



**Nature  
Conservation  
Council** The voice for  
nature in NSW

# CONSTITUTION

(2016)

# NATURE CONSERVATION COUNCIL OF NSW CONSTITUTION

(as amended Annual Conference 2016)

## DEFINITIONS

1. In this Constitution, unless contrary intention is expressed:

"Body" means an incorporated or unincorporated body or organisation.

"Council" means the Nature Conservation Council of New South Wales.

"Conference" means the Annual or Special Conference of the Council.

"Corresponding Body" means a body, society or association fulfilling the requirements for a corresponding body as in clause 11.

"Chairperson" means the Chairperson of the Council.

"Co-opted Councillor" means a person co-opted to the Executive under clause 19(d).

"Elected Councillor" means a person elected to the Executive by the Annual Conference.

"Delegate" means a person sent by a Member Body to an Annual or Special Conference.

"Gift Fund" means the Environment Gift Fund referred to in clause 31.

"Person" means a natural person and not an incorporated or unincorporated body or organisation.

"Executive" means the Executive of the Nature Conservation Council of New South Wales.

"Member Body" means a Full Member or an Associate Member as set out in clause 7 and clause 9 of this Constitution.

"Returning Officer" means the person appointed by the Executive in accordance with sub-clause 20(j).

"Secretary" means the Secretary of the Executive.

"Supporting Body" means a financial supporter of the Council as set out in clause 12.

"Treasurer" means the Treasurer of the Council.

"Vice Chairperson" means the Vice Chairperson of the Council.

"Zones" means those areas of New South Wales referred to in Clauses 19 and 20 and described in the Second Schedule.

"Constitution" means the Constitution of the Council.

2. The name of the organisation shall be the Nature Conservation Council of New South Wales.

### **OBJECTS**

3. The prime aims and objects of the Council are the conservation of nature, the protection of the environment and the attainment of an ecologically sustainable society, which aims and objects shall be pursued by the Council primarily within the State of New South Wales, but also within Australia and globally, and more particularly, but without limiting the generality of the foregoing, the Council has the following functions:
- (a) To hold conferences:-
    - (i) For the purpose of providing a means whereby those bodies interested in conservation and who subscribe to the Council's objects can have regular and formal communication with each other.
    - (ii) To consider matters of common interest and to arrive at common policy.
  - (b) To speak on such matters of agreed policy and to press for adoption of, or action on, agreed policy by the appropriate authorities.
  - (c) To sponsor or engage in education and research activities, including publication, in any area or field of conservation, alone or in co-operation with other bodies or individuals.
  - (d) To provide a central clearing house and repository for conservation information (other than governmental information) in the State.
  - (e) To provide a means of liaison with other bodies dealing with conservation, including national and international bodies.
  - (f) To provide information on request to member societies and assistance where possible.
  - (g) To do any such thing as is determined from time to time by either the Annual Conference or the Executive to be in the interests of conservation without thereby committing member organisations to support such activities.

## **POWERS**

4. In furtherance of its Objects the Council shall, subject to this Constitution, have and exercise all powers and functions which in the opinion of the Executive are necessary or desirable including, but not limited, to the following:
- (a) To purchase, take on lease or in exchange, hire and otherwise acquire any real or personal property, and any right or privilege, which may be used, in connection with any of the Objects of the Council and, in furtherance of those Objects, to manage, develop, improve, invest, exchange, lease, dispose of, assign, entrust to trustees, turn to account, or otherwise deal with any such property, right or privilege;
  - (b) To enter into any negotiations or arrangements with, or co-operate with or support in any way, any person, or any association or organisation whether incorporated or not;
  - (d) To enter into any negotiations or arrangements or co-operate with in any way, any government agency or authority, municipal, local or otherwise;
  - (e) To appoint, employ, remove or suspend staff, workers and other persons;
  - (f) To undertake, contribute to, subsidise or take part in any works, demolitions and any other activities affecting buildings, structures, grounds and works;
  - (g) To borrow or raise or secure the payment of money and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be incurred by the Council in any way, and to purchase, redeem or pay off any such securities;
  - (h) To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments;
  - (i) To take or hold mortgages, debentures, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Council's property of whatever kind sold by the Council or any money due to the Council from purchasers and others;
  - (j) To make any gift of money or any other property either wholly beneficially or subject to any trust or any condition.
  - (k) To collect and receive money by voluntary contributions, subscriptions, donations, grants, sale of goods or property, and legacies.
  - (l) To manage the money of the Council and to invest such money in fixed or other deposit in any bank, or in notes, stocks, shares, debentures or

securities of, or advances to, any company whether public or private, or in any other securities.

- (m) In furtherance of the Objects to lend money to persons, organisations, associations, firms or companies being members or not, and on such terms, as the Executive may consider appropriate.
- (n) To do all such acts, deeds, matters and things and to carry on such activities, and to enter into and make such agreements and arrangements as the Executive considers may further the Objects of the Council or any of them.
- (o) To do all such acts, deeds, matters and things and to carry on such activities, and to enter into and make such agreements as are incidental or conducive to the attainment of the Objects of the Council.

## **POLICY**

- 5. (a) The Council is not formed or carried on for the purpose of trading or securing pecuniary benefit to any person or member body. The property and income of the Council shall be applied solely towards the objects of the Council and no part of the property or income shall be applied for the pecuniary benefit of any person or member body.
- (b) Notwithstanding the provisions of clause 5(a) or any other provision in the Constitution, the Council may, by a motion of carried by a two thirds majority of the members of the Executive present and voting, resolve that remuneration shall be paid to a member of the Executive in the circumstances set out hereafter:
  - (i) in the case of the Chairperson, an annual honorarium and expenses allowance;
  - (ii) in the case of any member of the Executive, remuneration for substantial work performed in managing or administering a study or project on behalf of the Council, provided that such remuneration shall be limited to sitting fees paid for attendance at meetings of committees charged with managing or administering the study or project, and further provided that the funds from which such remuneration is paid shall be derived wholly from funds granted to the Council for the purpose of the said study or project.

## **MEMBERSHIP**

- 6. (a) Membership of the Council shall be open to any society, body, or association which is interested in or deals with the conservation of nature and natural resources, and subscribes to the Council's aims and objects and agrees to be bound by this Constitution either as a Full or Associate Member as hereinafter provided for.
- (b) Admission to the Nature Conservation Council shall be by resolution of

the Executive or of the Annual Conference, provided however, that where the Executive admits members during the preceding twelve months it shall give notice thereof to the next Annual Conference. Admission shall date from the day on which such a resolution was passed except that nobody shall be admitted to membership within one month prior to the date of an Annual Conference.

- (c) It shall be the responsibility of the Executive to review all applications for membership and ensure that the applicant fulfills the requirements set out in clause 6(a).
- (d) If an application for membership is rejected by the Executive, the applicant may appeal to the next Annual Conference.
- (e) The Executive may, for causes which to it seem good and sufficient, cause a member body to be removed from membership of the Nature Conservation Council. Before this becomes effective, the member body shall be given thirty days' notice, during which it may request leave from the Executive to be heard before them. The Executive may but shall not be required to give a reason for its action in this matter.
- (f) A body which has been removed from the membership of the Council in accordance with clause (e) may appeal to the next Annual or Special Conference for reinstatement.
- (g)
  - (i) Each member body shall pay annual dues set in accordance with this clause.
  - (ii) By the end of March each year, the Executive shall review and set the annual dues of member bodies.
  - (iii) The Executive shall notify all member bodies of any change within one month of a resolution passed under clause 6(g)(ii).
  - (iv) The Executive shall make a document detailing annual dues publicly available.
- (h) Annual dues shall be payable on the first of July each year and any member body which is more than three months in arrears and which fails to give a full and satisfactory explanation to the Executive, shall be deemed to have ceased to be a member of the Council.
- (i) Members joining in the last six months of any financial year shall pay half of the dues for that year.
- (j) The liability of a Full Member and an Associate Member to contribute towards:
  - (i) payment of the debts and liabilities of the Council; and
  - (ii) the costs, charges, and expenses upon the winding up of the Council be limited to the amount, if any, unpaid by that member of its membership dues as referred to in Clause 6(g)

## **FULL MEMBER - REQUIREMENTS FOR**

7. Any organisation complying with the terms of clause 6(a) hereof shall be entitled to apply for full membership of the Council.

## **FULL MEMBERS - RIGHTS OF**

8. A Full Member Body shall have the right to be represented at Conferences by one or more delegates, depending on the size of its membership calculated in accordance with the Schedule hereto. For the purpose of this and subsequent clauses, only members paying full dues shall be counted.

## **ASSOCIATE MEMBER**

9.
  - (a) A body which would be eligible for Full Membership but does not seek such membership, or one which does not have conservation as its primary interest although supporting the aims and objects of the Council, may be admitted as an Associate Member.
  - (b) Notwithstanding the foregoing, the number of Associate Members admitted shall not exceed one-third of the number of the votes possessed by Full Members.
  - (c) Each Associate Member Body shall pay annual dues as set in accordance with clause 6(g).

## **RIGHTS OF ASSOCIATE MEMBERS**

10. An Associate Member shall have the right to send one delegate to the Conference.

## **CORRESPONDING BODIES**

11.
  - (a) A body or society or association which does not wish to become either a Full or an Associate Member of the Council but wishes to maintain liaison with it and through it with other bodies, may become a Corresponding Body.
  - (b) Corresponding Bodies shall have the right to send observers to Conferences but shall not have the right to vote.
  - (c) Corresponding Bodies shall pay annual dues as set in accordance with clause 6(g).

## **SUPPORTERS**

12. Any person or body may, with approval of the Executive, donate money or property to the Gift Fund of the Council.

## **THE CONFERENCE**

13. (a) The Conference shall be the supreme governing body of the Council and an Annual Conference shall be held in September, October or November of each year. The Executive shall give not less than twenty-one days' notice in writing to each member entitled to send a delegate or delegates to such Conference. Such notice must state the time and place of the said Annual Conference together with a resume of the business to be transacted thereat. Prior to such notice convening the said Annual Conference, the Executive shall give to each member entitled as aforesaid, seventy-seven days' preliminary notice of the anticipated date of the Annual Conference for that year.
- (b) Unless otherwise determined at an Annual Conference the meeting shall be convened at a place within the County of Cumberland.
14. (a) Each member body shall be entitled to be represented at any Conference by the prescribed number of delegates, as set out in the Schedule hereto.
- (b) Where a member body is unable to send delegates to any Conference it may appoint proxy delegates by appointments in writing, provided that it notifies the Returning Officer of its intention, and delivers such an appointment to the Returning Officer before the commencement of the Conference.
- A delegate wishing to exercise a proxy vote in any vote, election or ballot at a Conference shall apply to the Returning Officer before the commencement of business on the first day of the Conference for a proxy voting card, and any proxy vote exercised by a delegate who fails to present a valid proxy voting card shall not be counted.
- (c) Where a member body is entitled to send more than one delegate to a Conference but fails to do so for any reason, those of its delegates attending shall be entitled to exercise by proxy the votes of their absent colleagues up to the full entitlement of that member body [subject to sub-clause 14 (d)], provided that a proxy vote exercised by a delegate who is unable to present a valid proxy voting card issued by the Returning Officer shall not be counted.
- (d) Notwithstanding clause 14(a) and (b) hereof, an individual shall not have more than two votes.
- (e) Unless otherwise determined at an Annual Conference at which the quorum as hereinafter provided is present, the quorum at any Conference of the Nature Conservation Council shall be the representation of not less than one-third of the member organisations entitled to be represented at and send delegates to such Conference, provided however that such representation shall not be deemed sufficient to form a quorum unless representatives or delegates of Full Member Bodies are in majority.



- (f) If, after a lapse of half an hour from the time set for a Conference, a quorum be not present, the Conference shall stand adjourned to a date and time approved by the majority of those present. If a quorum be not present at the adjourned Conference, those present shall transact the business of the notice paper.

## **BUSINESS OF THE ANNUAL CONFERENCE**

- 15. (a) The Annual Conference shall:
  - (i) Receive and consider the Annual Report including the audited Financial Statement of the outgoing Executive.
  - (ii) Receive advice concerning any decisions of the Executive to change all or any of the annual dues under clause 6(g).
  - (iii) Receive and consider the report of any committees set up under Annual or Special Conference resolutions.
  - (iv) Discuss and if necessary vote on any matter brought forward by the Executive.
  - (v) Elect those members of the Executive as are required to be elected at the Annual Conference.
  - (vi) Discuss and if necessary vote on motions submitted to the Conference.
  - (vii) Discuss and if necessary vote on any matter which the majority of those delegates present and voting resolve to discuss.
  - (viii) Cause Minutes of its proceedings to be taken and a record kept thereof.
- (b) Motions for submissions to the Annual Conference must be in writing and must reach the Secretary at least forty-two days before the date of the Annual Conference.

## **PROCEEDINGS AT ANNUAL CONFERENCE**

- 16. (a) A vote on a motion shall normally be taken by a show of hands and where a person seeks to exercise a proxy vote it shall be counted by the Returning Officer only if a valid proxy voting card is displayed. If the Conference accepts and passes a resolution authorising a secret ballot on a motion, then a secret ballot shall be held on that motion with personal votes first being cast and then proxy votes, provided that the Returning Officer shall not allow a proxy vote to be cast by a person who fails to show a valid proxy voting card. The election of the Executive shall be conducted by secret ballot.
- (b) Notwithstanding anything in the foregoing, the Conference shall not discuss or vote on any matter relating to the internal affairs of a member body unless requested to do so by the officers of the body concerned.
- (c) A member body has the right to dissent from any resolution passed at any Conference. Where a Member Body wishes to record its dissent, it shall notify the Secretary in writing within fourteen days of the posting of the Minutes of the Conference.

- (d) Unless otherwise resolved, the Conference shall adopt as its standing orders "Standing Orders for Conferences" as determined by the Executive.
- (e) The mover of a motion carried by the Annual Conference shall furnish to the Executive, within one month after the Conference, the drafts of such correspondence as the motion may require for its initial implementation by the Executive.
- (f) Where the mover of a motion carried by the Annual Conference has fulfilled the requirements of Clause 16(e), the Executive shall carry out the initial implementation of the motion within three months after the Conference.
- (g) A motion which the Annual Conference has not carried but which it has resolved to refer to the Executive for its determination, shall be determined by the Executive and, if carried, be given initial implementation within three months after the Conference.

### **SPECIAL CONFERENCE**

- 17. Special Conferences may be called from time to time to deal with special forms of business. All clauses relating to powers and proceedings of Conferences shall be applicable to such Special Conferences.
- 18.
  - (a) The Executive may call a Special Conference by notifying all member bodies in writing and setting out the items to be discussed at the time and the place of the conference. At least eight weeks notice must be given.
  - (b) The Executive must call a special Conference to be held within two months of receipt of a petition signed by at least one third of the Full Members. The petition must specify the purpose of the Conference and the names of the bodies petitioning.
  - (c)
    - (i) Notwithstanding the limitation of time provided for by clause 18(b) hereof, the Executive shall call a Special Conference to be held within fourteen days of the receipt of such a petition, providing that the petitioners deposit with the Executive funds to help with expenses of all delegates, payment of necessary secretarial help and postage.
    - (ii) Notwithstanding the provisions of (i) hereof, the Executive may at its discretion, waive the requirement that funds be provided for the travelling expenses of delegates, but in such case proxy votes shall be accepted on behalf of all delegates not attending and business shall be limited to the items circulated on the notice paper.

## **THE EXECUTIVE**

19. (a) The Executive shall be the governing body of the Council between Conferences and shall consist of Elected Councillors together with any Councillors who may be co-opted.
- (b) (i) Persons nominating for election to the Executive shall lodge their nomination in writing with the Chairperson of the Conference or the Chairperson's delegate before 2.00 pm on the first day of the Conference at which the election is to be held.
- (ii) Persons nominating for election to the Executive must be a member of a Member Body of the NCC and their nomination endorsed by an Office Holder of that member body, confirming their membership status.
- (iii) The nomination shall be seconded by two voting delegates to the Conference before the election is held.
- (iv) Persons nominating may lodge at the office of the Council a written statement of not more than 200 words up to seven days prior to the Conference, which the Chairperson shall distribute or display to Conference delegates on the first day; and
- (v) the Chairperson shall, on the day of the election and before the vote is taken, allow each candidate the opportunity to address the Conference for a period of no more than three minutes or such further period of time as may be specified in the rules for elections made by the Returning Officer and approved by the Executive from time to time.
- (vi) a person may seek election to the Executive as a candidate for a specific country zone, being either the northern, western or southern zone as described in the Second Schedule, and may present to the Conference their case for election on that basis.
- (c) The number of Councillors elected to the Executive under sub-clause (b) shall be twelve (12).
- (d) The Executive may co-opt not more than two (2) additional persons who in the opinion of the Executive possess special knowledge, skill or experience likely to assist the Executive in its work. Such persons shall have all the rights and powers of Elected Councillors, and shall hold office until a new Executive takes over under clause 21(f) unless the Executive at the time of co-opting such person prescribes a shorter term.
- (e) Councillors shall be eligible for re-election following the expiration of their period of office.
- (f) If the need arises, the Executive may allow adjustments of a minor nature to the descriptions of zones set out in the Second Schedule.

## **POWERS OF THE EXECUTIVE**

20. (a) The Executive shall have power to act for the Council in the furtherance of the Council's aims and objectives.

- (b) The Executive may create and fill from within itself any further office which it considers necessary.
- (c) The Executive may fill by appointment any casual vacancy among its Co-opted Councillors. A casual vacancy among the Elected Councillors shall remain vacant until the next Conference when an election can be held, unless filled earlier by means of a postal ballot.
- (d) The Executive shall appoint annually an auditor who shall not be a member of the Executive and who shall be an accountant registered in New South Wales.
- (e) The Executive may set up working groups or committees; it may refer matters to member bodies for comment or action, and it may speak for the Council, and it may by means of Executive resolution speak for the Council.
- (f) The Executive, or failing it, the Conference, shall appoint a Chairperson for the duration of, and for the purpose of, any Annual or Special Conference of the Council. The Chairperson shall be entitled to a second or casting vote.
- (g) The Executive shall ensure that the proper minutes and records are kept of the proceedings and affairs of the Nature Conservation Council including a record of moneys received and expended, the amounts thereof to be audited at least annually. Minutes of all proceedings of the Executive as aforesaid shall be available for inspection by the officers of any Full Members.
- (h) Where a Councillor requests the Executive to be recognised as the Councillor for a country zone, being either the northern, western or southern zone as described in the Second Schedule, the Executive may, in its discretion, grant the request.
- (i) A Councillor recognised by the Executive as the Councillor for a country zone in accordance with sub-clause (i) shall be entitled to reimbursement of such travel expenses incurred in attending monthly meetings of the Executive and the Annual Conference as the Executive may determine from time to time.
- (j) The Executive shall appoint annually a Returning Officer to be responsible for the proper conduct of every ballot, election or vote of the Council. A member of the Executive or a delegate to a Conference shall not act as Returning Officer.
- (k) The Returning Officer shall be responsible for the proper conduct of every election, ballot or vote of the Council and shall lay down rules consistent with this Constitution which, when adopted by the Executive, shall bind every member body and person participating in an election, ballot or vote conducted by the Council. The Returning Officer shall supervise every election, ballot or vote of the Council but may delegate some of her/his responsibilities to one or more assistants. The

Returning Officer may in his/her discretion consider and act upon a complaint made by any member body or any person concerning any irregularity in voting, but a determination by the Returning Officer concerning a vote on any matter shall not be disputed or sought to be made the subject of any motion during the course of any Conference.

## **MEETINGS OF THE EXECUTIVE**

21. (a) The Executive shall meet within thirty days of the Annual Conference and shall meet at not less than three-monthly intervals throughout the year.
- (b) The Executive shall at its first meeting or within thirty days thereafter elect from within itself a Chairperson, a Vice Chairperson, a Secretary, a Public Officer, and a Treasurer.
- (c) The Executive shall determine its standing orders.
- (d) The Chairperson, or in his/her absence, the Secretary, must call a meeting of the Executive when requested in writing stating the purpose of the meeting, by one-third of the members of the Executive to be held within fourteen days of the receipt of the request. The Chairperson or Secretary must notify the signatories to the request of the time and place of the meeting within three days of the receipt of the request.
- (e) Should the Chairperson or Secretary decline to call a meeting of the Executive when requested as set out in clause 21(a) then any other member of the Executive may call a meeting and the meeting when so convened shall, if a quorum be present, have all the powers and functions of a meeting called by the Chairperson or Secretary.
- (f) The outgoing Executive shall be deemed to hold office until the date of the first meeting called by the incoming Executive.
- (g) A quorum at Executive meetings shall consist of one-third of all Executive members.

## **RESIGNATION**

22. A member of the Executive shall no longer be a member of the Executive if he/she:
- (a) Resigns in writing under his/her hand.
- (b) Dies.
- (c) Declines to act.
- (d) Fails to attend more than three consecutive meetings of the Executive without prior leave.
- (e) Becomes a mentally ill or incapable person within the meaning of the Mental Health Act 1958.

## **RIGHTS OF THE MEMBERS OF THE EXECUTIVE**

23. Where a Councillor has not been chosen as a delegate to the Annual Conference held in the year in which he/she served on the Executive, he/she shall be entitled to attend the Conference and vote on any matter except the election of Councillors.

## **TERMS OF OFFICE**

24. The Chairperson, Vice Chairperson, Secretary, Public Officer and Treasurer shall hold office until a new election for such offices is held by the Executive.

## **INDEMNITY**

25. No office bearer, Councillor, or member of a committee or other group working for the Council shall be liable for the acts or defaults of any other person working for the Council or for any error of judgement on his/her part, or for any loss or damage resulting from his/her duties unless it be by dishonesty or wilful negligence on her/his part. Each person so mentioned shall be entitled to be indemnified out of the fund of the Council for any liability incurred by him/her on behalf of the Council.

## **DISSOLUTION**

26. (a) The Council shall be dissolved in the event of the membership being less than five member bodies or upon the vote of a three-fourths majority of delegates present at a Special Conference convened to consider such question.
- (b) Upon a resolution being passed, or the membership being less than five member bodies, in accordance with paragraph (a) of this clause, all assets and funds of the Council on hand shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the delegates at the Special Conference so convened, or a subsequent Special Conference, may decide.

## **MISCELLANEOUS**

27. (a) Notwithstanding anything in the foregoing, no decision of the Executive is binding on any member body and the Executive shall, in speaking on behalf of the Council, record the dissent of any member body whose dissent has been recorded under the terms of clause 16(c) hereof.
- (b) Nothing in the foregoing shall be construed as limiting the freedom of any member body to take action on any matter which it thinks fit, regardless of any action taken by the Council. However, in taking action independently of the Council, a member body shall not use the Council's name nor involve the Council in any way.

- (c) No person other than the Chairperson or Secretary or a person authorised by either of them in writing or by a resolution of the Executive, shall make any public statement on behalf of the Council or use the authority of the Council's name in any matter or correspondence.
- (d) The Executive is empowered to make grants of up to three-fourths of the return tourist air fare to enable delegates from country centres to attend Annual Conferences.
- (e) Only a person and not a body may be an office bearer of the Council or be a delegate, a proxy delegate or an observer to an Annual or Special Conference, a candidate for election to the Executive, a member of the Executive, an elected or co-opted councillor or a trustee.

### **AMENDMENT TO CONSTITUTION**

28. (a) Amendments to this Constitution may be made by the agreement of two-thirds of the delegates present and voting at an Annual or Special Conference. Notice of the proposed amendments must be given in writing and must have reached each member body at least twenty-one days prior to the date of the Conference. Notwithstanding the foregoing, provided that the requisite two-thirds majority of delegates is received, failure of a member body to receive due notice shall not invalidate the amendment.
- (b) Notwithstanding the requirement for due notice of a motion to amend the Constitution contained in sub-clause (a) of this clause, the Chairperson of the Annual or Special Conference entertaining it may accept any amendments to the motion which, in the opinion of the Chairperson, do not introduce substantially new matter and which, if accepted, would not unduly disadvantage member bodies because of the lack of due notice.
- (c) The Schedule hereto may be amended at an Annual or Special Conference by agreement of a simple majority of those delegates present and voting. Twenty-one days' notice must be given of the proposed amendments.
- (d) Where an Annual Conference would not normally be held within three months, and an amendment to either articles of the Schedule hereto is considered necessary, the Executive may elect to hold a postal ballot. Each member body shall then be entitled to the same number of votes that it would have delegates to a Conference. Failure to return a ballot paper within the specified time (which shall not be less than six weeks from the date of posting of the ballot paper) shall be regarded as an abstention to the proposal.
- (e) Amendments to the Constitution shall be notified to such agencies of Government as may be required under the laws of New South Wales and of the Commonwealth of Australia.

## **REGISTER OF MEMBERS AND CUSTODY OF BOOKS**

29.

- (a) The Secretary shall establish and maintain a register of Full Members and Associate Members specifying the name and address of each body which is a member, together with the date on which such body became a member.
- (b) The Public Officer shall have custody of all the books, records and documents relating to the Council, which books, records and documents shall be kept at the principal place of administration of the Council.
- (c) The books of the Council shall be available for inspection by all Members without cost during normal business hours.

## **COMMON SEAL**

- 30.
- (a) The common seal of the Council shall be kept in the custody of the Public Officer.
  - (b) The common seal shall only be affixed with the authority of the Executive.
  - (c) The affixing of the common seal must be attested to by the signatures of 2 members of the Executive or one member of the Executive and the Secretary.

## **GIFT FUND**

- 31.
- (a) The Executive shall establish a gift fund within the meaning of Section 30.130 of the Income Tax Assessment Act 1997 of the Commonwealth to accept gifts of money or property for the environmental purposes of the Council.
  - (b) The gift fund is to be called the Nature Conservation Council of NSW Environment Gift Fund hereinafter referred to as "the Gift Fund".
  - (c) The Gift Fund shall be used for the environmental purposes of the Council comprising the protection of the environment and nature conservation.
  - (d) All gifts received by the Gift Fund shall be kept separate from the operations of the Council.
  - (e) All interest on money in the Gift Fund and all money derived from property in the Gift Fund shall be paid to the Gift Fund.
  - (f) The bank account kept for the Gift Fund shall be named "Nature Conservation Council of NSW Environment Gift Fund".



- (g) Receipts of the Gift Fund shall be issued in the name of the "Nature Conservation Council of NSW Environment Gift Fund".
- (h) The Gift Fund is to be administered by a Gift Fund Committee comprising the Treasurer, the Secretary, the Public Officer and three other such persons who have relevant experience and hold positions of trust within the community at large.
- (i) The Gift Fund Committee shall distribute money from the Gift Fund only to promote the protection of the environment and nature conservation in accordance with the objects of the Council.
- (j) Any allocation of money or property by the Council to another organisation shall be made in accordance with the objects of the Council and shall not be influenced by the expressed preference or interest of a particular person who may have made or offered to make a donation or gift to the Council.
- (k) The Council shall within four months after the end of each financial year, provide to the Environment Secretary within the meaning of Section 30.270 of the Income Tax Assessment Act 1997 of the Commonwealth statistical data about gifts to the Gift Fund during the financial year.
- (l) The Council shall comply with any other rules relating to the Gift Fund that may from time to time be announced by the Treasurer or the Minister with responsibility for the environment.
- (m) Should the Gift Fund be wound up, any monies held in it shall be paid into the gift fund of another environmental organisation entered on the Register of Environment Organisations established under subparagraph 30.280 of the Income Tax Assessment Act 1997.
- (n) The Environment Secretary within the meaning of Section 995.1 of the Income Tax Assessment Act 1997 of the Commonwealth, shall be advised of any changes to the rules governing the Gift Fund and of any changes in the membership of the Gift Fund Committee responsible for administering the Gift Fund.

## **First Schedule to the Constitution**

- (1) A Full Member Body shall be entitled to send one delegate to Conferences if it has fewer than 100 members, two delegates if it has between 100 and 500 members, and three delegates if it has more than 500 members. Associate Members shall be entitled to send one delegate to Conferences.
- (2) In calculating the membership of a member body for the purpose of clause (4) only dues paying members shall be counted.

## **Second Schedule to the Constitution**

For the purposes of this Constitution the 'Central zone' shall comprise an area bounded by the coast from the southern shore of Port Stephens south to Bass Point near Shellharbour, then by a straight line west towards Crookwell as far as the Great Dividing Range, then north along the Range to Coolah Tops, then a straight line to Port Stephens; the 'Western Zone' shall comprise all of NSW west of the Great Dividing Range; the 'Southern zone' shall comprise the remaining area in the southeast of NSW generally known as the south coast and tablelands, and the 'Northern zone' shall comprise the remaining area in the northeast of NSW generally known as the north coast and tablelands.