

**CONSTITUTION
OF
AUSTRALIAN CONSERVATION FOUNDATION INCORPORATED
ABN 22 007 498 482**

Adopted on 25 November 2022

The Australian Conservation Foundation acknowledges that the First Nations Peoples of Australia hold unique knowledge and rights inherited from their ancestors and Country and have cared for this country since time immemorial. We recognise that sovereignty was never ceded, and that colonisation was unjust, often violent and continues to adversely impact on First Nations Peoples today. As Australia's national environment organisation, we understand we have a responsibility to help right this historical wrong. We pay our respect to the First Nations Peoples of Australia, past, present and future. We respect their leadership in caring for Country and support their rights to continue to do so. We support their authority to speak for Country, right to self-determination and recognise that rightful recognition of and genuine reconciliation with First Nations Peoples is fundamental to protecting nature in Australia.

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PART I OBJECTS AND POWERS

1. Name

The name of the association is Australian Conservation Foundation Incorporated (“ACF”).

2. Objects

ACF is a charity that protects nature and advocates for all living things to live in harmony on the planet that sustains us.

3. Not-for-profit

3.1 ACF is not formed or carried on for the purpose of trading or securing pecuniary benefits to its Members.

3.2 No income or assets of ACF will be paid or transferred, directly or indirectly, to the Members of ACF except in accordance with Rule 3.3.

3.3 Nothing in Rule 3.2, will prevent:

- a) the payment, in good faith, to any Member in return for any services actually rendered to ACF, or for goods supplied in the ordinary or usual course of business, or for expenses the Member has properly incurred;
- b) the payment of interest at a rate not exceeding the rate fixed for the purposes of this Rule by the Board on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to ACF; or
- c) making a payment to a Member in carrying out ACF's charitable objects.

4. Powers

ACF may exercise all such powers and do all such things conducive or incidental to the attainment of the Objects of ACF.

5. Definitions

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| ACF | means the Australian Conservation Foundation Incorporated |
| Act | means the <i>Associations Incorporation Act 1991 (ACT)</i> or any legislation enacted to replace the Act in the Australian Capital Territory |
| ACNC | means the Australian Charities and Not-for-profits Commission, or equivalent national regulator of charities |
| ACNC Act | means the Australian Charities and Not-for-profits Commission Act 2013 or any legislation enacted to replace the ACNC Act |
| Board | means the Board of ACF referred to in Rule 29 |
| CEO | means the Chief Executive Officer of ACF |
| Council | means the Council of ACF referred to in Rule 14 |
| Councillor | means an elected, appointed or co-opted member of the Council |
| electorate(s) | means the geographic area(s) from which Councillors are elected |
| employee | means a person who is employed in a paid capacity by ACF |
| form (of meeting) | means the method by which the meeting is held including in-person or by electronic or other means |
| internal dispute | means a dispute between Member(s) and ACF or between a Member and another Member of ACF (in their capacity as Members) |
| Member(s) | means Individual Member(s) and Honorary Life Member(s) of ACF |
| Objects | means Objects of ACF as set out in Rule 2 |
| Secretary | means the Secretary of ACF appointed by the Board |
| Term | means the period of time for which a Board member or Councillor is elected, appointed or co-opted |

PART II MEMBERS

6. Membership

Membership of ACF will be:

- a) Individual Membership, which requires payment of an annual subscription; and
- b) Honorary Life Membership, which is awarded for outstanding contribution to ACF.

7. Application for Individual Membership

- 7.1 An application for Individual Membership will be made in such form as the Board determines from time to time.
- 7.2 Individual Members must pay an annual subscription, the amount of which is determined by the Board.
- 7.3 The Board has absolute discretion to approve or reject applications for Individual Membership.
- 7.4 Following acceptance by ACF of the application for Individual Membership, Membership commences after payment of the first annual subscription and on the entry of the Member's name on the register of Members.

8. Awarding of Honorary Life Membership

- 8.1 A person who has made an outstanding contribution to ACF may be appointed an Honorary Life Member by a 75 per cent majority vote of Members at an annual general meeting of ACF.
- 8.2 A nomination for the award of Honorary Life Membership may be made jointly by any five Members in writing to the Board.
- 8.3 No Honorary Life Member will be appointed if that would cause the total number of Honorary Life Members to exceed forty.
- 8.4 An Honorary Life Member is not required to pay a membership fee or annual subscription.
- 8.5 On appointment, an Honorary Life Member's name will be added to the register of Members.

9. Liability of Members

No Member will be liable to contribute towards the payment of the debts and liabilities of ACF or the costs, charges and expenses of a winding-up of ACF.

10. Rights

Individual Members and Honorary Life Members are vested with certain rights under this Constitution, including the right to receive notices and attend and vote at meetings of ACF.

11. Cessation

Membership is not transferable to another person and ceases:

- a) on death;
- b) on revocation of Membership (Rule 13); or
- c) if the annual subscription (if applicable) remains unpaid three calendar months from the date it was due.

12. Internal dispute resolution

- 12.1 An internal dispute for the purposes of these Rules is a dispute under these Rules or the Act between:
 - (a) Member(s) and ACF; or
 - (b) a Member and another Member (in their capacity as ACF Members).
- 12.2 When resolving an internal dispute, the parties must follow the process in this Rule 12 as well as ACF's policy and procedure on internal dispute resolution which must be consistent with this Rule 12.
- 12.3 The parties to an internal dispute must take reasonable steps, including any set out in ACF's policy and procedure on internal dispute resolution, to resolve the dispute between themselves within 30 days of the dispute coming to the attention of both parties.

- 12.4 If at the expiration of the 30 days, the parties have been unable to resolve the dispute between themselves the parties must, within 14 days, notify ACF's Internal Dispute Officer in writing of the dispute and:
- (a) agree to, or request the appointment of, a mediator and attempt in good faith to settle the dispute by mediation; or
 - (b) agree to, or request the appointment of, an arbitrator whose decision will be final and binding.
- 12.5 ACF will ensure that each party to an internal dispute has a reasonable opportunity to be heard on the subject of the dispute and that a fair and proper resolution process is followed in accordance with these Rules, the Act and ACF's policy and procedure on internal dispute resolution.
- 13. Disciplinary action**
- 13.1 If in the Board's opinion, a Member has caused harm to ACF (including, but not limited to, economic or reputational harm), or has breached this Constitution the Board may resolve to:
- a) revoke the membership of the Member; or
 - b) suspend the Member from the rights and privileges of membership for a specified period.
- 13.2 The Secretary must provide written notice to the Member of a resolution made by the Board under Rule 13.1 within 7 days of the resolution being made. The notice must include advice of the Member's right to appeal the resolution and the timeframe in which the appeal must be made.
- 13.3 A person whose membership of ACF is revoked, or whose rights and privileges as a Member have been suspended, will have the right of appeal to the Board. A reasonable opportunity to be heard will be given to a Member pursuant to this Rule.
- 13.4 The resolution made under Rule 13.1 will not take effect until the end of the period in which the Member is entitled to appeal the decision or, if the Member does appeal the decision, until the end of the appeal process, unless the resolution under Rule 13.1 states that the resolution is to take effect immediately.
- 13.5 In a dispute between ACF and any of its Members under Rule 12.1, ACF must not take disciplinary action related to the subject matter of the dispute until the dispute procedure is completed.

PART III THE COUNCIL

14. Council

The Council is a democratic body, representative of the Members, a majority of which is elected by the Members, with responsibilities to appoint and advise the Board.

15. Role of the Council

- 15.1 The Council elects Councillors to a majority of Board positions and approves the co-option of further Members to the Board under Rule 35.
- 15.2 The Council provides advice to the Board on matters of environmental or organisational significance.
- 15.3 The Council is responsible for oversight of the Board's performance and will ensure that the Board conducts an annual appraisal of its performance and provides the results to the Council.
- 15.4 The Council may establish committees or sub-committees for the purposes of fulfilling its role.

16. Composition of Council

- 16.1 Councillors are elected in defined electorates by Members ordinarily resident in that electorate.
- 16.2 Electorates are: each state of Australia; the Australian Capital Territory; and the Northern Territory (which is defined in this Constitution to include other Australian Territories not within the states or the Australian Capital Territory).
- 16.3 Subject to Rule 16.4, the number of Councillor positions that will be made available in each electorate are: three positions for each state of Australia; one position for the Australian Capital Territory; and two positions for the Northern Territory.
- 16.4 The number of Councillor positions available for any or all electorates may change by mutual agreement of the Council and the Board. Details of any such agreement will be recorded in the Board's guideline for the Council election process. The guideline will be made available to Members at the commencement of the election process.

17. Election of Council

- 17.1 Election of the Council takes place every third calendar year.
- 17.2 The Board may specify processes dealing with all aspects of the conduct of a Council election.
- 17.3 The Secretary is responsible for oversight of the Council election process and must conduct this oversight in accordance with any regulations, guidelines and processes specified by the Board.

18. Eligibility for Council

- 18.1 To be eligible for election as a Councillor, a person must:
 - (a) be a Member of ACF, whose membership subscription (if applicable) has been paid before providing a nomination;
 - (b) be at least 18 years of age at the time of nomination;
 - (c) be ordinarily resident in the electorate for which the person is nominating to be elected; and
 - (d) clearly demonstrate alignment with the Objects of ACF.
- 18.2 A person will be ineligible, if they are:
 - (a) disqualified from acting as a “responsible person” by the ACNC, or disqualified from managing a corporation within the meaning of the Corporations Act 2001 (Cth), or disqualified from being a public officer or a committee member under the Act; or
 - (b) an employee of ACF.

19. Nominations for Council

- 19.1 Candidates must provide a nomination supported by two other Members, together with supporting statements and declarations in the form specified by the Secretary.
- 19.2 The election process guidelines and criteria for nomination prepared or endorsed by the Board will be made available to Members on the ACF website, or in other formats on request, at the time of opening the call for nominations.
- 19.3 Candidates’ declarations and statements will be distributed to all Members with ballot materials.

20. Ballot for Council

- 20.1 A secure and confidential ballot for Council elections will be conducted 8 to 10 weeks prior to the annual general meeting.
- 20.2 The Secretary will inform Members of the results of the Council election ballot at least 14 days prior to the annual general meeting.
- 20.3 If less than 50% (rounded up to the nearest whole number) of available Council places are filled by the election process, the Secretary and the Board will determine the number of vacancies that must be filled to form a Council, and a process by which Members are elected to the vacancies, to ensure the Board and the Council can fulfill their responsibilities under this Constitution.
- 20.4 The election of a Councillor will not be affected by reason of:
 - (a) a Member having voted in an electorate who was not a Member ordinarily resident in that electorate;
 - (b) the accidental omission to send a ballot form to, or the non-receipt of a ballot form by, any Member entitled to receive a ballot form; or
 - (c) the number of candidates for election in any electorate being less than the number of positions available in that electorate.

21. Term of elected Councillors

The Term of Councillors elected under Rule 20 will be approximately three years and will commence upon their election and cease at the next election of Council.

22. Co-option of Councillors

The Council may at any time appoint up to four co-opted Councillors to ensure the Council has the diversity, skills and expertise required to carry out its role. Co-opted Councillors must be Members of ACF and meet the eligibility requirements of Rule 18. The Term of a co-opted Councillor ends at the next election of the Council, or earlier as determined by the Council.

23. Re-election of Councillors

Councillors are eligible for re-election and may serve three consecutive Terms. Councillors will retire after three consecutive Terms and cannot serve again on Council for three years.

24. Casual vacancy in Council

24.1 The place of a Councillor will be vacated if that Councillor:

- (a) dies;
- (b) declines to act;
- (c) resigns;
- (d) ceases to fulfil the eligibility requirements set out in Rule 18; or
- (e) has failed to attend two consecutive Council meetings without the approval of the Council, following which the Council resolves to declare that Councillor's place on the Council vacant.

24.2 A Councillor who ceases to be ordinarily resident in the electorate for which they have been elected or appointed, must inform the Chair of the Council promptly. The Council will determine whether the Councillor is able to continue to represent the interests and concerns of their electorate and serve the remainder of their Term, or must stand down and that position on Council be declared vacant.

24.3 Council may appoint a replacement Councillor to a casual vacancy, subject to the eligibility requirements set out in Rule 18.

24.4 The Term of the Councillor appointed to a casual vacancy will cease at the next election of Councillors, and this is deemed a "Term".

25. Chair of Council

A Vice-President of ACF will serve as Chair of the Council or, in the Vice-Presidents' absence, a Councillor determined by the Council.

26. Meetings of Council

26.1 A Vice-President will convene the first meeting of the Council following an election of Councillors.

26.2 The Council will meet with such frequency and in such form as the Council determines is required to carry out its role under this Constitution.

26.3 The Council Chair will communicate notice of the time and place of each meeting of the Council to Councillors at least twenty days before the date proposed for the meeting.

26.4 The Council may invite the CEO to attend meetings of the Council.

27. Resolution of matters by Council

27.1 The Council can only resolve matters by a majority of Councillors actually voting.

27.2 Only elected, appointed or co-opted Councillors are entitled to vote at Council meetings.

27.3 Voting by proxy is not permitted at Council meetings.

27.4 The Council may establish an out-of-session process for matters or questions that can be resolved by a vote of Councillors.

27.5 The Chair at a meeting of the Council may exercise a deliberative vote only, provided that the Chair is an elected, appointed or co-opted Councillor. In the event of an equality of votes the question will be resolved in the negative.

28. Quorum of Council

50 per cent of Councillors, rounded up to the nearest whole number, constitutes a quorum.

PART IV THE BOARD

29. Board

The Board is the governing body of ACF and is the “committee” of ACF for purposes of the Act.

30. Powers and duties of the Board

- 30.1 The Board is responsible for the overall governance and strategic direction of ACF to achieve the Objects set out in Rule 2.
- 30.2 The Board may exercise all the powers of ACF except for powers that, under this Constitution, may only be exercised by Members or by the Council.
- 30.3 Without detracting from the generality of Rules 30.1 and 30.2, the Board will have the duty and power to:
- (a) ensure that the management and operations of ACF are ethical, efficient and effective;
 - (b) ensure responsible financial management of ACF;
 - (c) ensure that ACF has appropriate administrative and cultural policies and strategies and that these are implemented in decisions and actions of employees;
 - (d) appoint, oversee and evaluate the performance of the CEO;
 - (e) oversee the development of, and approve, annual and longer-term plans and monitor the implementation of those plans;
 - (f) oversee the preparation of, approve and review, annual budgets.

31. Composition of the Board

The Board will consist of six Councillors elected under Rules 33 and 34 and up to five co-opted Members appointed under Rule 35. The members of the Board will include the President, who is the Chair of the Board, two Vice-Presidents, the Treasurer and the Secretary.

32. Appointment of the Board

- 32.1 The Council is responsible for the election of six members of the Board, comprising two Vice-Presidents elected under Rule 33 and four ordinary Board members elected under Rule 34.
- 32.2 The Council is responsible for the appointment of up to a further five co-opted members of the Board, under Rule 35.
- 32.3 The Secretary monitors the Council’s role and processes in the election and appointment of the Board.
- 32.4 The Council has a responsibility to ensure timely appointments to the Board, so that the Board’s expertise and composition is consistently maintained and its governance of ACF is uninterrupted.
- 32.5 The Board will, from time to time, provide the Council with information about the Board’s expertise requirements, to inform the Council when appointing or approving Board members.
- 32.6 The Board provides recommendations under Rule 35 to the Council for the persons it considers appropriate for co-option.

33. Election and Term of Vice-Presidents

- 33.1 During the first 12 months of the Council term, the Council elects two Vice-Presidents of ACF from amongst the Councillors.
- 33.2 Vice-Presidents are ex-officio members of the Board and serve a Term of approximately three years on the Board, which commences on election to the office of Vice-President and ceases at the next election of Vice-Presidents.
- 33.3 Vice-Presidents may serve a maximum of three consecutive Terms on the Board (but must meet the pre-requisites of being elected to the Council, and then being elected by the Council to the office of Vice-President).
- 33.4 The Council and the Board may further specify particular roles or responsibilities for each Vice-President.

33.5 Vice-Presidents who are not re-elected to the Council at the next Council election, cease to be Councillors, but remain on the Board and continue to hold the office of Vice-President until the cessation of their Board Term. Vice-Presidents who have not been re-elected to the Council may continue to attend and chair Council meetings, but will not have voting rights on the Council.

33.6 A Vice-President may resign from the office of Vice-President, but continue as a Councillor. Their Term on the Board ends on resignation from office. In this event, the Council must elect a new Vice-President from amongst the Councillors. The new Vice-President will serve the remainder of their predecessor's Term on the Board.

34. Election and Term of Board members

34.1 During the first 12 months of the Council term, the Council elects from amongst the Councillors, four ordinary members of the Board. Councillors so elected serve a Term of approximately three years on the Board, which commences on election to the Board and ceases at the next election of ordinary members of the Board.

34.2 The Council will notify the Board if insufficient Councillors are willing to serve on the Board. The Board will determine a suitable process to fill the vacancies, with assistance from the Secretary if sought.

34.3 Elected Board members may serve a maximum of three consecutive Terms on the Board (but must meet the pre-requisites of being elected to the Council and then being elected by the Council to the Board).

34.4 Elected Board members who are not re-elected to the Council at the next Council election, cease to be Councillors, but remain on the Board until the cessation of their Board Term. Elected Board members who have not been re-elected to the Council, may continue to attend Council meetings until the cessation of their Board Term, but will not have voting rights on the Council.

34.5 An elected Board member who resigns from the Council also ceases to be a member of the Board at the time of resignation from the Council.

35. Appointment and Term of co-opted Board members

35.1 To ensure that Board members hold the range of expertise and experience required to comply with their duties, the Board may recommend for the Council's approval the appointment of up to five co-opted Board members.

35.2 Co-opted Board members must be Members of ACF and may be Councillors.

35.3 Co-opted Board members serve a Term of up to three years from the date of appointment to the Board and are eligible for re-appointment by the Board to a further two Terms.

36. Term of office of Board Members

On completing three consecutive Terms, Board members must retire and may not serve on the Board again for three years.

37. Appointment and terms of office of the President, Secretary and Treasurer

37.1 The Board must elect a Board member to the role of President of ACF and Chair of the Board. The Board may resolve that ACF make reasonable payment to the President for their services as President.

37.2 The Board will appoint a Secretary of ACF from amongst the members of the Board. The Secretary will have the powers and duties set out in the Act, this Constitution and as determined by the Board.

37.3 The Board will appoint a Treasurer from amongst its members (not being the President or a Vice-President) who holds appropriate financial expertise. The Treasurer will chair the Board's finance committee.

37.4 A President, Secretary and Treasurer may serve until their Terms of appointment or election to the Board end, or until the Board appoints a successor.

37.5 A President, Secretary or Treasurer who is not also a Councillor, may nevertheless choose to attend any or all Council meetings, but will not have voting rights at Council meetings.

38. Vacancies

38.1 A vacancy on the Board occurs if a Board member:

- (a) dies;
- (b) declines to act;
- (c) resigns;
- (d) is disqualified from office, or is subject to a disqualification order under the Act or the ACNC Act, or is added to the Australian Securities and Investments Commission register of banned and disqualified managers;
- (e) retires from the Council before the end of a Council Term (other than a co-opted Board member);
- (f) ceases to hold an office that entitles the holder to ex-officio membership of the Board (Vice-President);
- (g) ceases to be a Member of ACF;
- (h) is removed by a 75 per cent majority resolution of Councillors at a Council meeting;
- (i) is removed by a resolution of the Members in a general meeting (subject to the Act); or
- (j) is absent without the approval of the Board from three consecutive meetings of the Board.

38.2 In the event of a vacancy occurring among the Board members elected under Rules 33 and 34, the Secretary will call for nominations from Councillors and conduct a ballot of Councillors to elect a replacement Board member. The Board member elected to the vacancy will serve for the remainder of the predecessor's Term, which will be deemed a "Term".

39. Board member conflicts of interest

39.1 A Board member must disclose to the Board the nature and extent of any actual, potential or perceived conflict of interest as soon as the Board member becomes aware of the conflict.

39.2 The Board, excluding the Board member who has made the disclosure, will determine the steps necessary to address the conflict in accordance with the Board's policy and guidelines on conflicts and with the requirements of the Act.

39.3 The disclosure of a conflict of interest, and the Board's management of it, must be recorded in the minutes of the Board meeting and on the Board's register of interests.

40. Chair at Board meetings

Board meetings will be chaired by the President or, in the President's absence, by a Vice-President, or, in the absence of all Vice-Presidents, by a Board member determined by the Board.

41. Meeting attendance

41.1 The Secretary will provide reasonable advance notice of the time and place of each Board meeting to members of the Board.

41.2 There will be at least six meetings of the Board in each calendar year.

41.3 A meeting of the Board may be conducted in-person or by other means as the Board may agree.

41.4 A quorum at a meeting of the Board will be half of the number of Board members plus one (rounded down), of which at least three must be Councillors.

41.5 The CEO is expected to be available to attend all Board meetings.

41.6 Councillors who are not Board members may attend Board meetings as observers.

42. Voting and decisions

42.1 Subject to Rule 42.2, a resolution of the Board must be passed by a majority of the votes cast by Board members present and entitled to vote on the resolution.

42.2 The Board may establish an out-of-session process for matters or questions that can be resolved by Board members out-of-session.

42.3 The Chair or acting chair at a meeting of the Board may exercise a deliberative vote only. In the event of an equality of votes the question will be resolved in the negative.

- 42.4 The Board will cause minutes to be made of:
- (a) all appointments of office-bearers and members of the Board;
 - (b) the names of members of the Board present at all meetings of the Board and general meetings of ACF;
 - (c) all proceedings at general meetings of ACF and of the Board;
 - (d) the approval of the minutes of the previous Board meeting, general meeting and annual general meeting of ACF; and
 - (e) all items of expenditure approved by the Board.

43. Delegation of powers

- 43.1 The Board may, by resolution, delegate all or some of its functions under this Constitution (except this power of delegation) to a committee or committees consisting of the Member or Members of ACF and other persons that the Board considers appropriate. Every delegation under this Rule will be revocable by resolution of the Board and no delegation will prevent the exercise of any power or function by the Board. The Board remains accountable for the operation of its committees and for the exercise of any delegated authority by those committees.
- 43.2 The Board will establish a finance committee, which will be chaired by the Treasurer, with responsibility to assist the Board in ensuring that ACF meets financial and other due diligence requirements.

44. Regulations

The Board may make and approve such regulations as it considers necessary or expedient for the purpose of giving effect to this Constitution, or carrying out its powers, functions and duties under this Constitution.

45. Patrons

The Board may appoint patrons to ACF.

PART V GENERAL MEETINGS

46. Annual general meetings

- 46.1 An annual general meeting of the Members of ACF will be held once in each calendar year, within five months after the end of ACF's financial year. An annual general meeting will be held at such time and place and in such form as the Board may determine in accordance with the Act and this Constitution.
- 46.2 First notice of the date of an annual general meeting, including an opportunity to submit items for the agenda, must be provided to Members no less than six weeks prior to the date of the meeting.
- 46.3 Items of business approved by at least five Members in writing may be submitted to the Secretary no less than 30 days prior to the date of the meeting.
- 46.4 Second notice, including the time, place and agenda of an annual general meeting must be provided to Members 21 days prior to the date of the meeting.
- 46.5 The business at an annual general meeting must be:
- (a) the confirmation of the minutes of the previous annual general meeting and any general meeting of Members held since that meeting;
 - (b) presentation on the activities of ACF;
 - (c) presentation of the annual financial statement and reports;
 - (d) the election of an auditor or auditors;
 - (e) such other business as is placed on the agenda by the Board.
- 46.6 The annual report and full financial statements will be made available to Members electronically, 21 days prior to the date of the annual general meeting, or in hard copy by request.

47. General meetings

- 47.1 A general meeting will commence at a time and place and in a form set by the Board in accordance with the Act and these Rules.
- 47.2 The Board may call general meetings of ACF as it sees fit.

- 47.3 The Board must call a general meeting of ACF within one month of receipt of a request for a general meeting made in writing and approved by not less than 100 Members. The request by Members must state the purpose or purposes of the meeting, be signed by the Members making the request and be lodged with the Secretary.
- 47.4 Whether called by the Board or by request of Members, no more than two general meetings (not including an annual general meeting) may be called in any calendar year, and there must be no fewer than four months between those meetings.
- 47.5 Notice in writing of the time, place and agenda of a general meeting must be sent to Members by the Secretary at least 14 days before the date proposed for the meeting. If the nature of business requires proposal of a special resolution, notice including the proposal for special resolution must be sent to Members at least 21 days prior to the meeting.
- 47.6 Only such business as is specified in the notice calling a general meeting can be dealt with at the meeting, except for an annual general meeting where the business required under Rule 46.5 will also be dealt with.

48. Procedure and quorum

- 48.1 Forty Members present will constitute a quorum at a general meeting of ACF.
- 48.2 If, within 30 minutes of the appointed meeting start time a quorum is not present, the chair may adjourn a general meeting to such time and place as the chair determines.
- 48.3 If, at the adjourned meeting, a quorum is not present within 30 minutes of the appointed meeting start time, the Members present (being not fewer than 11) will constitute a quorum.

49. Chair at general meetings

The President must chair all general meetings when present. In the absence of the President, a Vice-President will chair. In the absence of all Vice-Presidents, the meeting may elect one of its Members to chair the meeting.

50. Making decisions

- 50.1 A question arising at a general meeting of ACF is to be decided by a vote of a show of hands, or by electronic or other means, by Members attending the meeting, unless before or on the declaration of the vote a poll is demanded by the chair or by not less than three Members at the meeting.
- 50.2 The chair's declaration that a resolution has, on a show of hands, or by electronic means or other means, been carried (unanimously or by particular majority) or lost is conclusive evidence of the result. This declaration is valid and may be recorded in the minutes of the meeting without proof of numbers.
- 50.3 If a poll is demanded at a general meeting, the poll must be taken before the close of the meeting in the way that the chair directs.

51. Voting

- 51.1 On any question arising at a general meeting, a Member has one vote only.
- 51.2 All votes must be given personally or by proxy.

52. Voting by the chair

At a general meeting of ACF, the chair may exercise a deliberative vote only and, in the event of an equality of votes, the question will be resolved in the negative.

53. Proxies at general meetings

- 53.1 For any general meeting of ACF, a Member may appoint another Member as proxy. Notice of appointment of proxy, in the form provided with the notice of the meeting, must be received by the Secretary no later than 48 hours before the time of the meeting.
- 53.2 A Member may hold any number of proxies.
- 53.3 A Member holding one or more proxies must attend the meeting.
- 53.4 There is no limit on the number of proxies that may be appointed to the Secretary or the meeting chair.

PART VI ADMINISTRATION

54. Seal

- 54.1 The application of the common seal of ACF must be as approved by the Board.
- 54.2 The common seal must be in the custody of the Secretary of ACF and must only be applied to any instrument with the authority of the Board. The seal must be applied in the presence of either two members of the Board, or one member of the Board and the CEO.
- 54.3 The Secretary will maintain a register of documents to which the seal has been applied.

55. Appointment of public officer

- 55.1 The Board must appoint a person resident in the Australian Capital Territory to be ACF's public officer. If that office at any time becomes vacant, the Board must appoint another person resident in that Territory to fill the vacancy.
- 55.2 ACF's public officer will perform the functions and duties required to be performed by the public officer under the Act and such functions and duties as the Board determines.

56. Other management issues

- 56.1 ACF's financial year ends on the 30th of June of each year.
- 56.2 ACF may derive funds from donations, membership subscriptions, grants and any other legal source consistent with ACF's Objects.
- 56.3 Subject to any resolution passed by ACF in general meeting, the funds of ACF must be used for ACF's Objects in the way that the Board decides.
- 56.4 The Board may determine the manner in which funds are managed including, without limitation, the authorisation of cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of ACF.
- 56.5 The custody of the books and documents of ACF will be with the CEO or as otherwise determined by the Board.
- 56.6 Members may inspect the books or documents of ACF for a proper purpose by appointment during business hours at ACF's head office, or otherwise as required by applicable law.

PART VII NOTICE, MOTIONS AND COMMUNICATIONS

57. Non-receipt of notice of general or other meetings

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate any resolution passed or proceedings at any meeting.

58. Submission of motions

Any twenty Members of ACF may jointly submit, in writing to the Secretary, proposed motions to be placed on the agenda for the Board. A proposed motion must include the full text of the motion and the names and signatures of the Members proposing it, and will be considered at a Board meeting that takes place at least 20 days after the proposed motion is received by the Secretary. A proposed motion can only be discussed by the meeting if a motion to discuss it is moved and seconded at the meeting by members of the Board.

59. Communications

In this Constitution, any reference to the distribution of any material will be deemed satisfied with respect to any recipient if such material is delivered by post, electronic mail or other means, subject to such guidelines as the Board may specify.

PART VIII CONSTITUTIONAL AMENDMENTS

60. Amendment of the Constitution

- 60.1 The Constitution may be amended in whole or in part only by special resolution passed by at least 75 per cent of Members voting at a general meeting, of which notice has been given in accordance with the Act and these Rules.

- 60.2 A motion to amend the Constitution may be submitted by the Board to Members:
- (a) at any time by the the Board; or
 - (b) by request in writing addressed to the Secretary by at least 100 Members.
- 60.3 In the case of a motion submitted by the Board, the Secretary must distribute with the relevant notice of meeting a statement prepared by the the Board and, if requested, a statement by the Board members who voted against submitting the motion.
- 60.4 In the case of a motion submitted following a request by at least 100 Members, the Board must promptly consider the motion before it is submitted to Members and resolve to approve, disapprove or abstain from comments on the motion and statements. The Secretary must distribute, with the relevant notice of meeting, a statement prepared by the Members submitting the motion and any statements prepared by the Board.

PART IX DISSOLUTION

61. Procedures for dissolution

- 61.1 ACF is dissolved in the event of it having fewer than five Members; or by special resolution, being a resolution passed by at least 75 per cent of Members voting at a general meeting; or otherwise in accordance with the Act.
- 61.2 Upon the dissolution or winding-up of ACF, the ownership of all the assets and funds of ACF remaining after the payment of all expenses and liabilities will be:
- (a) freely transferred to an association, fund or institution nominated by special resolution in accordance with the Act which has similar objects to ACF; or
 - (b) in the absence of such a nomination, otherwise dealt with in accordance with the Act.
- 61.3 Any organisation designated under Rule 61.2(a) must have provisions in its rules that:
- (a) provide that the organisation is not carried on for the object of trading or securing pecuniary benefits for its members; and
 - (b) requires any surplus property of the organisation to be passed, on the dissolution or winding-up of the organisation, to another organisation that:
 - (i) has objects substantially the same as the first-mentioned organisation; and
 - (ii) is not carried on for the object of trading or securing pecuniary benefits for its members.