

NAME

Tasmanian Conservation Trust Incorporated.

(Revised 12 September 2021)

The name of the association shall be the “Tasmanian Conservation Trust Incorporated” (hereinafter called “the Trust”).

2.OFFICE

The office of the Trust shall be at 130 Davey St, Hobart 7000

or such other place as the Board may, from time to time, determine.

3. OBJECTS

(1) The objects of the Trust shall be -

- (a) to make every effort to ensure that the land, water and other resources of the Tasmania are used with wisdom and foresight and that competing demands on them are resolved in the best long term interests of this planet;
- (b) to foster and actively to assist in the conservation of the native vegetation and fauna the state’s important natural and archaeological features and promote and protect the built and cultural heritage of Tasmania;
- (c) to provide advice and assistance in respect to specific conservation projects and undertakings, including research and management of the state’s conservation reserves;
- (d) to promote public education and interest in the economic, aesthetic and scientific benefits of conservation;
- (e) to co-operate with, or promote co-operation among, persons and bodies concerned with or interested in conservation; and
- (f) generally, to take such action as it considers necessary or appropriate in the interests of promoting conservation.
- (g) in cooperation with the Tasmanian Aboriginal community, recognise and protect Aboriginal culture and heritage;
- (h) to promote and protect biodiversity and the maintenance of intact functioning landscapes;
- (i) to recognise the effects of climate change and the need to take action to address it.

(2) In addition to the basic objects of the Trust the objects and purposes of the Trust shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of, any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Trust;
- (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Trust;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of

- the objects or purposes of the Trust;
- (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Trust, whether by way of donations, subscriptions, or otherwise;
 - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or members in general meeting may think desirable for the promotion of the objects and purposes of the Trust;
 - (g) 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;
 - (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Trust not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
 - (i) the making of gifts, subscriptions, or donations to any fund, authority, organisation or institution in the pursuit of the basic objects of the Trust subject to section 49;
 - (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Trust and their dependants, and the making of payments towards insurance in relation to any of those purposes;
 - (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Trust;
 - (l) the purchase or acquisition and undertakings, of all or any part of the property, assets, liabilities, and engagements of any association with which the Trust may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Trust; and
 - (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Trust or of any of the objects and purposes specified in the foregoing provisions of this sub-rule;
 - (n) the issuing or commencing any such proceedings in or before any court or tribunal so as to enforce compliance with any statutory or common law obligation by any other party whereby the apparent breach of that obligation or those obligations will lead or could possibly lead to direct or indirect harm or damage or degradation being caused to the natural, built, cultural or biological environment.

4. MEMBERSHIP

- (1) The Trust shall consist of regular members, household members, concession members, life members, honorary members, affiliated organisation members and subscriber members, without limit as to numbers.
- (2) All natural persons shall be eligible for membership.
- (3) Organisations whether corporate or unincorporate whose aims and objects are in the Board's opinion consistent with those of the Trust shall be eligible for membership at the affiliated organisation rate. Affiliated organisation members shall have all the rights, privileges, and

responsibilities of other members except they -

(a) Shall not be entitled to hold office;

(b) Shall not be entitled to vote on any matter.

(3a) Corporations and other members that are ineligible for membership as affiliated organisation members may join as subscriber members. Subscriber members have the same rights, privileges and responsibilities as affiliated organisation members.

(4) Every candidate for regular membership shall, upon receipt by the Trust of the annual subscription and upon compliance with the appropriate by-laws made by the Board, become a member of the Trust.

(5) Every candidate for household membership shall, upon receipt by the Trust of the annual subscription and upon compliance with the appropriate by-laws made by the Board, become a household member, providing that not more than two adults, not necessarily related but resident at the same address, are included in each such membership.

(6) Every candidate for concession membership shall, upon receipt by the Trust of an annual subscription and upon compliance with the appropriate by-laws made by the Board, become a concession member, providing every candidate for concession shall be:

(a) a full-time student;

(b) unemployed;

(c) a bona-fide pensioner; or

(d) other persons at the discretion of the manager(s).

(7) Every candidate for life membership shall, upon receipt by the Trust of the life membership fee determined by the Board, and upon compliance with the appropriate by-laws made by Board become a life member of the Trust. Life membership shall entitle a person to remain a member of the Trust without payment of annual subscription until resignation or expulsion from the Trust.

(8) The Trust in general meetings may elect honorary members. Any person, whether previously a member or not, may be elected an honorary member. Honorary membership shall entitle a person to remain a member for the term of membership then fixed by the general meeting without payment of annual subscription or until resignation or expulsion from the Trust.

(9) A member of the Trust may, at any time, resign from the Trust by delivering or sending to the Manager(s) a written notice of resignation.

(10) Upon receipt of a notice under sub-rule (9) of this rule, the Manager(s) shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Trust.

(11) A right, privilege, or obligation of a person by virtue of membership of the Trust -

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.

(12) In the event of the Trust being wound up - (a) every member of the Trust, and (b) every

person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Trust, is liable to contribute to the assets of the Trust, for payment of the debts or liabilities of the Trust and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such sum, not exceeding five dollars as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Trust contracted after ceasing to be a member.

- (13) If, and only if, a candidate for household membership nominated another adult person upon application for membership, each person shall be entitled to a separate vote. Such right shall apply to a renewal of household membership.
- (14) In respect of all notices or documents of any kind to which members are entitled, all categories of membership shall be entitled to receive only one copy of such notices or documents.
- (15) Those members residing outside Australia may receive their mail via airmail upon payment of a fee to be determined by Board.
- (16) Members will receive communications from the Trust by email unless they request the use of a posted hard copy or do not have an email address.

5. ANNUAL SUBSCRIPTION

- (1) The annual subscription shall be determined from time to time by the Board for each class of membership and shall become payable on the first day of September in each year.
- (2) The Trust may receive subscriptions in advance for future membership years. (2) The Trust Board may fix different rates of subscription for the second and subsequent years of membership when multiple years are paid in a single instalment. An annual subscription paid in advance prior to the amendment of this sub-clause on 12 September 2021 would now be due on the 1 September rather than 1 July.
- (3) New members paying their subscription after the first day of May in any year will be credited with membership until the thirtieth day of August of the following year.
- (4) A member whose annual subscription has not been received by the thirtieth day of September in any year (when that member has not pre-paid for that year) shall be deemed to be suspended from membership pending payment of arrears of subscription. If an annual subscription is not paid by the thirty-first day of December in any year that member shall be deemed to have retired from the Trust unless the arrears of subscription are subsequently paid; but any member retiring without having paid any arrears of subscriptions owing shall remain liable to pay same.

6. COMPOSITION AND TENURE OF BOARD

- (1) There shall be a Board consisting of -
 - (a) not more than eleven members elected at the annual general meeting
 - (b) two representatives appointed from each branch, provided that where a branch contains more than two hundred members, it may appoint a third delegate. The names of delegates

- shall be submitted to Board not later than the first day of August, failing which, Board may appoint any member of the branch as a delegate;
- (c) the retiring chair during the year immediately following retirement;
 - (d) up to two representatives from affiliated organisations. Following the first Board meeting after the AGM, Board will write to two affiliated organisations inviting them to appoint a representative to the Board before the last day of September, failing which, these positions will not be filled.
- (2) Except in respect to privileges and responsibilities of officers of the Trust duly elected under the provisions of Clause 12 of this constitution, all Board Members howsoever legally appointed shall be equal.
- (3) Such members of Board shall commence their period of office at the beginning of the Board meeting next following the annual general meeting and shall remain Board members until -
- (a) the declaration of the ballot for the election of Board Members at the next annual general meeting; or in respect of individuals:
 - (b) (i) the Board Member is expelled from the Trust under provisions of Rule 42;
 - (ii) the office becomes vacant for any of the reasons specified in Rule 8.
- (4) Notwithstanding the above Rule 6 (3) the officers of the Trust defined in Rule 10 shall hold office until the election or re-election of officers at the first Board meeting following the annual general meeting and, between the annual general meeting and the election or re-election of officers, shall manage the affairs of the Trust.

7. ELECTION OF BOARD

- (1) Nominations of candidates for election as Board Members -
- (a) shall be made in writing signed by one member of the Trust and accompanied by written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Manager(s) of the Trust by the first day of August.
 - (c) a person must be a financial member to qualify for election to the Board.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Board Members shall be conducted entirely by postal ballot taken before the annual general meeting and the results shall be announced at that meeting. The ballot will be a Hare-Clark ballot counted according to the rules applying to a single electorate in the Tasmanian House of Assembly.
- (6) For the purposes of the election of Board, the membership rolls shall close on the first day of

August.

- (7) Postal ballot papers may include election material of not more than one hundred words prepared by any candidate.

8.VACATION OF OFFICE

For the purpose of these rules, the office of an officer of the Trust or of a Board Member becomes vacant if the officer or Board Member

- (1)dies;
- (2)becomes bankrupt, or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors, or compounds with creditors, or makes any assignment of his or her estate for their benefit;
- (3)resigns office in writing addressed to the Board;
- (4)ceases to be resident in the State;
- (5)fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- (6)is removed from office by resolution of a special general meeting called for the purpose;
- (7)is removed from office by resolution of the Board at any meeting of the Board;
- (8)makes a public statement in infringement of Rule 43 of this Constitution when a resolution of Board shall absolutely determine;
- (9)ceases to be a member of the Trust; or
- (10) fails to pay all arrears of subscription due within fourteen days after receipt of a notice in writing signed by the public officer or a Manager stating that that person has ceased to be a financial member of the Trust.

9. MANAGEMENT BY THE BOARD

- (1) The affairs of the Trust shall be managed by the Board of management constituted as provided in Rule 6.
- (2) The Board -
 - (a) shall control and manage the business and affairs of the Trust;
 - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Trust, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Trust; and
 - (c) subject to the Act and these rules, has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Trust; including the determination of the remuneration of servants of the Trust.
 - (d) set the Strategic Direction for the TCT
 - (e) determine the risk parameters for the TCT
 - (f) determine and adopt Policies for the TCT
- (3) The Board may from time to time make, alter or repeal by-laws and rules of procedure relating to members and the affairs of the Trust generally, subject to confirmation upon notice at the next general meeting. Such by-laws shall, provided that, they are not inconsistent with the

rules of the Trust for the time being, be binding on all members and be construed as being part of the rules of the Trust until the next general meeting.

- (4) The Board may appoint any member to fill a vacancy on Board. Where a ballot was held for Board the appointment should be subject to clause 7(5)
- (5) The Board may appoint a person to the Board as an EX Officio Member and the EX Officio Member may attend all Board meetings, receive all relevant documentation and take part in the discussions, but does not hold voting rights. The following are Ex Officio members of the Board

The Chief Executive Officer

The Public Officer (*if not a Board member*)

10. BRANCHES AND GROUPS

- (1) The Board shall recognise 25 or more members resident in a defined area, generally specified in terms of postcodes, as a branch where it considers it proper to do so. In addition, a branch can accept any other Trust member as a member of that branch.
- (2) The Board may redefine the boundaries of a branch, or amalgamate adjacent branches.
- (3) Where the membership of a branch falls below 25 resident members for a continuous period of three months, that branch may be dissolved by Board. A branch may also be dissolved by a resolution of its members passed at a branch meeting and agreed to by three-quarters of the branch members voting.
- (4) Notice of branch meetings will be sent to all branch members. The quorum at a branch meeting will be four members.
- (5) A branch shall elect a committee consisting of a chairman, a secretary and such other branch officers and committee members as may appear desirable.
- (6) The Board shall recognise five or more members sharing a common interest as a group where it considers it proper to do so. The group will consist of those members who opt to belong to it.
- (7) The Board may redefine the name or functions of a group, or amalgamate groups.
- (8) Where the membership of a group falls below five members for a continuous period of three months, that group will be dissolved. A group may also be dissolved by a resolution of its members passed at a group meeting and agreed to by three-quarters of the group members voting.
- (9) Notice of group meetings will be sent to all group members. The quorum at a group meeting will be three members.
- (10) A group shall elect a committee consisting of a chairman, a secretary and such other group officers and committee members as may appear desirable.
- (11) A branch shall appoint two delegates to the Board provided that, if a branch has more than two hundred members, it may appoint a third delegate to the Board.

11. FUNCTIONS BRANCHES AND GROUPS

- (1) The functions of a branch shall be -
 - (a) to obtain regional information requested by the Board;
 - (b) to transmit and if necessary examine and report on matters submitted or suggested by branch members or others as being of concern to the Trust;
 - (c) to act for the Trust in liaison with local administrations, departments, institutions, societies, etc. when requested by the State Board;
 - (d) to promote the objects of the Trust by organising appropriate activities; and
 - (e) to report to the Board on branch activities and on other local matters of interest to the Trust.
- (2) The functions of a group will be as determined by Board.

- (3) The committee of a branch or group must not make any statement on State policy that has not already been made or approved by a spokesperson approved under rule 43. The branch or group chairman may, however, make statements on branch or group matters. Such statements are to be forwarded in writing to the next Board meeting of the Trust.
- (4) For the purpose of State co-ordination, all projects other than normal meeting activities shall be approved by Board before being publicised or commenced.
- (5) Except in so far as it has power to spend any agreed refund of subscriptions, a branch or group committee must not incur any financial commitments on behalf of the Trust.
- (6) The financial year for a branch or group must coincide with that of the State organisation.
- (7) In the case of a branch or group ceasing to exist, any funds which it held in credit shall revert to the Trust.
- (8) Branch accounts shall be audited by a licensed auditor appointed by the branch at a general meeting of the branch, and certified balance sheet submitted to the Board by the first day of August.
- (9) Group accounts shall be audited by a licensed auditor appointed by the group at a general meeting of the group, and certified balance sheet submitted to the Board by the first day of August.
- (10) Each branch or group shall prepare an annual report and submit it to Board by the first day of August.
- (11) A branch or group which does not provide an annual report and/or financial statement in accordance with sub-rules (8), (9) and (10) of this rule may be dissolved by Board.

(12) OFFICERS

- (1) The officers of the Trust shall consist of a Chairperson, Secretary, Treasurer and such other officers as may be deemed necessary from time to time by the Board.
- (2) The officers of the Trust shall be elected from and by the Board at its first meeting following the annual general meeting of the Trust in any year.
- (3) The officers of the Trust shall hold office until the first meeting of Board subsequent to the Annual General Meeting but are eligible for re-election. However, the Chairperson of the Trust shall not hold office for more than three consecutive years.
- (4) If an office becomes vacant, Board may appoint another Board Member to fill that vacancy.
- (5) The responsibilities of the Secretary are:
 - (a) to take the minutes of Board meetings and to arrange for their distribution well in advance of the following Board meeting;
 - (b) in conjunction with the Manager(s), to prepare the agenda for each Board meeting and arrange for its distribution with the minutes of the previous Board meeting;
 - (c) to write any letters requested by Board; and
 - (d) in conjunction with the Manager(s), to prepare lists of inwards and outwards correspondence and table these at each Board meeting for discussion, reception and confirmation.

13. PUBLIC OFFICER

- (1) The Board of the Trust shall appoint a person who is resident in the State to be the public officer of the Trust and, if that office at any time becomes vacant, shall within fourteen days after it becomes vacant, appoint a person who is resident in the State to fill that vacancy.
- (2) The public officer shall not be the auditor.

- (3) The Trust has power from time to time to appoint a public officer and to remove any person so appointed from the office of public officer.
- (4) A public officer shall, within fourteen days after her or his appointment, give notice in writing to the Registrar of Companies of the appointment and of her or his full name, address and occupation.
- (5) If the public officer changes address, the officer shall, within fourteen days after the change, give notice in writing to the Registrar of the change.
- (6) The public office is to retain a copy of the minutes of the annual general meeting and provide it when required, including to the subsequent annual general meeting.

14. MANAGERS

- (1) The Board will appoint a Manager, who may be titled Chief Executive Officer, as a servant of the Trust to act in accordance with the constitution and to act on the lawful direction expressed by motions of the Board.
- (2) The Manager is responsible for the day-to-day administration and operations of the organisation.
- (3) The Manager shall have sole responsibility for managing all employees and shall report on their performance, at least annually to the Board.
- (4) The Manager shall undertake a formal Performance Review of each employee at least annually and the Board shall undertake a formal Performance Review of the Manager annually.

15. ANNUAL GENERAL MEETING

- (1) The Trust shall, in each year, hold an annual general meeting within three months of the end of the financial year (30 June) at a time and place to be determined by the Board.
- (2) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor, and servants of the Trust reports upon the transactions of the Trust during the last preceding financial year;
 - (c) to declare the poll for the election of members of the Board; and
 - (d) to appoint the auditor.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) All general meetings other than the annual general meeting shall be called special general meetings.
- (7) The public officer, or a Manager, of the Trust shall, at least 14 days before any Annual General Meeting, send to every member at their address or nominated email address in the

membership roll a notice of such meeting stating the time when and the place where it will be held and the business that will be brought before it.

16. SPECIAL GENERAL MEETING

- (1) The Board may, whenever it thinks fit, convene a special meeting of the Trust.
- (2) The Board shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Trust.
- (3) A requisition for a special general meeting shall state the objects of the meeting, shall be signed by the requisitionists, deposited at the office of the Trust and may consist of several documents in the like form each signed by one or more of the requisitionists.
- (4) If the Board does not cause a special general meeting to be held within twenty-eight days from the date on which a requisition therefore is deposited at the office of the Trust, the requisitionists, or any of them, may convene the meeting. However, any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Trust to the persons incurring them.
- (6) Any resolution at a special general meeting shall be a special resolution. A special resolution shall be resolved only if agreed upon by at least three quarters of those present in person.

17. NOTICES OF GENERAL MEETING

The public officer, or a Manager, of the Trust shall, at least 14 days before any general meeting, send to every member at their address or nominated email address in the membership roll a notice of such meeting stating the time when and the place where it will be held and the business that will be brought before it.

18. BUSINESS AND QUORUM AT GENERAL MEETINGS

- (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless, a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Fifteen members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the

adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

19. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

The Chairperson or another office holder, shall preside as chairman at every general meeting of the Trust. If all are absent then the members present shall elect one of their number to preside as chairman thereat.

20. ADJOURNMENT OF GENERAL MEETINGS

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting. (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. DETERMINATION OF QUESTIONS AT GENERAL MEETINGS

A question arising at a general meeting of the Trust shall be determined on a show of hands, and unless, before or on the declaration of the result of the show of hands, a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Trust is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. VOTES AT GENERAL MEETINGS

- (1) Upon any question arising at a general meeting of the Trust, every member shall have one vote only, except that household membership shall be limited to two votes in the names recorded on the membership record.
- (2) In the case of an equality of votes the chairman shall have a second vote.

23. TAKING OF POLL

If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

24. WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

25. BOARD MEETINGS

The Board shall meet at least four times each year at such place and at such times as the Board may determine, provided that the next meeting of the Board after annual general meeting shall take place not later than one week after the annual general meeting.

26. BUSINESS AND QUORUM AT BOARD MEETINGS

- (1) Meetings of the Board may be convened by any officer or any two Board members not being officers. Five Board members (at least one of whom must be an officer) shall constitute a quorum. In the absence of an officer, eight Board members shall constitute a quorum. If votes be equal the vote of the chairman shall count as two votes.
- (2) No business shall be transacted unless a quorum is present, and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (3) If, in extraordinary circumstances, the Trust does not have sufficient Board Members to constitute a quorum in accordance with these rules, then the remaining Board Members shall be deemed to constitute a quorum for the purpose of convening a special general meeting to elect a new Board, and to manage the Trust for the intervening period.

27. CHAIRPERSON TO PRESIDE AT BOARD MEETINGS

- (1) At a meeting of the Board, the Chairperson, or in the absence of the Chairperson a Vice Chairperson, shall preside.
- (2) If all are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.

28. DETERMINATION OF QUESTIONS AT BOARD MEETINGS

Questions arising at meetings of the Board, or of any sub-committee appointed by the Board, shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.

29. VOTES AT BOARD MEETINGS

Each member present at a meeting of the Board, or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. NOTICES OF BOARD MEETINGS

Written notice of each Board meeting shall be served on all members of the Board by delivering it to them at a reasonable time before the meeting, or by email at least 4 days before the date of the meeting.

31. DISCLOSURE OF INTERESTS

- (1) Any member of the Board who is interested in any contract or arrangement made, or proposed to be made, with the Trust shall disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if such interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of

interest.

- (2) A member of the Board who becomes interested in a contract or arrangement after it is made or entered into shall disclose that interest at the first meeting of the Board after becoming so interested.
- (3) Members of the Board who are interested in any contract or arrangement shall not vote as members of the Board in respect of such contracts or arrangements, and if they do so their vote(s) will not be counted.

32. SUBCOMMITTEES OF A GENERAL MEETING

- (1) A general meeting may at any time appoint a sub-committee from the general meeting as it may think fit, and shall prescribe the powers and functions thereof.
- (2) Three appointed members of a sub-committee of a general meeting constitute a quorum at a meeting of the sub-committee.
- (3) The public officer of the Trust, or a person appointed by the general meeting, is responsible for calling meetings of a sub-committee of a general meeting.
- (4) Written notice of each sub-committee meeting of a general meeting shall be served on all members of the sub-committee by delivering it to them at a reasonable time before the meeting, or by sending it by post in a pre-paid letter addressed to them at their usual or last known place of abode in time to reach them in due course of post before the date of the meeting.
- (5) At every meeting of a sub-committee appointed by a general meeting the members thereof shall choose one of their number to be chairman of that particular meeting.
- (6) Questions arising at any meeting of a sub-committee appointed by a general meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes the chairman has a second or casting vote.
- (7) A sub-committee of a general meeting may adjourn and re-meet as it thinks proper.

33. SUBCOMMITTEES OF BOARD OR OF A BRANCH

- (1) The Board, may at any time appoint a sub-committee as it may think fit, and shall prescribe the powers and functions thereof.
- (2) The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Trust, but a person so co-opted is not entitled to vote.
- (3) Three appointed members of a subcommittee constitute a quorum at a meeting of the sub-committee. Notwithstanding any of the foregoing, the Board may determine the rules for the appointment and operation of any sub-committee which it so appoints.
- (4) Notice of each sub-committee meeting shall be served on all members of the sub-committee by delivering it to them at a reasonable time before the meeting, or by sending it by email at least 4 days before the date of the meeting.

34. EXECUTIVE COMMITTEE

- (1) The Chairperson, the Treasurer, the Secretary and any other members appointed by Board constitute an executive committee, which may issue instructions to the public officer and the servants of the Trust in matters connected with the management of the affairs of the Trust during the intervals between meetings of the Board, and, where any such instructions are issued, shall report thereon to the next meeting of the Board.
- (2) Executive committee meetings may be called by two members of the Executive Committee.
- (3) The quorum at an Executive Committee meeting is three members of the Committee.
- (4) Notice of each Executive Committee meeting shall be served on each member of the Committee at least four days before the meeting, either by post or email.
- (5) At a meeting of the Executive Committee, the Chairperson, or in the absence of the Chairperson, a Vice Chairperson, shall preside. If all are absent, such one of the remaining members of the Executive Committee as may be chosen by the members present shall preside. In the case of a tied vote the person presiding may exercise a second or casting vote.

35. FINANCIAL YEAR

The financial year of the Trust is the period beginning on July 1st in each year and ending 30th June next following.

36. INCOME AND PROPERTY

- (1) The income and property of the Trust, however derived, shall be applied solely towards the promotion of the objects and purposes of the Trust, and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Trust, except that all property which the Trust holds for the purpose of conserving that property or any property that is given, purchased or devised to the Trust to be held for particular purposes shall be used only for conservation purposes or those particular purposes and such property may be designated by the Board as Conservation Property.
- (2) Conservation Property shall not be available to be sold, exchanged, mortgaged or in any way assigned to secure a debt and cannot be in any way alienated by the Trust.
- (3) The designation of a property as Conservation Property shall not be revoked except by special resolution.
- (4) The Trust shall not:-
 - (a) Appoint a person who is a member of the Board to any office in the gift of the Trust to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (5) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Trust of:-
 - (a) remuneration in return for services actually rendered to the Trust by the servant or member or for goods supplied to the Trust by the servant or member in the ordinary course

of business;

(b) reasonable and proper sum by way of rent for premises let, or equipment rented to the Trust by the servant or member.

(6) In the event of the Trust being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be repaid and applied by the Board in accordance with their powers to an organisation which is exempt from income tax under Section 23 of the Income Tax Assessment Act.

37. SOURCES OF INCOME

(1) The sources from which the funds of the Trust shall be derived shall include:- (a) Annual membership subscriptions.

(b) Public subscriptions and donations.

(c) Grants of all kinds, bequests and gifts.

(d) Remuneration for services rendered to members.

(e) Special fund-raising functions.

(f) The sale of goods, literature and services of any nature which may promote any of the objects of the Trust.

38. ACCOUNTS

(1) True accounts shall be kept:-

(a) of all sums of money received and expended by the Trust, and the matter in respect of which the receipt or expenditure takes place; and

(b) of the property, credits, and liabilities of the Trust, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Trust for the time being, those accounts shall be open to the inspection of the members of the Trust.

(2) The Treasurer of the Trust shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Trust in such form and manner as the Board may direct.

39. BANKING AND FINANCE

(1) The Treasurer of the Trust, or a servant of the Trust acting on behalf of the Treasurer, shall, on behalf of the Trust, receive all moneys paid to the Trust, and, forthwith after the receipt thereof, issue official receipts therefore.

(2) The Board shall cause to be opened, with such bank or banks as the Board selects, one or more banking accounts in the name of the Trust, into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

(3) The Board may receive from the Trust's bank or bankers for the time being the cheques drawn by the Trust on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques

or the surrender thereof to the Trust.

- (4) Except with the authority of the Board, no payment of a sum exceeding \$100 shall be made from the funds of the Trust, otherwise than by cheque drawn on the Trust's bank account, but the

Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.

- (5) No cheques shall be drawn on the Trust's bank account except for the payments of expenditure that has been authorised by the Board. In the interval between Board meetings, cheques may be authorized by the Executive Committee or by a Manager, subject to ratification at the subsequent meeting of Board.

- (6) The Board may appoint a number of Board Members and/or servants of the Trust as signatories. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two of the appointed signatories, subject to any other rules that Board may impose.

40. AUDITOR

- (1) At each annual general meeting of the Trust, the members present shall either appoint a person as the auditor of the Trust for the current financial year of the Trust or delegate this responsibility to the Board.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which she or he is appointed, and is eligible for re-appointment.
- (3) The auditor may only be removed from office by special resolution.
- (4) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Trust, the Board may appoint a person as the auditor, and the person so appointed shall hold office until the next succeeding annual general meeting.

41. AUDIT OF ACCOUNTS

- (1) Once at least in each financial year of the Trust the accounts of the Trust shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Trust and shall report thereon to the members present at the annual general meeting.
- (3) In the report, and in certifying the accounts, the auditor shall state:-
- (a) whether the information required has been obtained,
 - (b) whether, in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Trust according to the information available and the explanations given and as shown by the books of the Trust; and
 - (c) whether the rules relating to the administration of the funds of the Trust have been observed.

- (4) The Public Officer of the Trust shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Trust.
- (5) The Auditor:-
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Trust;
 - (b) may require from the servants of the Trust such information and explanation as may be necessary for the audit;
 - (c) may employ persons for assistance in investigating the accounts of the Trust; and,
 - (d) may, in relation to the accounts of the Trust, examine any member of the Board or any servant of the Trust.

42. NOTICES

- (1) All members shall keep the Manager(s) informed of their correct address or that of their bankers or agents.
- (2) A notice may be served by or on behalf of the Trust upon any member either personally, by mail or by email to the members nominated email address.

43. EXPULSION OF MEMBERS

- (1) Subject to this rule, the Board, may expel a member from the Trust if, in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the Trust.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect;-
 - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
 - (b) if the right of appeal under this rule is exercised by that member, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a member from the Trust, the public officer of the Trust shall, without undue delay, cause to be served on the member a notice in writing:-
 - (a) stating that the Board has expelled the member;
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member that, within fourteen days after the service of the notice, it is possible to appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by email or post to the public officer of the Trust, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the public officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.

- (6) At a special general meeting convened for the purpose of this rule:-
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion.
 - (c) the expelled member shall be given an opportunity to be heard; and,
 - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the member shall be entitled to continue membership of the Trust.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Trust.
- (9) Any person expelled from the Trust may not rejoin the Trust without the prior approval of the Board.

44. PUBLIC STATEMENTS

- (1) The Manager, or their delegate may make public statements in relation to the work of the TCT. Such an authorization may limit the issues on which the spokesperson may speak on behalf of the Trust and may be given for a limited period of time.
- (2) The Chairperson is deemed to be spokesperson for the Trust on all governance issues unless there is a resolution of Board to the contrary.
- (3) All public statements made by Trust spokespersons shall be consistent with any formal policies determined by the Board.
- (4) Copies of all media releases and articles written in the name of the Trust shall be deposited at the Trust office within two weeks of their public release and kept in the records of the Trust.
- (5) No member of the Trust may make a public statement in contravention of sub-rules (1), (2), (3) or (4) above. The making of such a statement shall be regarded as conduct detrimental to the interests of the Trust for the purposes of sub-rule 42 (1).

45. NEWSLETTER

- (1) All members shall be entitled to receive the newsletter.

46. DISPUTES

- (1) Subject to this rule, a dispute between a member of the Trust, in their capacity as a member, and the Trust shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.
- (2) Nothing in this rule affects the operation or effect of rule 42.

47. SEAL OF THE TRUST

- (1) The seal of the Trust shall be in the form of a rubber stamp, inscribed with the name of the Trust encircling the word "Seal".
- (2) The seal of the Trust shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures either of two members of the Board, or of one member of the Board and of the public officer of the Trust, or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Board.
- (3) The seal shall remain in the custody of the public officer.

48. CUSTODY OF DOCUMENTS AND SECURITIES

All accounts, books, documents, securities and records of the Trust shall be in the custody of the public officer and kept at the Trust's office or such other place as the Board may decide.

49. AMENDMENTS OF CONSTITUTION

- (1) These rules may be altered or replaced or new rules made by a motion at an annual general meeting, or which motion each member shall have had at least thirty days notice in writing from the public officer or a member, or at a special general meeting summoned for the purpose. No such motion shall, be deemed to have been passed unless it be agreed to by at least three quarters of the members voting thereon.
- (2) The public officer shall within one month after an alteration of this constitution, lodge with the Registrar of Companies notice of the alteration, a copy of any instrument evidencing the alteration, and a statutory declaration made by the public officer declaring that the copy is a true copy of the instrument of which it purports to be a copy and, that the alteration is authorised and was made in a manner provided by the constitution of the Trust.

50 TAX DEDUCTIBLE DONATIONS

- (1) Section 49.3 is to apply from 1st July 1993.
- (2) For the purpose of this section:

"Tax deductible donation" means a donation of money or property to the Trust where the Trust has issued a receipt to the donor indicating tax deductibility under section 78 (1)(a) of the Income Tax Assessment Act 1936. "Tax deductible donor" means a person or organisation making a tax deductible donation.
- (3) Any allocation of funds or property to other organisations or persons will be made in accordance with the objects of the Trust as listed in Section 3, and not be influenced by the expressed preference or interest of a particular tax deductible donor.

Revised – 12 September 2021