

Wildcare Tasmania Inc.

Constitution

Version 5, April 2022



Contents

Part 1—Preliminary	4
1 Name of the Association.....	4
2 Interpretation.....	4
Part 2—Purpose, objectives and powers of the Association	5
3 Purpose and objectives of the Association.....	5
4 Powers of the Association.....	6
Part 3—Membership of the Association	7
5 Membership of the Association	7
6 Register of members of the Association	7
7 Disciplining members of the Association	8
Part 4—Board	8
8 Board’s powers and functions.....	8
9 Composition of the Board.....	9
10 Terms of office of Board members	9
11 Election of Board members.....	9
12 Appointment of Board members to particular offices	10
13 Meetings of the Board.....	10
14 Committees established by the Board	10
Part 5—Branches	11
15 Branches	11
16 Board may veto activities by branches or members of the Association	11
Part 6—Meetings of the Association	11
17 Annual general meetings.....	11
18 Special general meeting	11
19 Procedure for general meetings.....	12
Part 7—Records of the Association	13
20 Books and records.....	13
Part 8—Financial management of the Association and the TNCF	13
21 Application of the Association’s income and property	13
22 Board’s consideration of financial matters.....	13
23 Banking receipts	14
24 TNCF operation	14
25 Reporting on TNCF	15
26 Compliance with Ministerial rules relating to TNCF.....	15
27 Auditor.....	15
Part 9—Public officer	15
28 Public officer	15
Part 10—Avoiding conflicts of interest	16
29 Disclosure of interests.....	16
Part 11—Liabilities of members and officers of the Association	16
30 Indemnity.....	16
31 Members and officers not liable for the Association’s liabilities	16
Part 12—Winding up	16
32 Winding up the Association or the TNCF.....	16

Part 13—Scope of rules	17
33 Model rules do not apply	17
34 Changes to these rules.....	17
Part 14—Transitional provisions	17
35 Transitional provisions for membership of the Association.....	17
36 Transitional provisions for the Board.....	17
37 Transitional provision for branches	18
38 Transitional provisions for TNCF and Grants Assessment Committee.....	18
39 Transitional provision for auditor	18
40 Transitional provision for public officer	18

Part 1—Preliminary

1 Name of the Association

The name of the Association is Wildcare Tasmania Incorporated.

2 Interpretation

Definitions

(1) In these rules, unless the contrary intention appears:

annual general meeting has the meaning given by rule 17.

Association means the association mentioned in rule 1.

Associations Incorporation Act means the *Associations Incorporation Act 1964* of Tasmania, as in force from time to time.

auditor means the person who is appointed as auditor of the Association in accordance with rule 27.

Board of the Association means the Board constituted under rule 9 or 36.

Board member means a person who is a member of the Board under Part 4 or rule 36.

branch means a group of members of the Association approved by the Board as a branch of the Association under rule 15.

CEO means the person who is appointed as the chief executive officer of the Association by the Board.

Chair means the person who is appointed as the Chair under rule 12.

Deputy Chair means the person who is appointed as the Deputy Chair under rule 12.

EBU (short for Environment Business Unit) means the component of the Tasmanian Government responsible for nature conservation in Tasmania.

elected Board member means a Board member elected at an annual general meeting of the Association or appointed as a replacement for such a Board member whose position became vacant.

eligible to be a Board member: a person is **eligible** to be a Board member if the person meets the conditions for a responsible entity (within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth, as in force from time to time) of the Association that are specified in a governance standard (within the meaning of that Act).

environmental objects of the Association means the objectives set out in subrule 3(2).

Grants Assessment Committee means the committee appointed by the Board to administer the TNCF.

general meeting means an annual general meeting or a special general meeting.

member of the Association means a person who is a member of the Association under rule 5 or 35.

objectives of the Association means the objectives set out in subrules 3(2) and (3).

old constitution means the rules of the Association as in force immediately before the start time.

public officer means the person who is appointed by the Board as the public officer of the Association under rule 28.

purpose of the Association means the purpose set out in subrule 3(1).

PWS (short for Parks and Wildlife Service) means the component of the Tasmanian Government responsible for management of reserved land in Tasmania.

Secretary means the person who is appointed as Secretary under rule 12.

special general meeting means a meeting called under rule 18.

start time means the time when the special resolution for the alteration of the rules of the Association by the adoption of these rules is registered by the Commissioner for Corporate Affairs under subsection 23(3) of the Associations Incorporation Act.

TNCF means the Tasmanian Nature Conservation Fund established under paragraph 4(a).

Treasurer means the person who is appointed as Treasurer under rule 12.

Other provisions for interpretation

- (2) If these rules give a word or phrase a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (3) In these rules, words in the singular number include the plural and words in the plural number include the singular.
- (4) In these rules, a reference in general terms to the holder of an appointment or office includes a reference to a person performing the duties of the appointment or office.

Part 2—Purpose, objectives and powers of the Association

3 Purpose and objectives of the Association

- (1) The purpose of the Association is to support communities and volunteers to contribute to conservation actions that ensure long-term protection of Tasmania's natural environment.
- (2) The primary objectives of the Association are:
 - (a) to help conservation and land managers (including PWS) conserve natural heritage in Tasmania (on and off reserves) and manage reserves in Tasmania; and
 - (b) to foster community interest in, support for and involvement in nature conservation in Tasmania (on and off reserves) and management of reserves in Tasmania; and
 - (c) to foster community interest in, support for and involvement in the Association.
- (3) The additional objectives of the Association are:
 - (a) to establish and maintain the TNCF for the specific purpose of supporting the purpose and environmental objects of the Association; and
 - (b) to help acquire funds for special projects for natural and/or cultural heritage conservation in Tasmania (on and off reserves); and

- (c) to help conservation and land managers (including PWS) conserve cultural heritage in Tasmania (on and off reserves); and
- (d) to foster community interest in, support for and involvement in cultural heritage conservation in Tasmania (on and off reserves).

4 Powers of the Association

The Association has the following powers:

- (a) the establishment and maintenance of a public fund called the Tasmanian Nature Conservation Fund for the specific purpose of supporting the environmental objects of the Association and to receive all gifts of money or property for that purpose;
- (b) the purchase, taking on lease, licence or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for achieving the purpose or objectives of the Association;
- (c) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (d) the construction, maintenance, and alteration of buildings or works necessary or convenient to achieve the purpose or objectives of the Association;
- (e) the accepting of any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, to achieve the purpose or objectives of the Association;
- (f) the taking of such steps from time to time as the Board may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of gifts, donations, subscriptions, or otherwise;
- (g) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as are desirable for the promotion of the purpose or objectives of the Association;
- (h) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
- (i) the investment of any monies of the Association (except those received by the TNCF) not immediately required for the purpose or objectives of the Association in such manner as the Board may from time to time determine;
- (j) the making of gifts or subscriptions to any funds, authorities or institutions with a similar purpose or objectives to the Association;
- (k) the establishment and support, or aiding in the establishment and support, of associations, foundations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees, past employees or volunteers of the Association or their dependants;
- (l) the granting of pensions, allowances or other benefits to employees, past employees or volunteers of the Association or their dependants;
- (m) the making of payments towards insurance in relation to benefits for employees, past employees or volunteers of the Association or their dependants;
- (n) the establishment and support, or aiding in the establishment or support, of any branch, other association, foundation or trust formed to achieve the purpose or objectives of the Association;
- (o) the purchase, acquisition or undertaking of all or any part of the property, assets, liabilities or engagements of any association or foundation with which the Association may at any time become amalgamated in accordance with the provisions of the Act;
- (p) the employment of such officers and persons as the Board may deem necessary and the payment of such remuneration or bonus as the Board may determine as reasonable and proper;

- (q) the entry into legal and other agreements with other entities or persons for the purpose of supporting and contributing to the purpose or objectives of the Association;
- (r) the doing of all such other lawful things as are incidental or conducive to the attainment of the purpose or objectives of the Association or to any of the powers specified in the foregoing provisions of this rule.

Note: The Associations Incorporations Act gives the Association some other powers.

Part 3—Membership of the Association

5 Membership of the Association

- (1) A person becomes a member of the Association:
 - (a) on payment of the subscription for the person's membership; or
 - (b) on meeting the conditions specified by the Board for the person to become a member.
- (2) The person remains a member of the Association while:
 - (a) either:
 - (i) the annual subscription for the person's membership remains fully paid; or
 - (ii) the conditions specified by the Board for the person to remain a member (which may be the same as or different from the conditions for the person to become a member) are met; and
 - (b) the person abides by any policy, or code of conduct, approved by the Board for persons working with the Association.

This is subject to rule 7 (which deals with suspension and expulsion of members).

- (3) However, if a person is given notice that:
 - (a) the subscription for the person's membership of the Association is overdue; and
 - (b) the person's membership will cease at the end of a period specified in the notice unless the subscription for the membership is paid within the period;the person's membership continues until the end of the period and ceases then unless the subscription is paid within the period.
- (4) The Board will approve the form or forms of membership of the Association and the annual subscription for membership of each form, and specify them in a policy about membership of the Association.
- (5) Members of the Association will be notified of any change to a policy about membership of the Association.

6 Register of members of the Association

- (1) A secure register of members of the Association containing their contact information will be maintained.
- (2) Members will be able to view and edit their own personal details recorded in the register.
- (3) A notice required or permitted by these rules to be given to a member of the Association is taken to have been given if it is sent to any of the last known contact information of the member recorded in the register.
- (4) The register will comply with relevant privacy legislation and the Association's policy for privacy.

7 Disciplining members of the Association

- (1) The Board may discipline a member of the Association by warning, suspending or expelling the member if, in the Board's opinion, the member:
 - (a) has engaged in conduct that is prejudicial to the standing, purpose or objectives of the Association; or
 - (b) has failed to abide by any policy, or code of conduct, approved by the Board for persons working with the Association.
- (2) If a motion is proposed at a meeting of the Board that a member of the Association be disciplined, the motion will not be dealt with at that meeting.
- (3) The motion will be placed on the agenda of a meeting of the Board to be held at least 14 days later, at which the only business will be the motion.
- (4) The Board will notify the member, at least 10 days before the later meeting, that a motion has been proposed to discipline the Member.
- (5) The notice will give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence or to submit a written statement and attend and speak.
- (6) At the later meeting the Board will consider any statement submitted, and hear the member if the member attends and wishes to speak.
- (7) The motion to discipline the member is not carried unless an absolute majority of Board members votes in favour of the motion.
- (8) There is no appeal from the Board's decision on the motion.

Part 4—Board

8 Board's powers and functions

- (1) The Board may exercise all the powers of the Association, subject to these rules and any resolution passed at a general meeting of the Association.
- (2) The Board will determine and document the accountabilities and authorities of the Board, the public officer, CEO, branches and members of the Association.

Delegation

- (3) The Board may delegate any of its powers or functions except:
 - (a) this power of delegation; and
 - (b) any functions that the Associations Incorporation Act or another law of a State or the Commonwealth applying to the Board or the Association requires the Board to perform.
- (4) A delegation of a power or function of the Board does not prevent the Board from exercising the power or performing the function.
- (5) These rules apply in relation to the exercise by a delegate of a power of the Board, or the performance by a delegate of a function of the Board, as if the exercise or performance were by the Board.
- (6) The Board may revoke a delegation of its powers or functions.

9 Composition of the Board

- (1) The Board consists of 9 persons who are eligible to be Board members, as follows:
 - (a) one representative from PWS, appointed by the head of PWS;
 - (b) one representative from EBU, appointed by the head of EBU;
 - (c) if the Board decides to appoint a person as a Board member for a specified period to fill a specified role—that person;
 - (d) either 6 elected Board members or, if a person is not appointed under paragraph (c) at the time of an annual general meeting, 7 elected Board members.
- (2) The exercise of powers, or the performance of functions or duties, by the Board is not affected by a vacancy on the Board.

10 Terms of office of Board members

- (1) The Board member appointed by the head of PWS may be replaced at any time by the head of PWS.
- (2) The Board member appointed by the head of EBU may be replaced at any time by the head of EBU.
- (3) A Board member elected at an annual general meeting holds office until the third annual general meeting starting after the election, subject to subrules (4), (5) and (7).
- (4) A person who is a Board member ceases to be a Board member if the person ceases to be eligible to be a Board member.
- (5) A person who is an elected Board member ceases to be a Board member if the person:
 - (a) delivers a written resignation to the Board; or
 - (b) is absent, without prior leave of the Board, from all meetings of the Board held within 6 months; or
 - (c) ceases to be a member of the Association.
- (6) If the office of an elected Board member becomes vacant, the Board may appoint a member of the Association who is eligible to be a Board member as a replacement until immediately before the next annual general meeting of the Association.
- (7) The Board will determine a process to adjust the terms of elected Board members so that, among those Board members, there are rolling terms, with elections for some of the Board members at each annual general meeting, if possible.

11 Election of Board members

- (1) A person may be elected as a Board member only if the person is a member of the Association.
- (2) A person cannot be elected as a Board member for a term that starts immediately after 3 consecutive terms of office for which the person was elected as a Board member.
- (3) The Board will determine, and notify the members of the Association of:
 - (a) the processes for:
 - (i) nomination of candidates for election as Board members at annual general meetings; and
 - (ii) election of such nominated candidates; and
 - (b) whether candidates nominated for election are eligible to be Board members.

12 Appointment of Board members to particular offices

- (1) The Board will appoint:
 - (a) one of the elected Board members as Chair; and
 - (b) one of the elected Board members as Deputy Chair.
- (2) The Board may appoint:
 - (a) one of the elected Board members as Secretary; and
 - (b) one of the elected Board members as Treasurer; and
 - (c) a Board member to fill another nominated role.
- (3) The Board will make and announce the appointments of Chair, Deputy Chair and, if appointed, Secretary, Treasurer and other appointed roles, at the first Board meeting after each annual general meeting.
- (4) The Board will determine and document the accountabilities and authorities of the Chair, Deputy Chair and, if appointed, the Secretary, the Treasurer and other Board roles.

13 Meetings of the Board

- (1) The quorum at a meeting of the Board is $\frac{2}{3}$ of the number of Board members who may take part in the meeting.
- (2) The Board will determine its own procedure.
- (3) The Board will develop a calendar of meetings at the first meeting after each annual general meeting and will hold at least 4 meetings each calendar year.
- (4) Additional meetings of the Board will be called by the Chair, or if requested by the Board, by 3 Board members or by the CEO for decision making.
- (5) If, within 7 days of receiving a request for a meeting of the Board, the Chair does not give notice of the meeting, one of the persons requesting the meeting may call it.
- (6) A motion is carried at a meeting of the Board if a simple majority of those Board members present vote in favour of it.
- (7) Meetings of the Board will be documented by the Secretary or a person appointed by the Board for the purpose.
- (8) A meeting of the Board may be held by remote communications that enable all participants in the meeting to hear (or both see and hear) one another.
- (9) The Board may, without a meeting, make a decision by exchange of electronic communications among the Board members that indicate that a majority of the Board members favour the decision.

14 Committees established by the Board

- (1) The Board may establish committees and specify their functions, powers and method of operation, including reporting to the Board at specified intervals.
- (2) A committee established by the Board may include as a member of the committee a person who is not a Board member or a member of the Association.

Part 5—Branches

15 Branches

- (1) The Board may approve groups of members of the Association as branches of the Association.
- (2) The Board may make rules in respect of a branch.
- (3) A branch may determine its own procedure and quorum.
- (4) A branch will keep minutes of its meetings and will report to the Board as and when required by the Board.

16 Board may veto activities by branches or members of the Association

The Board may veto any activity planned or undertaken by any branch or member of the Association if the Board is of the reasonable opinion that the activity:

- (a) will be detrimental to the standing, purpose or objectives of the Association or a Department of the Tasmanian Government that includes PWS or EBU; or
- (b) is likely to contravene any management plan or Commonwealth or State legislation.

Part 6—Meetings of the Association

17 Annual general meetings

- (1) The Association will hold a general meeting (the *annual general meeting*) each year at a time and on a day that is directed by the Board and is before 1 April in the year.
- (2) The business of the annual general meeting is as follows:
 - (a) the confirmation of the minutes of the preceding annual general meeting, and any later special general meeting;
 - (b) the presentation of the financial statements containing the following particulars:
 - (i) the Association's income and expenditure during its last financial year;
 - (ii) the Association's assets and liabilities at the end of its last financial year;
 - (iii) the mortgages, charges and securities of any description affecting any of the Association's property at the end of its last financial year;
 - (c) the presentation of the auditor's report;
 - (d) the presentation of the Chair's report;
 - (e) the election of Board members as required;
 - (f) the appointment of an auditor;
 - (g) such other business as has been notified to the members of the Association.

18 Special general meeting

- (1) A special general meeting will be called if the Chair is directed to do so by the Board or is requested to do so by at least 10 members of the Association.
- (2) If the Chair fails, within 14 days of being so directed or requested, to give notice of a special general meeting, any Board member or member of the Association requesting the meeting may call it.

- (3) The only business that may be discussed at a special general meeting is the business set out in the notice of meeting.

19 Procedure for general meetings

Notice

- (1) Notice of general meetings will be given as follows:
 - (a) if a special resolution for the purposes of the Associations Incorporation Act or these rules has been proposed—at least 21 days' notice, specifying the intention to propose the resolution as a special resolution;
 - (b) in any other case—at least 14 days' notice.

Quorum

- (2) The quorum at a general meeting is 6 members of the Association who were not Board members at the start of the meeting and who are attending the meeting in person or by remote communication.

Attendance by remote communication

- (3) A member of the Association who cannot attend a general meeting in person may request, in writing, to attend by remote communication.

Presiding

- (4) The Chair may preside at a general meeting, but if the Chair does not wish to do so, or is absent from the meeting, the meeting will elect a person to preside.

Voting

- (5) A member of the Association who is entitled to vote on a motion at the meeting has only one vote on the motion.
- (6) A member of the Association cannot appoint a proxy to cast the member's vote at a general meeting.

Resolutions

- (7) A special resolution is carried if at least three quarters of the members of the Association, who are present in person and entitled to vote, vote in favour of it.
- (8) Any other resolution is carried if a simple majority of the members of the Association, who are attending the meeting and are entitled to vote, vote in favour of it.
- (9) A declaration of the person presiding at a general meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is demanded.

Adjournment

- (10) The person presiding at a general meeting may adjourn the meeting and determine the place and time at which the meeting is to resume. The only business that may be discussed at an adjourned general meeting is the unfinished business at the time of adjournment.

Other matters of procedure

- (11) The person presiding at a general meeting may determine any matter of procedure not referred to in this rule.

Part 7—Records of the Association

20 Books and records

- (1) A member of the Association may inspect the books and records of the Association on giving reasonable notice to the person responsible for the relevant documents.
- (2) Minutes will be created and filed of all Board meetings and all general meetings.

Part 8—Financial management of the Association and the TNCF

21 Application of the Association’s income and property

- (1) The income and the property of the Association will be used and applied solely in promotion of its objects.
- (2) No portion of the income and the property of the Association will be distributed, paid or transferred directly or indirectly (by way of dividend, bonus, profit or otherwise) to members, directors, or trustees of the Association.
- (3) Subrule (2) does not prevent payment in good faith:
 - (a) of interest to any member of the Association in respect of money owing to the member by the Association; or
 - (b) of remuneration to any officer or employee of the Association; or
 - (c) to any person for services actually rendered to the Association; or
 - (d) to any member of the Association of any of the following to which the member would be entitled if the member were not a member:
 - (i) out-of-pocket expenses connected with work by the member for the Association;
 - (ii) money lent by the member to the Association;
 - (iii) reasonable and proper charges for the hire of goods by the Association from the member;
 - (iv) reasonable and proper rent for premises let to the Association by the member;or
 - (e) of funds for a research project to be undertaken by a member of the Association.
- (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purpose or objectives of the Association and will not be influenced by the preference of the donor.

22 Board’s consideration of financial matters

- (1) The Board will approve financial management and reporting procedures for the prudent investment and governance of the funds of the Association.
- (2) The Board will consider at each meeting a report of the financial transactions of the Association since the last Board meeting.

23 Banking receipts

All money received for or on behalf of the Association will be deposited in a bank account in the name of the Association.

24 TNCF operation

Purpose of TNCF

- (1) The purpose of the TNCF is to support the Association's environmental objects.

Inviting gifts to TNCF

- (2) Members of the public are invited to make gifts of money or property to the TNCF for the Association's environmental objects.

Dealing with gifts to TNCF

- (3) Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the TNCF.
- (4) A separate bank account will be established to deposit money donated to the TNCF, including interest accrued on the donations. Money received because of gifts of money or property to the TNCF will be credited to this bank account. The TNCF will not receive other money into this bank account.
- (5) Gifts to the TNCF will be kept separate from other funds of the Association.
- (6) Receipts will be issued in the name of the TNCF and proper accounting records and procedures will be kept and used for the operation of the TNCF.

Compliance with law and non-profit operation

- (7) The TNCF will comply with Subdivision 30-E of the *Income Tax Assessment Act 1997* and will operate on a not-for-profit basis.

Administration of TNCF by Grants Assessment Committee

- (8) The TNCF will be administered by the Grants Assessment Committee.

Grants Assessment Committee

- (9) The Grants Assessment Committee will consist of no fewer than 3 persons.
- (10) The members of the Grants Assessment Committee will be appointed by the Board.
- (11) A majority of the members of the Grants Assessment Committee will be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- (12) The chair of the Grants Assessment Committee will not also be a Board member.

Guidance for operation of TNCF

- (13) The Board will approve a document providing guidance for the operation of the TNCF that is consistent with the Guidelines to the Register of Environmental Organisations.

25 Reporting on TNCF

- (1) The Association will notify the Commonwealth department responsible for the environment as soon as possible if:
 - (a) it changes its name or the name of the TNCF; or
 - (b) there is any change to the membership of the Grants Assessment Committee; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- (2) Statistical information requested by the Commonwealth department responsible for the environment on donations to the TNCF will be provided within 4 months of the end of the financial year.
- (3) An audited financial statement for the Association and the TNCF will be supplied with the annual statistical return. The statement will provide information on the expenditure of TNCF monies and the management of TNCF assets.
- (4) Reporting on the TNCF will be provided to the Board, consistent with the document approved by the Board providing guidance for the operation of the TNCF.

26 Compliance with Ministerial rules relating to TNCF

The Association will comply with any rules that the Commonwealth Treasurer and Minister with responsibility for the environment may make to ensure that gifts made to the TNCF are only used for its principal purpose.

27 Auditor

- (1) Members of the Association will appoint the auditor at the annual general meeting (see rule 17).
- (2) If an appointment is not made at an annual general meeting, the Board will appoint the auditor as soon as practicable after that annual general meeting, for the then current financial year.
- (3) The auditor may only be removed from office by special resolution of the members of the Association at a general meeting. In this event, the members at that meeting may appoint an auditor to act until the next annual general meeting.
- (4) If a casual vacancy occurs in the office of auditor during a financial year of the Association, the Board will appoint a person to be the auditor and the person so appointed will hold office until the next annual general meeting.

Part 9—Public officer

28 Public officer

- (1) The Board will appoint the public officer of the Association.

Note: The Associations Incorporations Act has rules about a person ceasing to be public officer and appointment of a replacement.
- (2) The Board may impose functions and duties, and confer powers, on the public officer of the Association.

Note: These functions, duties and powers are additional to those the public officer has under the Associations Incorporations Act and other provisions of these rules.

Part 10—Avoiding conflicts of interest

29 Disclosure of interests

- (1) This rule applies to a person who:
 - (a) is any of the following:
 - (i) a Board member;
 - (ii) a member of the Grants Assessment Committee;
 - (iii) a member of a committee established by the Board;
 - (iv) a member of the Association;
 - (v) an employee of the Association; and
 - (b) has or acquires an interest in an arrangement (whether contractual or not) made or proposed to be made by the Association.
- (2) If the person has the interest when it is being considered whether to make the arrangement, the person must ensure the interest is disclosed as early as possible in the process of that consideration.
- (3) If the person acquires the interest after the arrangement has been made, the person must disclose the interest, for the purpose of the management of the arrangement and the interest, to the Board as soon as possible after acquiring the interest.
- (4) The person must not take part in consideration (or a decision) whether to make the arrangement, or consideration of (or a decision on) the management of the arrangement, unless a majority of the persons who are taking part in the consideration (or decision) and who do not have an interest in the arrangement authorise the person to do so.

Part 11—Liabilities of members and officers of the Association

30 Indemnity

A person who is a Board member, member of the Association, auditor, member of the Grants Assessment Committee or employee or agent of the Association will be indemnified out of the property of the Association against any liability incurred by the person in that capacity in defending any proceedings in which a court makes a decision in favour of the person.

31 Members and officers not liable for the Association's liabilities

A member or officer of the Association is not, merely by being such a member or officer, liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding-up of the Association.

Part 12—Winding up

32 Winding up the Association or the TNCF

- (1) If the Association is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities will not be paid or distributed amongst the members of the Association, but will be transferred to an institution that:
 - (a) has purposes like the purpose of the Association; and

- (b) prohibits the distribution of its income amongst members of the institution to at least the extent to which the Association is prohibited by these rules from distributing the Association's income to its members; and
 - (c) is determined in accordance with a special resolution of the members of the Association at general meeting or, in the absence of such a resolution, by the Commissioner for Corporate Affairs.
- (2) The public officer will inform the Commissioner for Corporate Affairs if the Association is winding up.
- (3) In the case of the winding up of the TNCF, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

Part 13—Scope of rules

33 Model rules do not apply

None of the model rules prescribed at any time for the purposes of the Associations Incorporation Act apply in relation to the Association.

34 Changes to these rules

These rules can only be changed by special resolution of the members of the Association at a general meeting.

Part 14—Transitional provisions

35 Transitional provisions for membership of the Association

- (1) A person who was a member of the Association immediately before the start time is taken to be a member of the Association immediately after that time.
- (2) If advice described in subrule 7(c) of the old constitution (about overdue subscription) was given before the start time and the period mentioned in the advice (for payment of subscription before ending of membership) had not ended before the start time, subrule 5(3) of these rules applies as if the advice were notice described in that subrule.

36 Transitional provisions for the Board

- (1) Despite subrule 9(1) of these rules, subrule 9(b) (about composition of the Board) of the old constitution continues to apply to the Board until the first annual general meeting after the start time.
- (2) A person who was a member of the Board of Management under the old constitution immediately before the start time becomes a member of the Board immediately after that time.
- (3) A person who was the Chair, Deputy Chair, Secretary or Treasurer under the old constitution immediately before the start time is taken to have been appointed as the Chair, Deputy Chair, Secretary or Treasurer (as appropriate) under rule 12 immediately after that time.

- (4) For the purposes of determining whether subrule 11(2) prevents a person from being elected as a Board member for a term, previous terms of office are to be taken into account even if any of them started before the start time.
- (5) A delegation by the Board that was in force immediately before the start time continues as if it had been made under rule 8.

37 Transitional provision for branches

A branch appointed under subrule 11(a) of the old constitution immediately before the start time continues after that time as if it had been approved under subrule 15(1) of these rules.

38 Transitional provisions for TNCF and Grants Assessment Committee

- (1) The WILDCARE Gift Fund that existed under the old constitution immediately before the start time continues as the Tasmanian Nature Conservation Fund or TNCF as if it had been established under paragraph 4(a) of these rules.
- (2) The Gift Fund Committee that existed under the old constitution immediately before the start time continues as the Grants Assessment Committee.
- (3) A person who was a member of the Gift Fund Committee immediately before the start time continues as a member of the Grants Assessment Committee as if the person had been appointed under subrule 24(10).

39 Transitional provision for auditor

The person who was the auditor of the Association immediately before the start time continues as the auditor as if the person had been appointed as auditor in accordance with rule 27.

40 Transitional provision for public officer

The person who was the public officer of the Association immediately before the start time continues as the public officer as if the person had been appointed by the Board under rule 2

Document Version History

Version Number: 5

Issue Date: 2 April 2022

Author: Donna Burton

Description of changes:

- Based on good practice, consistent with our regulators' requirements, and adapted to be fit for our purpose, context and operating needs.
- Recognising that our governance framework has matured substantially since the constitution was previously adopted.
- Introducing some flexibilities to respond promptly, where needed, while retaining suitable controls and accountabilities, coupled with member consultation and communication.
- Updating references to reflect recent name changes, for example:
 - Gift Fund > Tasmanian Nature Conservation Fund (TNCF or the Fund)
 - Gift Fund Committee > Grants Assessment Committee
- Some reordering of Rules/sub-rules to aid readability.
- Renaming *Wildcare Incorporated* to *Wildcare Tasmania Incorporated* to uniquely identify our association and avoid confusion with like-named charities in other states.
- Adding an overarching purpose for Wildcare Tas and streamlining our objectives whilst retaining the same scope.
- Adding a power to enter partnership and other agreements consistent with, and to support, our purpose and objectives, as well as to delegate powers as needed.
- Updating references to the administration of the TNCF to our approved policies and guidelines e.g., *Operating Guidelines* and *Grant Guidelines*.
- Adding references in the Membership and related rules to our approved governance policies and practices e.g., *Working with Wildcare*, and *Code of Conduct*.
- Enabling the Board to determine Wildcare's membership policy and annual subscription rates, whilst ensuring that members are informed.
- Confirming that to be eligible to be a Board member, a person must also be a Wildcare member.
- Adjusting overall Board numbers (11→9), composition, terms of appointment including limiting the max. number of terms, and quorum.
- Incorporating additional references to our Branches and allowing some flexibility in their structure to reflect existing the variety of branch arrangements and day-to-day practicalities.

- Adding the role of Public Officer, as expected by the regulator.
- Removing outdated references to use of a Common Seal.
- Following a legal review during early 2022, a range of other changes to reflect contemporary/better legal practice.

Version Number: 4

Issue Date: 3rd March 2019

Author: Sharon Smith

Description of Changes: Authorised by Special General Meeting of 3rd March 2019

- Clause 2 - Removed '(a)' from beginning of first paragraph and renumbered sections.
- Clause 3 - Removed '(a)' from beginning of first paragraph and removed clause 3(c), 3(d) and 3(f) and changed numbering on remaining sections.
- Clause 3(d) – Changed to clause (b) and 'Co-Chair' to 'Chair'. Removed the words '(elected)' and 'Wildcare', added 'appointed by the Board of Management from those people'.
- Clause 3(c) – Added clause to define the Deputy Chair as the person appointed by the Board of Management from those people elected by the Wildcare membership at an Annual General Meeting, who will assume the responsibility and delegations of the Chair in the event that the Chair is determined by the Board of Management to be absent or indisposed.
- Clause 3(g) – Changed to clause (d) and 'Biodiversity Conservation Branch' to 'Natural and Cultural Heritage Division'.
- Clause 3(j) – Changed to clause (g) and 'Rule 6' to 'Rule 9'.
- Clause 3(l) – Changed to clause (i) and "Fund Management Committee" to "Gift Fund Committee".
- Clause 4(g)i. – Removed 'A committee of management' and added 'The Gift Fund Committee comprised'.
- Clause 4(g)ii. – Changed 'The committee of management' to 'The Gift Fund Committee'. Removed 'Incorporated'.
- Clause 4(g)iii. – Changed 'committee' to 'Gift Fund Committee'.
- Clause 4(g)iv. and 4(g)v – Added to provide that the Board of Management will develop and approve Operating Guidelines in line with expectations of the Register of Environmental Organisations and that the Gift Fund Committee Chair shall not also be a member of the Wildcare Board.
- Clause 5(a)ii. – Removed 'management committee of the' and add 'Committee'.
- Clause 5(b) – Removed 'of Environment and Heritage on' and replace with 'responsible for the Environment regarding'.

- Clause 6(a) – Removed ‘Treasurer and the’.
- Clause 6(c) – Changed the word ‘purposes’ to ‘objectives’.
- Clause 7 - Removed clause 7(d) and renumbered remaining sections.
- Clause 8(a) – Replaced ‘The Secretary must keep a’ with ‘A’ and ‘the name, address and telephone number of each member and the date of joining.’ To ‘their contact information will be maintained.’
- Clause 8(b) – Updated to reflect contemporary privacy expectations in that members should be able to view and edit their own personal details.
- Clause 9 – Added clause 9(j) to express Wildcare’s commitment to diversity in the Board composition.
- Clause 9 and 13 – Updated to reflect changes to the Wildcare Board composition and the method for filling of vacant positions.
- Clause 10 - Replacement of the word ‘Secretary’ with ‘Chair’ in clause 10(d), 10(e).
- Clause 11(e) – Replacement of ‘Co-Chair (elected) and Co-Chair (appointed)’ with ‘Chair’.
- Clause 13(b)ii. – Replacement of ‘Co-Chairs’ reports’ to ‘Chair’s report’.
- Clause 13(b)iii. – Replacement of ‘The Co-Chair (elected), Secretary, Treasurer, General membership’ with ‘Board of Management’ and ‘and Presidents Representative positions’ with ‘as required.’
- Clause 14 - Replacement of the word ‘Secretary’ with the word ‘Chair’ in clause 14(a) and 14(b).
- Clause 15(c) - Amended to allow a member to request to attend a Wildcare General Meeting remotely, where facilities are available.
- Clause 15(d) - Replacement of the word ‘Co-Chair’ with ‘Chair’.
- Clause 16(b) - Included a reference in confirming that the Board must approve financial management and reporting procedures to govern the prudent investment and governance of the funds of the Association.
- Clause 16(c) – Removal of the reference to the Treasurer being responsible for the financial records and add ‘Board must consider at each meeting’.
- Clause 16(d) - Replacement of the word ‘Treasurer’ with the word ‘Chair’.
- Clause 17(c) – Updated and renumbered to reflect contemporary expectations of keeping of Minutes.
- Clause 18 – Removal of ‘(a)’ from first paragraph and renumber section.
- Clause 21 – Removal of the requirement that the Common Seal must be kept by the Secretary.
- Clause 22 – Changed clause to make notification to member sufficient if sent to last recorded address.

- Clause 23(d) – Replacement of the word ‘Secretary’ with ‘Board of Management’.
 - Clause 25(a) – Inclusion of the word ‘is’.
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Version Number: 3

Issue Date: 24/5/18

Author: Glen Hayhurst

Description of Changes: Authorised by Special General Meeting of 24/3/18

- Changed clause 10(a) to increase the quorum at a meeting of the Board of Management (BoM) from “four members or 50% of the membership of the Board of Management, whichever is the least” to “seven members or 50% of the membership of the Board of Management, whichever is the least”. With the potential for the Board to have up to 16 members, a quorum of four is too few.
 - Added the Document Version History table
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Version Number: 2

Issue Date: 9/12/15

Author: Malcolm MacDonald

Description of Changes: Authorised by Special General Meeting of 28/3/15

- Changed clauses 9(c), 9(d), 9(i), 9(j), 9(n) and 13(b)(iii) to allow the Secretary to be elected at the AGM rather than appointed by the General Manager PWS.
 - Changed clause 7(a) to specify that a person remains a member of the Association as long as his or her annual subscription is fully paid and current as this reflects the correct situation.
 - Deleted clause 7(b) “Any person may apply in writing to the Secretary to become a member” and the following numbering in clause 7 was altered accordingly. This is no longer the normal way to become a member.
 - Changed clause 7(f) to remove any reference to a specific annual subscription of the Association as the fee may vary from time to time.
 - Changed clause 9(d) to require that the Co-Chair (elected), Treasurer and Secretary be elected from the general membership at the AGM to ensure that these members have to be financial members of the Association.
 - Deleted clause 16(c) “All payments in excess of twenty-five dollars must be made by cheque” and the following numbering in clause 16 was altered accordingly. Electronic banking is also permissible.
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Version Number: 1

Issue Date: 14/9/07