

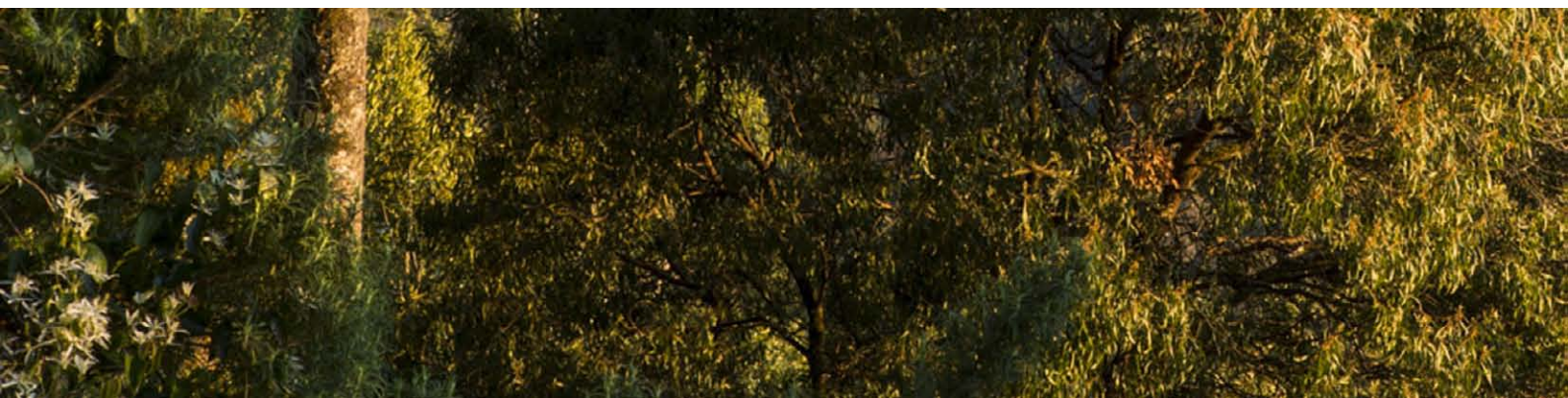


Governing Rules

Constitution and By-Laws



NATIONAL PARKS ASSOCIATION OF NSW
protecting nature through community action



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For enquiries about this document, please contact Gary Dunnett, Chief Executive Officer on 02 9299 0000.



National Parks Association of NSW ABN 67 694 961 955

PO Box 528 Pymont NSW 2009 | Suite 1.07, 55 Miller Street, Pymont NSW
Tel: 02 9299 0000 | Email: npansw@npansw.org.au | Web: www.npansw.org

NPA is a non-government, not-for-profit organisation and registered charity dedicated to protecting nature through community action.



Note. The notes and bracketed section headings shown by blue type do not form part of the Constitution.

Part I – Preliminary

1 [Name of Association]

The name of the Association shall be National Parks Association of NSW Inc.

1A [Description of Association]

National Parks Association of NSW Inc is a membership-based organisation concerned with the protection and conservation of nature in New South Wales.

2 [Effect of Constitution]

This Constitution is binding on the State Council, the Executive, the Branches and all members of the Association.

3 [Definitions]

In this Constitution, unless the contrary intention is expressed –

“**Affiliate**” means an organisation affiliated to the Association or a Branch of the Association under Part X.

“**Association**” means the National Parks Association of NSW Inc;

“**Councillor**” means a person elected, appointed or coopted to State Council;

“**Executive**” means the Executive of the Association;

“**Honorary Secretary**” means the member who for the time being holds the office of Honorary Secretary to State Council;

“**Honorary Treasurer**” means the member who for the time being holds the office of Honorary Treasurer to State Council;

“**member**” means a member under Part VII;

“**national park**” means any national park, state conservation area, nature reserve, flora or fauna reserve, recreation reserve, geological or archaeological reserve, wilderness or primitive area, or any lands or waters or submerged areas reserved for the protection of natural or cultural features;

“**the Act**” means the *Associations Incorporation Act 1984* or its replacement;

Note 1. The Act has been replaced by the *Associations Incorporation Act 2009* [NSW], which commenced on 1 July 2010. The 2009 Act contains requirements that are additional to or that vary from those under the 1984 Act.

Note 2. As no alterations have been made since the commencement of the 2009 Act, this Constitution is taken to comply with all requirements of the Act – see Schedule 4 of the Act (savings, transitional and other provisions).

“**voting member**” means a member of the Association eligible to vote at Branch or electorate General Meetings.

Part II – Objects

4 [Objects]

Note. See also By-Laws Part 2: Charitable Purposes (page 16).

- (1) The principal object of the Association is to achieve an adequate system of, and appropriate management for, national parks in New South Wales.
- (2) Without limiting the generality of sub-section (1), the particular objects of the Association include –
 - (a) securing the reservation of suitable areas as national parks;
 - (b) preservation in their natural condition, as far as possible, of the national parks of New South Wales;
 - (c) promotion of the wise management of national parks;
 - (d) promotion of the conservation of natural resources;
 - (e) education of the public as to the value of national parks and the need for environmental protection;
 - (f) promotion of public participation in environmental planning;
 - (g) promotion and conduct of investigation and research concerning national parks and the environment;
 - (h) influencing of Government, its departments and instrumentalities regarding the objects of the Association;
 - (i) conferring and liaising with other Australian organisations in pursuit of the objects of the Association;
 - (j) conferring and liaising with foreign and international bodies in pursuit of the objects of the Association;
 - (k) organisation of outdoor camps and excursions; and
 - (l) engaging in activities related generally to the maintenance and enhancement of the quality of the environment.

Part III – General organisation

5 [Composition of Association]

The Association shall comprise all those persons and organisations holding membership pursuant to sections 36 - 48.

6 [State Council and Executive]

- (1) The affairs of the Association are to be conducted by:
 - (a) the State Council, and
 - (b) the Executive.
- (2) State Council shall comprise Councillors as provided for by sections 9 - 15.

- (3) The policies of the Association shall be decided by State Council or the Executive.
- (4) The function of the Executive is to manage the affairs of the Association, but in undertaking this function the Executive must give effect to the policies, decisions and directions of the State Council.
- (5) The functions of State Council include the following:
 - (a) to provide a representative forum for Association members and affiliates, and
 - (b) to oversee the effective and efficient management of the Association, and
 - (c) to determine policies and long-term strategic plans for furthering the objects the Association, and
 - (d) to promote collaboration and coordination between the Executive, Branches Branch Committees and affiliates, and
 - (e) to elect members to the Executive in accordance with this Constitution, and
 - (f) to review the performance of the Executive, Branches and Branch Committees, and
 - (g) such other functions as are conferred by this Constitution.
- (6) Decisions of State Council and the Executive shall be binding on the whole Association until such decisions are rescinded.
- (7) Decisions of State Council may be rescinded by State Council or by resolutions of a majority of Branches provided that greater than one half the total number of voting members of the Association shall be attached to the Branches which so resolve.
- (8) Decisions of the Executive may be rescinded by State Council or by the Executive.

7 [Branches of the Association]

- (1) The Association shall be divided into Branches.
- (2) Each member may nominate the Branch to which that member shall be attached for the time being.
- (3) A member who fails to make a nomination pursuant to sub-section (2) may be attached to such Branch as State Council may decide on the basis of place of residence of that member.
- (4) State Council shall at all times have regard for the expressed wish of a member to belong to a particular Branch.

8 [Conferral of powers]

- (1) State Council and the Executive have power to do all such things as are necessary to further the objects of the Association, subject to this Constitution.
- (2) Branches shall have such powers as are vested in them by this Constitution and it is hereby expressly provided that any residual or unspecified powers are reserved to State Council.
- (3) State Council, the Executive and Branches shall at all times take reasonable steps to inform one another of their actions on matters of common concern provided that no action of the Association or its servants shall be open to challenge on the grounds of a failure to advise, or receive advice.

Part IV – State Council

Note. See also By-Laws Part 3: State Council (page 17).

Division I – Councillors

9 [Composition of State Council]

State Council shall comprise Councillors;

- (a) elected by a Branch at the Branch Annual General Meeting;
- (b) appointed as a delegate of an affiliate under section 64;
- (c) elected or coopted as an officer under section 17A; or
- (d) coopted to the State Council under section 15.

10 [Term of Councillors]

Except as provided for by Part VIA or by sections 11 and 12, a Councillor shall –

- (a) commence their term of office at the first Annual Meeting of State Council following their election or appointment; and
- (b) continue in office until the second Annual Meeting of State Council following their election or appointment; and
- (c) in the case of a coopted Councillor, commence their term of office at the time of cooption and continue in office until the next Annual Meeting of State Council following their cooption.

11 [Removal of Councillors]

- (1) A Councillor elected by a Branch may be removed from office during his or her term only –
 - (a) by resolution carried by not less than a two-thirds majority of a General Meeting of the Branch by which the Councillor was elected; and
 - (b) if written notice of motion to that effect is sent to every member attached to the Branch concerned not less than fourteen days prior to the date of the meeting at which the motion is to be considered.
- (2) Having resolved in General Meeting to remove a Councillor from office, a Branch shall immediately elect a Councillor in accordance with section 12.

12 [Casual vacancies]

- (1) Where a Councillor is elected by a Branch, a casual vacancy on State Council shall arise by virtue of the death, mental incapacity or resignation of the Councillor or by the operation of section 11.
- (2) A casual vacancy referred to in sub-section (1) shall be filled by a Councillor, duly elected by a Branch General Meeting, who shall serve until the first Annual Meeting of State Council following his or her election.

12A [Additional Councillor in lieu of officer]

- (1) Where a Councillor from a Branch is elected or coopted as an officer under Division 2, the Branch may elect a member of the Branch who is not an officer as an additional councillor to represent the Branch on State Council as if a casual vacancy had arisen and subsection 12(2) applies.

13 [Default Branch Councillor entitlement]

Each Branch may elect two Councillors.

14 [Additional Branch Councillor entitlement]

Note. See also By-Law 9.5 (2).

- (1) A Branch may elect more than two Councillors if and only if there are more than two hundred voting members attached to that Branch.
- (2) A Branch entitled to elect more than two Councillors shall elect those councillors according to the provisions of sub-section 14(3) provided that no Branch shall elect more than one third the total number of Councillors.
- (3) Branches with more than 200 members may elect more than 2 councillors as follows:
 - (a) where the Branch has more than 200 members but no more than 300 members – 3 councillors;
 - (b) where the Branch has more than 300 members but no more than 400 members – 4 councillors;
 - (c) where the Branch has more than 400 members but no more than 800 members – 5 councillors;
 - (d) where the Branch has more than 800 members – 6 councillors.
- (4) The Honorary Secretary shall give written advice to a Branch of its entitlement to elect more than 2 Councillors prior to the Branch Annual General Meeting referred to in section 11.
- (5) Nothing in this section implies any compulsion upon a Branch that it shall elect more than one Councillor.
- (6) A Branch which has resolved not to elect the full number of Councillors to which it is entitled shall give written advice of such resolution to the Honorary Secretary provided that a Branch may at any time rescind such advice.

15 [Coopted Councillors]

Note. See also By-Law 7.5 (page 29).

- (1) State Council may coopt a member of the Association as a Councillor.
- (2) The number of Councillors coopted under subsection (1) shall not at any time exceed 25 per cent of the total number of Councillors, or such other maximum percentage as determined by State Council.

Division 2 – Annual Meeting of State Council and election of officers**16 [Holding of Annual Meetings]**

- (1) Except as provided for by sub-section (2), the Annual Meeting of State Council shall be held after the Branch Annual General Meetings and before 31 October in each year.
- (2) State Council may hold an Annual Meeting notwithstanding the failure of a Branch to comply with any provision of section 30.

17 [Election of officers]

Note. See also By-Laws Part 6: Election procedures (page 26).

- (1) State Council shall elect officers at its Annual Meeting.
- (2) A member of the Association may nominate any other member of the Association for election as an officer.

- (3) State Council may determine the procedure for the election of officers, including the date on which nominations for the position of officers shall open and close.
- (4) The officers of State Council are –
 - (a) President;
 - (b) Senior Vice President;
 - (c) Vice President;
 - (d) Honorary Secretary;
 - (e) Honorary Treasurer; and
 - (f) four Executive Members.
- (5) Officers of State Council shall hold office until the first Annual Meeting of State Council following their election provided that –
 - (a) an officer who ceases to be a Councillor shall be deemed to have resigned from office; and
 - (b) an officer may be removed from office by resolution of State Council at an Extraordinary Meeting called pursuant to section 20 provided that such resolution is supported by not less than two thirds of the Councillors present and voting.
- (6) Officers of State Council shall be eligible for re-election.
- (7) At any State Council meeting, additional Executive Members may be elected with full voting rights, to a maximum number of three additional Executive Members
- (8) The additional Executive Members will serve until the next Annual Meeting of State Council.
- (9) Any office remaining unfilled at its Annual Meeting, and any casual vacancy occurring in any office of State Council, shall be filled as soon as practicable by election at an Ordinary Meeting.

17A [Ex officio Councillors]

Where a member of the Association, who is not already a Councillor, is elected or co-opted as an officer, or is appointed under section 18 as the chair or co-chair of a State Council Committee, the member is *ex officio* a councillor for the period during which the member is an officer or holds that appointment.

Division 3 – Committees and Assistant Officers**18 [Committees and Assistant Officers]**

Note. See also By-Laws 7.6, 7.7 and Part 8 (pages 29-32).

- (1) State Council may appoint committees and assistant officers to assist with the work of the Association and such appointments shall be reviewed annually.
- (2) Persons appointed under this section need not be Councillors.
- (3) For the purposes of this section a person appointed as delegate or representative of the Association to another organisation shall be deemed to be an assistant officer.
- (4) A committee appointed pursuant to this section may co-opt members unless the contrary is expressed in the resolution creating the committee.

Division 4 – Ordinary Meeting of State Council

19 [Ordinary Meetings]

Note. See also By-Laws Part 3: State Council (page 17).

- (1) State Council shall hold regular Ordinary Meetings to which the State Council officers and Executive Committee shall report on the affairs of the Association in such manner as the State Council may decide.
- (2) State Council Ordinary Meetings shall be held at least quarterly.
- (3) The Honorary Secretary shall cause notice of Ordinary Meetings to be sent to each Councillor and each Branch Secretary not less than fourteen days before each meeting, the business to be transacted appearing on the notices.
- (4) At State Council Meetings one third of the total number of Councillors shall constitute a quorum.
- (5) If within thirty minutes of the time appointed for a meeting a quorum is not present then the meeting shall stand adjourned to a date and time approved by a majority of those present and if a quorum is not present at the adjourned meeting then those present shall transact the business on the notice paper.
- (6) The President shall preside as chairperson at State Council Meeting provided that should the President be absent or unwilling to act then the Senior Vice President, or if the Senior Vice President is absent, the Vice President shall act as chairperson of a meeting.
- (7) Where the President and the Vice Presidents are either absent or unwilling to take the chair at a State Council meeting then the officers there present shall elect one of their number to be chairperson of the meeting.
- (8) The chairperson at State Council Meetings shall have both a deliberative and a casting vote.
- (9) Procedure at State Council Meetings shall be determined by resolution of State Council.

Division 5 – Extraordinary Meeting of State Council

20 [Extraordinary Meetings]

- (1) The Honorary Secretary shall call an Extraordinary Meeting of State Council within twenty-one days of receipt of a written request from not less than one third the total number of Branches or from not less than one third the total number of Councillors provided that such a request communicates the nature of the business to be transacted at the meeting.
- (2) The Honorary Secretary shall cause notice of an Extraordinary Meeting of State Council to be sent to each Councillor and to each Branch Secretary not less than fourteen days before the meeting, the business to be transacted at the meeting appearing on the notices.
- (3) Excepting formal business, only business appearing on the notice paper shall be transacted at an Extraordinary Meeting of State Council.

Division 6 – Voting at State Council Meetings

21 [Voting and proxies]

Note. See also By-Law 3.8.

- (1) Only Councillors present in person may vote at State Council meetings provided that a Councillor, or in the absence of a Councillor the Branch Committee concerned (if any), may appoint a member as a proxy to exercise the vote of that Councillor.
- (2) Appointment of a proxy for a Councillor shall be notified to State Council before the commencement of the meeting at which the vote of that Councillor is to be exercised.

Part V – Executive

Note. See also By-Laws Part 4: Executive (page 20).

22 [Composition of Executive]

The officers elected pursuant to section 17 shall comprise the Executive of State Council.

23 [Implementation of policy]

The Executive shall implement Association policy and may also consider, determine and take action upon matters, which State Council has not determined.

24 [Reporting to State Council]

Note. See By-Law 4.9.

- (1) The Executive shall report regularly to State Council.
- (2) The Executive shall take such further steps to keep Councillors informed of its actions as State Council may from time to time decide.

25 [Meeting procedures]

Note. See also By-Law 4.7.

- (1) The Executive shall meet as often as it considers necessary.
- (2) The President shall preside as chairperson at Executive meetings provided that should the President be absent or unwilling to act then the Senior Vice President or if the Senior Vice President is absent, the Vice President shall act as chairperson of the meeting.
- (3) Where both the President and the Vice Presidents are either absent or unwilling to take the chair at an Executive Meeting then the officers there present shall elect one of their number to be chairperson of the meeting.
- (4) The chairman at Executive meetings shall have both the deliberative and a casting vote.
- (5) Five officers shall form a quorum at Executive meetings.

26 [Co-opted Executive members]

Note. See also By-Law 7.4 (page 29).

The Executive shall have power to co-opt not more than three members of the Association to be officers, provided that such members shall not be entitled to vote at Executive meetings.

Part VI – Branches

27 [Formation of Branches]

A group of members in an area may, with the approval of State Council, form a Branch.

28 [Name of Branches]

The name of every Branch shall be preceded by the words National Parks Association of NSW.

29 [Branch Committees]

Note. See also By-Laws Part 9: Branch Committees.

- (1) The affairs of each Branch shall be conducted by an elected Branch Committee.
- (2) A Branch Committee shall have power to do all such things as are necessary to carry out the objects of the Association subject to this Constitution, By-Laws and the Branch Rules.
- (3) Each Branch General Meeting shall have the right to approve or rescind decisions of the Branch Committee concerned.

30 [Branch Annual General Meetings]

Note. See also By-Law 9.3 (page 34).

- (1) Each Branch shall hold an Annual General Meeting not later than 31 August in each calendar year.
- (2) The business transacted at a Branch Annual General Meeting shall include the presentation of Branch annual reports and financial statements, the election of Branch officers, the Branch Committee and a Councillor or Councillors.
- (3) Annual reports and financial statements presented at a Branch Annual General Meeting shall comply with any requirements made by State Council.
- (4) Each Branch Committee shall give not less than fourteen days written notice of an Annual General Meeting to all members attached to the Branch concerned, the business to be transacted being stated on the notice paper.

31 [Branch General Meetings]

- (1) Each Branch shall hold General Meetings to which the Branch officers and Branch Committee shall report on the affairs of the Association in such manner as the Branch may decide.
- (2) Branch General Meetings shall be held at least quarterly.
- (3) A Branch Annual General Meeting may be counted towards fulfilling the requirement of sub-section (2).

32 [Branch Extraordinary General Meetings]

- (1) An Extraordinary General Meeting shall be called either –
 - (a) as a Branch Committee thinks fit; or
 - (b) within twenty-eight days of receipt of a request from one third of the total number of voting members attached to the Branch concerned provided that the request includes or is accompanied by a statement of the reason for requiring an Extraordinary General Meeting.

- (2) A Branch Committee shall give at least fourteen days written notice of an Extraordinary General Meeting to all members attached to the Branch concerned.
- (3) Excepting formal business, only business appearing on the notice paper shall be transacted at an Extraordinary General Meeting.

33 [Compliance with Branch Rules]

Branch officers, committees, quora and meeting procedures shall be in accordance with Branch Rules.

34 [Voting eligibility at Branch Meetings]

Except as provided for by sections 38, 39 and 42, each financial member of the Association shall be eligible to vote at meetings of the Branch to which that member is attached.

35 [Election procedures]

Note. See also By-Law 9.3.

- (1) At an election of Branch officers where nominations exceed vacancies a ballot shall be conducted by a returning officer and scrutineers provided that the returning officer and scrutineers shall –
 - (a) be appointed by the meeting; and
 - (b) not be members of the Branch Committee.
- (2) At an election of Branch officers where a ballot is held, if there is one office to be filled then the voting system shall be preferential and if there is more than one office to be filled then the voting system shall be first past the post.

Part VIA – Electorates

35A [Formation of electorates]

Where State Council is of the opinion that an area of the State is not suitable as the locality of a Branch; State Council may constitute the members in the area as an electorate of State Council.

35B [Assignment of members to electorates]

Where in the opinion of State Council, no Branch of the Association is suitable for a member of the Association to be attached to pursuant to section 7, State Council may attach the member to an electorate.

35C [Annual elections]

State Council may cause an annual election to be held in an electorate.

35D [Election of Councillors]

An electorate may elect Councillors.

35E [Application of provisions to electorates]

Section 10, 11, 12, 13, 14, 15, 16 and 35 apply to an electorate as if the electorate were a Branch and the annual election held under section 35C were an Annual General Meeting of a Branch.

Part VII – Members

Division 1 – Member Classes

36 [Membership categories]

- (1) State Council may accept persons as members of the Association in whichever of the following categories of membership applies to them under the provisions of this Division:
 - (a) Ordinary;
 - (b) Household;
 - (c) Junior;
 - (d) Concessional;
 - (e) Honorary Life; and
 - (f) Corporate.

Life Members

- (2) Life membership of the Association, held either by an individual or a household, shall only be open to those persons holding Life Membership on the date upon which the Association becomes incorporated and after that date the Association shall accept no new Life Members.

37 Ordinary Members

- (1) Ordinary Membership shall be open to any person who has attained the age of eighteen years.
- (2) An ordinary member may vote at Branch or electorate meetings and hold elected office.

38 Household Members

- (1) Household Membership shall be open to a family or other group of persons sharing the one residence.
- (2) An application for Household Membership shall include the names of all persons on whose behalf the application is made.
- (3) Two members only of any family or other group of persons holding a Household Membership shall be –
 - (a) entitled to vote at Branch or electorate meetings; and
 - (b) eligible to hold elected office.
- (4) Subject to sub-sections (3) and (5), persons holding Household Membership shall enjoy all other membership rights excepting that Household Membership shall entitle the holders of any one such membership to receive jointly one copy only of Association publications, communications and notices.
- (5) Household Members under the age of eighteen years shall not be entitled to vote at Branch meetings or to hold elected office.

39 Junior Members

- (1) Junior Membership shall be open to a person under the age of eighteen years.
- (2) Junior Members shall not be entitled to vote at Branch meetings or to hold elected office.

40 Concessional Members

- (1) Concessional Membership shall be open to a person or a household who, in the opinion of the Branch

Committee concerned or of State Council, is financially disadvantaged.

- (2) An applicant for Concessional Membership shall furnish such evidence of financial disadvantage as the Branch Committee or State Council may require.
- (3) Concessional members shall have the same rights in relation to voting and the holding of elected office as Ordinary Members or Household Members, as the case may be.

41 Honorary Life Members

- (1) Honorary Life Membership may be conferred in recognition of outstanding service in pursuit of the objects of the Association.
- (2) Honorary Life Membership shall only be conferred by resolution of State Council provided that there shall not be more than sixteen Honorary Life Members of the Association at any one time.
- (3) Honorary Life Members have the same rights in relation to voting and the holding of elected office as Ordinary Members.

42 Corporate Members

- (1) Corporate Membership shall be open to a corporate body.
- (2) Excepting the right to hold elected office, Corporate Members shall have rights not less than those of Ordinary Members and may appoint a representative to exercise those rights provided that notice of the appointment has been conveyed to the Branch Committee concerned.

Division 2 – Member Expulsion and Suspension

43 [Disciplining of members]

- (1) Where State Council or the Executive is of the opinion that a member of the Association –
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution or the relevant Branch rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
 State Council or the Executive may, by resolution –
 - (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) Expulsion or suspension of membership takes effect immediately on the passing of a resolution referred to in sub-section (1),
- (3) State Council must consider a resolution of State Council or the Executive under sub-section (1) at its next meeting.
- (4) Where State Council or the Executive passes a resolution under sub-section (1), the Honorary Secretary shall, as soon as practicable, cause a notice in writing to be served on the person expelled or whose membership is suspended –
 - (a) setting out the resolution and the grounds on which it is based;
 - (b) stating that the person may address State Council at its next meeting, after service of the notice;

- (c) stating the date, place and time of that meeting; and
- (d) informing the person that the person may do either or both of the following –
 - (i) attend and speak at that meeting;
 - (ii) submit to State Council at or prior to the date of that meeting written representations relating to the resolution.
- (5) At a meeting of State Council held as referred to in sub-section (4), State Council shall –
 - (a) give to the person an opportunity to make oral representations;
 - (b) consider any written representations submitted to State Council by the person at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to rescind the resolution expelling, or suspending the membership of, the person.
- (6) Where State Council confirms a resolution expelling or suspending the membership of the person under sub-section (5), the Honorary Secretary shall, within 7 days after that confirmation, by notice in writing inform the person of the fact and of the person's right of appeal under section 45.
- (7) State Council must hold the meeting referred to in sub-section (3) not more than 4 months after the date of the resolution referred to in sub-section (1).

44 [Rescission of revocation of membership]

The provisions of section 5 notwithstanding, a resolution to revoke the membership of a member shall only be rescinded as provided for by section 43 (4) and section 45.

45 [Right of appeal of disciplined member]

- (1) A person may appeal to the Association in general meeting against a resolution of State Council under section 43 (4) to confirm the expulsion, or suspension of the membership of, the person, within 7 days after notice of the resolution is served on the person, by lodging with the Honorary Secretary a notice to that effect.
- (2) Upon receipt of a notice from a person under sub-section (1), the Honorary Secretary shall place the matter on the agenda of the next general meeting of the Association.
- (3) At a general meeting of the Association convened under sub-section (2):
 - (a) State Council, in the person of 1 Councillor appointed for the purpose, and the person shall be given the opportunity to present cases orally or in writing, or both; and
 - (b) the members present shall vote by secret ballot on the question of whether the resolution to confirm the expulsion or suspension of the person should be rescinded, and the membership of the person be reinstated.
- (4) State Council shall give effect to the result of the ballot referred to in sub-section
- (5) The general meeting of the Association referred to in sub-section (2) must be held not more than 6 months after the date of receiving the appeal referred to in sub-section (1).

Division 3 – Membership Subscriptions

46 [Subscriptions non-refundable]

In the event of the expulsion or voluntary resignation of a member the Association shall not be liable to refund in whole or part any membership subscription paid in respect of that membership.

47 [Fixing of subscriptions]

- (1) State Council shall fix the amount of membership subscription in each class of membership.
- (2) The Honorary Treasurer shall give not less than ninety days written notice to members of the date upon which a variation in the membership subscription in any class of membership is to have effect.

48 [Payment of subscriptions]

- (1) Membership subscriptions shall be due and payable to the Association at such times and in such manner as State Council may from time to time determine.
- (2) Any member whose subscription remains unpaid one hundred and twenty days after the date upon which payment fell due shall cease to be a member.

Part VIII – Finance and property

49 [Control of property]

- (1) Subject to any law regulating investment by registered charities the Association may acquire, hold and dispose of any real, financial and personal property whatsoever.
- (2) Subject to sections 50 and 51, control of the property of the Association shall be vested in State Council.

50 [Delegation of control of property]

- (1) Subject to this section the control of such proportion of the real, financial and personal property of the Association as State Council may from time to time determine may be delegated to any Branch.
- (2) A Branch to which control of property has been delegated shall –
 - (a) hold such property in trust for the whole Association.
 - (b) apply such property towards furthering the objects of the Association.
 - (c) comply with any directions of State Council with respect to that property; and
 - (d) make such reports of its dealings as State Council may require.

51 [Branch Operating Allowance]

Note. See also By-Law 10.3 (page 37).

- (1) Notwithstanding any discretion conferred by section 50(1) and subject to section 50(2), State Council shall delegate control of a proportion of the monies received as membership subscriptions to each Branch.
- (2) Monies controlled by a Branch subject to this section shall be known as the Branch Operating Allowance.
- (3) The Branch Operating Allowance shall be based upon a formula which shall –

- (a) be determined by State Council;
 - (b) take into account the number of members of the Association attached to each Branch and such other matters as State Council deems relevant; and
 - (c) be reviewed at least annually.
- (4) Monies comprising a Branch Operating Allowance shall be transferred to each Branch at least once in each calendar year.
- (5) The transfer of a Branch Operating Allowance shall not prevent the delegation of control of property pursuant to section 50 over and above the value of the Branch Operating Allowance.

52 [Transfer of funds between branches]

The transfer of any funds between Branches shall be notified to the Executive within thirty days by the parties to each transaction.

53 [Keeping of accounts]

Note. See also Part 5, *Associations Incorporation Act 2009* [NSW]; Part 3, *Associations Incorporation Regulation 2016* [NSW]; s.24 *Charitable Fundraising Act 1991* [NSW]; Subdivision 60-C, *Australian Charities and Not-for-profits Commission Act 2012* [Cth]; Division 60 *Australian Charities and Not-for-profits Commission Regulation 2013* [Cth].

The Executive and each Branch shall cause proper accounts to be kept which shall be audited at least annually.

54 [Appointment of auditors]

Note. See also By-Law 7.10.

State Council shall appoint auditors of the accounts of the Association and may appoint auditors of the accounts of the Branches at its Annual Meeting.

55 [Financial year]

Note. See also By-Law 10.1 (page 37).

- (1) State Council shall be responsible for fixing the date upon which the financial year of the Association shall end.
- (2) The Honorary Treasurer shall give not less than twelve months written notice to each Branch Committee of the date upon which any decision to alter the financial year of the Association is to have effect.

56 [Investment and banking]

- (1) The Executive shall have power to make such investments and banking arrangements as it thinks fit.
- (2) Subject to section 50, each Branch Committee shall have power to make such investments and banking arrangements as it thinks fit.
- (3) The title of any banking account or investment shall include the name of the Association.

57 [Acceptance of donations etc.]

The Association may accept donations, gifts, devises and bequests of financial, real and personal property.

58 [Real property]

- (1) A decision to purchase, mortgage, lease, sell or transfer real property shall only be made by resolution supported by not less than a two thirds majority of those present and voting at a meeting of State Council.

- (2) Not less than fourteen days written notice shall be given of any motion proposed pursuant to sub-section (1) to all those entitled to vote thereon.
- (3) No purchaser, mortgagee, lessee, transferee or vendor shall be concerned to inquire as to whether the provisions of this section have been complied with.

59 [Application of property]

Note. See also sections 5 and 40, *Associations Incorporation Act 2009* [NSW].

- (1) The financial, real and personal property of the Association and any income derived there from shall be applied solely for the promotion of the objects of the Association and no portion thereof shall be paid or transferred by way of dividend or bonus or otherwise to the members of the Association.
- (2) Nothing in this section shall prevent the payment of remuneration in return for services actually rendered to the Association.

Part IX – National Parks Journal

60 [Publication of Journal]

State Council may in its discretion publish or cause to be published a periodical known as “National Parks Journal”.

61 [Delegation of production]

The production of “National Parks Journal” may be delegated to a Branch or to any person or organisation approved by State Council.

62 [Cost of production]

The costs of producing and distributing “National Parks Journal” shall be met from membership subscriptions or from income received in connection with “National Parks Journal” and shall be separately accounted for in the annual financial statement of State Council.

63 [Notices in Journal taken to be written notice]

In this Constitution a provision that written notice of any matter be sent to members of the Association shall be satisfied if the notice appears in an issue of “National Parks Journal” posted not less than the required period in advance.

Part X – Affiliations

64 [Affiliation by State Council]

- (1) At the discretion of State Council the Association may affiliate with other organisations.
- (2) State Council may invite an affiliate to appoint delegates to attend meetings of State Council and in such number as State Council determines.
- (3) A delegate to State Council under sub-section (2), is, during the currency of the delegate’s appointment, deemed to be a Councillor and is eligible to be elected as an officer under section 17.

65 [Affiliation by Branches]

- (1) A Branch may, at the discretion of the Branch Committee, affiliate with other organisations.
- (2) The Branch may accept delegates appointed by the affiliate provided that the total number of delegates from organisations affiliated to the Branch is not greater than 25% of the Branch's membership.
- (3) An affiliation under this section and the number of delegates granted to the Affiliate is subject to the approval of State Council.

66 [Concordance with objects]

Any affiliation approved by State Council or a Branch Committee shall accord with the objects of the Association.

66A [Subscription fees]

An affiliate shall pay a subscription fees as if the affiliate were a corporate member.

Part XII – By-Laws and Rules**67 [By-Laws]**

Note 1. See NPA By-Laws 2018 (pages 15–49).

Note 2. By-Laws are required to be regularly reviewed – see By-Law 1.6 (page 15).

State Council may make By-Laws not inconsistent with this Constitution which shall be observed by all members of the Association.

68 [Branch Rules]

A Branch may make Branch Rules which shall be observed by all members of the Branch.

69 [Branch Committee Rules]

A Branch Committee may make Branch Committee Rules not inconsistent with Branch Rules which shall be observed by all members of the Branch.

70 [Consistency with Constitution and By-Laws]

Branch Rules and Branch Committee Rules shall not be inconsistent with this Constitution or By-Laws.

71 [Notification of Rules]

The introduction of a new Branch Rule or Branch Committee Rule or the alteration or repeal of an existing rule shall be notified to State Council within fourteen days.

72 [Notification of By-Laws]

The introduction of a new By-Law or the alteration or repeal of an existing By-Law shall be notified to each Branch within fourteen days.

Part XIII – General Meetings**Division 1 – Annual General Meeting****73 [Holding of Annual General Meetings]**

Note. See also By-Law 5.4.

- (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association shall hold its first annual general meeting –
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the Association.
- (3) Sub-sections (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

74 [Business at Annual General Meetings]

Note. See also By-Law 5.4.

- (1) The annual general meeting of the Association shall, subject to the Act and to section 73 of this Constitution, be convened on such date and at such place and time as the Executive thinks fit.
- (2) The business to be transacted at an annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Division 2 – Special General Meeting**75 [Special General Meetings]**

Note. See also By-Law 5.5.

- (1) State Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) State Council shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Honorary Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If State Council fails to convene a special general meeting to be held within 1 month after the date on

which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in sub-section (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Division 3 – Procedures for General Meeting

76 [Meeting procedures]

Note. See also By-Laws Part 5: General meetings (page 23).

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided in sub-section (1) specifying, in addition to the matter required under sub-section (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting.

77 [Quorum]

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote at a Branch Meeting under section 34 or a meeting of an electorate under section 35E is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an 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 shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

78 [Chair of meetings]

Note. See also By-Law 5.3.

- (1) The President or, in the President's absence, the Senior Vice-President, or if the Senior Vice President is absent, the Vice President shall preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-Presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

79 [Adjournment of meetings]

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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 general meeting is adjourned for 14 days or more, the Honorary Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-sections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

80 [Voting by members and proxies]

Note. See also By-Laws Part 5: General meetings (page 23).

- (1) Upon any question arising at a general meeting of the Association a member entitled to vote has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

81 [Appointment of proxies]

Note. See also By-Law 5.6.

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Honorary Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) State Council may make a by-law prescribing the form of a notice appointing a proxy.

Part XIV – Special resolution

82 [Special resolution—definition]

Note. See s.39, *Associations Incorporation Act 2009* [NSW], which supersedes this definition.

A resolution of the Association is a special resolution if –

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) where it is made to appear to the Corporate Affairs Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Corporate Affairs Commission.

Part XV – Miscellaneous

83 [Insurance]

- (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under sub-section (1), the Association may effect and maintain other insurance.

84 [Alteration of Constitution]

Note 1. See also s.10, *Associations Incorporation Act 2009* [NSW].

Note 2. The Constitution is required to be regularly reviewed – see By-Law 1.6 (page 15).

This Constitution may be altered, rescinded or added to only by a special resolution of the Association.

85 [Common seal]

Note. See also s.22, *Associations Incorporation Act 2009* [NSW].

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of State Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive or of 1 member of the Executive and the Public Officer.

86 [Winding-up of Association]

Note. See Part 6, *Associations Incorporation Act 2009* [NSW].

- (1) The Association may be voluntarily wound-up only by means of a special resolution.
- (2) Any special resolution winding-up the Association shall nominate a charity registered under the *Charitable Fundraising Act, 1991*, or its replacement, or exempted from registration under that Act, in which the surplus property of the Association is to vest pursuant to section 53(2) of the Act.

87 [Notification of constitutional alterations]

Note. See also clause 16, *Charitable Fundraising Regulation 2015* [NSW]; s. 65-5 *Australian Charities and Not-for-profits Commission Act 2012* [Cth].

A proposed alteration of this Constitution shall be notified to the Minister administering the *Charitable Fundraising Act, 1991*, in the manner required by the regulations under that Act or its replacement.

88 [Charitable Fundraising Act 1991]

Note. See conditions of Charitable Fundraising Authority 12368 issued 27 August 2015, expiry date 26 August 2020.

The Association shall comply with such of the provisions of the *Charitable Fundraising Act, 1991*, or its replacement, and the regulations thereunder as are applicable to it.

89 [Access to records by members]

State Council shall cause the minutes of general meetings and the accounts and financial records of the Association to be open to inspection, free of charge, by a member at any reasonable hour.

90 [Liability of members]

The liability of a member to contribute towards the payments of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

91 [Register of members]

Note. See also By-Law 12.7 (page 41).

State Council shall cause to be kept a register of:

- (a) Members – specifying the name and address of each person who is a member together with date upon which the person became a member, and
- (b) Affiliates – specifying the name and address of each organisation that is an affiliate, together with the date upon which the organisation became an affiliate and the name and address of its nominated delegates.

92 [Delegation by State Council]

Note. See also By-Laws Part 11: Delegation (page 38).

- (1) State Council may by resolution delegate to any person a function or power under this Constitution.
- (2) The person to whom any functions or powers have been delegated must exercise them in accordance with any directions of the State Council.
- (3) A power so exercised is taken to be exercised by the State Council.
- (4) State Council and the Executive may continue to exercise the functions or powers delegated.

Historical notes

1. The Association was originally established as an unincorporated association. Inaugural meetings were held on 6 November 1956 (Hunter-Manning Region), 16 February 1957 (Central Region) and 4 April 1957 (State Council).
2. Previous constitutions came into force on 11 October 1957, 9 February 1976 and 30 November 1984.
3. The present Constitution came into force upon incorporation of the Association under the *Associations Incorporation Act 1984* [NSW] on 13 September 1988.
4. Incorporation is currently held under the *Associations Incorporation Act 2009* [NSW] (registration number Y00789-26).
5. The Association is listed on the Australian Business Register (ABN 67 694 961 955) and is registered for Goods and Services Tax (GST).
6. The Association obtained registration under the *Charitable Collections Act 1934* [NSW] circa 1959. It currently holds a fundraising authority under the *Charitable Fundraising Act 1991* [NSW] (FA 12368 issued 27 August 2020, expires 26 August 2025).
7. Deductible gift recipient status was granted to the Association on 17 August 1982. The Association is currently listed as a specific environment recipient in Item 1 of the table to section 30-55 (2) of the *Income Tax Assessment Act 1997* [Cth].
8. The Association is endorsed as a charitable institution for the purpose of the following tax exemptions or concessions:
 - income tax exemption under Subdivision 50-B of the *Income Tax Assessment Act 1997* (from 1 July 2000)
 - GST concessions under Division 176 of *A New Tax System (Goods and Services Tax) Act 1999* (from 1 July 2006)
 - FBT rebate under section 123E of the *Fringe Benefits Tax Assessment Act 1986* (from 1 July 2005).
9. The Association was registered as a charity under the *Australian Charities and Not-for-profits Commission Act 2012* [Cth] on 3 December 2012 with the purpose “Another purpose beneficial to the community”. Upon commencement of the *Charities Act 2013* [Cth] on 1 January 2014, registration was transferred to the purpose “Advancing the natural environment”. Registration was extended on 21 March 2019 to include the additional purposes “Advancing education”, “Advancing culture” and “Advancing public debate”.
10. This edition is a compilation of the Association’s Constitution as in force at 1 December 2022. It includes notes and section headings (shown in blue type) that are provided for convenience, but which do not form part of the Constitution.

Table of alterations

Constitution of the National Parks Association of NSW Inc., commenced 13 September 1988, as altered by:

Alteration	Matter affected by alteration	How altered
Alteration approved by special resolution made on 3 Aug 2002	s.13: default Branch Councillor entitlement increased to 2	Amended
	s.14(1) & (2): additional Branch Councillor entitlement	Amended
	s.41(2): honorary life members	Amended
Alteration approved by special resolution made on 2 May 2009	s.1A: description of Association.	Inserted
	s.2: constitution to be binding on Executive.	Amended
	s.3: definitions of “affiliate”, “councillor”, “executive”, “member”, “national park”, “the Act”, “voting member”.	Amended
	s.6: new provisions clarifying the respective functions of the Executive and State Council in managing the Association’s affairs.	Substituted
	s.9: composition of State Council	Amended
	s.10: term of State Councillors.	Amended
	s.12A: Branch may elect additional councillor where a councillor is elected or coopted as an officer.	Inserted
	s.14(1) & (2): entitlement for additional Branch Councillors.	Amended
	s.15: cooption of State Councillors.	Substituted
	s.17: eligibility for election as an officer extended to wider membership.	Amended
	s.17(7) & (8): election of additional Executive members.	Inserted

Alteration	Matter affected by alteration	How altered
	s.17A: ex-officio State Councillors	Inserted
	s.19(1) & (2): frequency of State Council meetings.	Amended
	s.25(1): frequency of meetings of the Executive	Amended
	s.26: cooption of Executive members.	Amended
	s.30(2): appointment of Branches auditors.	Amended
	Part VIA: Electorates	Inserted
	Part VII: membership rights standardised across categories.	Amended
	ss.43-45: expulsion or suspension of members.	Amended
	s.54(2): appointment of Branches auditors.	Omitted
	ss. 52, 53, 56: certain financial responsibilities transferred from the State Council to the Executive.	Amended
	ss.64-65: expanded provisions relating to affiliates.	Amended
	s.66A: subscription fees payable by affiliates.	Inserted
	s.92: delegation of functions by the State Council.	Inserted
	ss. 4, 7, 8, 11, 12, 14, 17, 18, 20, 21, 23, 24, 28, 32, 46, 47, 50, 54, 76-78, 86-89, 91: minor drafting revision and corrections	Amended
	Division headings.	Inserted



Part I Preliminary

1.1 Status

- (1) These are the *National Parks Association of NSW By-Laws 2018*.
- (2) The By-Laws are made under section 67 of the Constitution.
- (3) In the event of any inconsistency between the By-Laws and the Constitution, the Constitution prevails.

Note: The NPA By-Laws commenced 3 March 2018, and were last amended on 25 September 2020. For amendment history, see Appendix G [page 83].

1.2 Purpose

The purpose of the By-Laws is to establish requirements and procedures not inconsistent with the Constitution that:

- (a) provide greater clarity, certainty, and effectiveness in the Association's governance and operation, and
- (b) clarify the duties and responsibilities of all positions, and
- (c) promote compliance with ACNC Governance Standards.

1.3 Definitions

- (1) In these By-Laws:

"ACNC Governance Standard" means a Governance Standard under Division 45 of the *Australian Charities and Not-for-profits Commission Regulation 2013* [Cth].

Note: ACNC Governance Standards are reproduced in Appendix A. Compliance with those standards is a requirement for maintaining registration as a charity.

"Constitution" means the Constitution of the National Parks Association of NSW Inc.

- (2) Words and expressions used in these By-Laws have the same meaning as in the Constitution, except as indicated otherwise.
- (3) Explanatory Guides, Notes, Examples and Appendices to these By-Laws are provided for convenience only and do not form part of the By-Laws. They may be modified, removed or added to without requiring a resolution under section 67 of the Constitution.

1.4 Repeal of previous By-Laws etc.

All other By-Laws, Branch Rules and Branch Committee Rules currently in force are hereby repealed.

1.5 Amendment or repeal of By-Laws

- (1) These By-Laws may only be amended or repealed by resolution of the State Council under section 67 of the Constitution.
- (2) Notice of a proposed resolution to amend or repeal these By-Laws is to be given:
 - (a) at the meeting preceding that at which the resolution is proposed to be put, and
 - (b) in the Association's journal, newsletters, website or other media.

1.6 Review of Constitution and By-Laws

The State Council is to review the continuing adequacy of, and the need for suitable alterations to:

- (a) the Constitution—within 2 years from the commencement of these By-Laws, and every 4 years thereafter, and
- (b) these By-Laws—every 2 years from the commencement date.

Note 1: A review of the NPA Constitution was considered at the State Council meeting held on 2 March 2019. It was resolved that:

- the review fulfilled the requirements of this clause
- no changes be made to the NPA Constitution.

The next review of the NPA Constitution is required to be commenced by March 2023.

Note 2: A review of the NPA By-Laws was considered at the State Council meeting held on 29 June 2019. The next review is required to be commenced by June 2021.

1.7 Governance policies

- (1) The State Council may adopt policies for promoting good governance of the Association.
- (2) A policy operates for a maximum term of 4 years from the date of its adoption.
- (3) Before remaking or renewing a policy, the State Council must review its continuing relevance and adequacy, and the need for any alterations.
- (4) Each policy currently in force is to be appended to these By-Laws.

Note. Refer to Appendix D.

1.8 Guide to structure of authority

An explanatory guide to the Association's structure of authority is to be appended to these By-Laws.

Note. Refer to Appendix E. This Guide provides a general overview of the Association's internal structure and governance.

Part 2 Charitable purposes

2.1 Outline

- (1) This Part provides clarification on matters relating to the Association's status as a charity.
- (2) In this part:
 - “**advance**” includes to protect, maintain, support, research and improve.
 - “**charity**” and “**charitable purpose**” have the same meaning as in the *Charities Act 2013* [Cth].

2.2 Objectives

The objectives of this Part are:

- (a) to clarify the Association's charitable purposes, and
- (b) to commit the Association to those purposes, consistent with ACNC Governance Standard 1.

2.3 Commitment to charitable purposes

- (1) The Association may only pursue charitable purposes, as associated with its objects.
- (2) Those purposes include:

Advancing the natural environment

- (a) to advance the natural environment—by promoting its protection, conservation, integrity and connectivity, and

Advancing culture

- (b) to advance cultural values co-existing with the natural environment—by promoting their protection, conservation, respect and appreciation, and

Note: The purpose of advancing culture includes the purpose of caring for, preserving and protecting Australian heritage—see section 16, Charities Act 2013 [Cth].

Advancing education

- (c) to advance environmental education—by promoting the community's appreciation of, respect for, and connection with nature, and

Promoting or opposing a change to law, government policy or practice

- (d) to promote public debate on law, policy and practice so as to further the Association's other charitable purposes, by:
 - (i) promoting, undertaking and publishing evidence-based research and analysis, and
 - (ii) preparing discussion papers, proposals and submissions, and
 - (iii) promoting public participation in legislative, policy and environmental planning processes, and
 - (iv) advocating to government, industry and the community,
 for public benefit and not aligned with any political party or candidate for political office.

- (3) The Association must not undertake, engage in or promote any activity for a purpose that would preclude or disqualify it from being a charity.

Note 1: Under the Charities Act 2013 [Cth], such activities would include those that:

- (a) are not a charitable purpose that is for public benefit,
- (b) are not incidental or ancillary to, and do not further or aid, the Association's charitable purposes,
- (c) are for a purpose that is unlawful or contrary to public policy (see Note 2),
- (d) are for the purpose of promoting or opposing a political party or a candidate for political office (see Note 3).

Note 2: Public policy includes the rule of law, the constitutional system of government, public safety and national security. Activities are not contrary to public policy merely because they are contrary to government policy.

Note 3: Distributing information, or advancing debate, about the policies of political parties or candidates for political office (such as by assessing, critiquing, comparing or ranking those policies) is not a disqualifying purpose—section 11, Charities Act 2013 [Cth].

Note 4: All political communication undertaken by the Association must comply with other relevant laws, including:

- *Commonwealth Electoral Act 1918 [Cth]*
- *Electoral Act 2017 [NSW]*
- *Electoral Funding Act 2018 [NSW]*
- *Lobbying of Government Officials Act 2011 [NSW].*

Part 3 State Council

3.1 Outline

This Part sets out duties, procedures and other matters relating to the State Council.

Note. The State Council comprises:

- (a) Councillors elected by branches, and
- (b) Councillors elected by electorates, and
- (c) delegates appointed by affiliates and
- (d) Councillors who are co-opted, and
- (e) the Chair of each State Council committee
- (f) each member of the Executive who is not otherwise a Councillor.

3.2 Objectives

The objectives of this Part are:

- (a) to clarify the duties held by State Councillors, and
- (b) to ensure that State Councillors know and understand their duties and responsibilities, consistent with ACNC Governance Standard 5, and
- (c) to determine State Council meeting procedures, and
- (d) to provide options for State Councillors to participate in State Council meetings where they are unable to attend in person.

3.3 General duties of State Councillors

Note: Under section 6 of the Constitution, the State Council holds various functions, including election and oversight of the Executive, strategic policy and planning, and coordination across the Association. This clause lists general duties that a State Councillor is expected to perform in accordance with their role.

General duties of a State Councillor include:

- (a) to regularly attend and contribute to State Council meetings,
- (b) to keep abreast of the Association's affairs,
- (c) to regularly report and provide advice on matters related to any branch, committee or portfolio area with which the Councillor is associated,
- (d) to review strategy by constructive planning, questioning and suggestion, and
- (e) to perform and maintain familiarity with relevant legal duties,

Note: These include the following duties described in ACNC Governance Standard 5:

- to act with reasonable care and diligence
 - to act in good faith in the Association's best interests and for a proper purpose
 - not to improperly use information or position
 - to disclose conflicts of interest
 - to ensure that financial affairs are managed responsibly
 - not to allow the Association to operate while insolvent.
- (f) to apply any special skills that the Councillor brings to the position,
 - (g) to apply good interpersonal skills, including to work as a group, to communicate personal points of view, and to listen to and respect other points of view.

3.4 Induction of State Councillors

Upon commencement of each term of office, a State Councillor is to receive written confirmation of their election or appointment, induction materials and any training requested by the Councillor that together provides a clear understanding of the Councillor's term of office, duties, responsibilities and expectations relating to the position.

3.5 Meeting procedures

Holding of meetings

- (1) Meetings of the State Council are to be held:
 - (a) as agreed upon at the last preceding meeting, or
 - (b) in the event of urgent or unforeseen circumstances—as determined by the President, or
 - (c) in the case of an Extraordinary Meeting of State Council—in accordance with section 20 of the Constitution.

Notice of meetings

- (2) To the extent possible, the Secretary is to give notice of a proposed meeting to each State Councillor and each Branch Secretary at least 12 weeks prior to the meeting date, together with details of the dates by which agenda items, proposed resolutions on notice and reports are to be received.
- (3) Final notice of a proposed meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each State Councillor and each Branch Secretary at least 14 days prior to the meeting date.

Note: This is required by sections 19 (3) and 20 (2) of the Constitution. Where possible, longer notice should be given (for example, 21 days).

- (4) Each meeting is to be notified to members by notice given in the Association's Journal, newsletters, website or other media.

Conduct of meetings

- (5) The Chair:
 - (a) is responsible for the general conduct of meetings, and
 - (b) may require the adoption of any procedure that, in the Chair's opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
 - (c) is to act as a 'first among equals', and
 - (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 19 (6) and (7) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other State Councillor.

Meeting technology

- (6) A meeting may be held at 2 or more venues using any technology that gives each of its members a reasonable opportunity to participate.
- (7) A State Councillor who participates in a meeting using that technology is taken to be present at the meeting and, if the Councillor votes at the meeting, is taken to have voted in person.

Other attendees

- (8) Members and staff of the Association, invited members of the public and external advisors may:

- (a) attend all meetings, and
- (b) with the consent of the Chair, participate in discussion,

but subject to any determination by the Chair that persons other than State Councillors not attend any particular meeting or part of a meeting dealing with confidential matters.

Approval of agenda

- (9) The proposed agenda is to be approved at the commencement of each meeting. No matters are to be added to the proposed agenda other than those determined to be urgent business.

Disclosure of interests

- (10) If:
- (a) a person who participates in a State Council meeting has, or could be perceived to have, a direct or indirect material interest in a matter being considered or about to be considered at a meeting, and
 - (b) the interest could be perceived by an independent observer to raise a conflict with the proper performance of the person's duties in relation to the consideration of the matter,

the person must, as soon as possible after the relevant facts have come to the person's knowledge, disclose to the meeting the nature of the interest concerned. A person includes a State Councillor, a staff member or any member of the Association.

Note. This requirement supports compliance with ACNC Governance Standard 5 (Duties of responsible entities). Matters disclosed will be recorded in the minutes, and must be dealt with in accordance with section 31 of the *Associations Incorporation Act 2009* [NSW]. Conflicts of interest must be managed in accordance with Governance Policy DI (see By-Laws, Appendix D).

Decisions and voting

- (11) Decisions should wherever possible be made by consensus. If it appears that consensus cannot be achieved on a matter within the remaining time available, the Chair must determine whether the meeting wishes to:
- (a) defer the matter to a later time or date (because there would seem reasonable prospects for achieving consensus through further consultation), or
 - (b) proceed to a vote (because the prospects for achieving consensus would seem unlikely).
- (12) A resolution put to the vote at a meeting must be decided on a show of hands unless a written ballot is demanded by the Chair or by two or more State Councillors.
- (13) A written ballot may be demanded:
- (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.

- (14) Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how they are to be cast.

- (15) The Chair's declaration of the result must reflect all votes cast whether in person or by proxy.

- (16) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 19 (8) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

- (17) In the event of any question arising as to the validity or intention of a vote, the decision of the Chair, or in the case of an election, the Returning Officer, is final.

Minutes

- (18) Minutes are to be recorded and tabled for approval at the next State Council meeting. Approved minutes must be signed by the Chair.

- (19) The vote of a State Councillor on a particular matter (other than in an election), together with their reason for so voting, is to be recorded in the minutes if the Councillor specifically so requests.

Note: Draft minutes should preferably be circulated within two weeks from the date of the meeting.

3.6 Alternate State Councillors

A person who is elected by a branch as an Alternate State Councillor is entitled to vote at a State Council meeting only in the absence of a State Councillor for whom he or she is elected to act as an alternate.

Note: Notice of the Alternate's election must be previously notified to the Secretary in accordance with By-Law 9.3 (5).

3.7 Circular resolutions

- (1) The State Council may pass a circular resolution without a State Council meeting being held.
- (2) A circular resolution cannot be used to remove an officeholder, or expel or suspend a member.
- (3) A circular resolution is passed if a majority of all State Councillors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subclauses (4) or (5).
- (4) Each State Councillor may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (5) The Secretary may send a circular resolution by email to the State Councillors, and the State Councillors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (6) A circular resolution is passed when the last State Councillor signs or otherwise agrees to the resolution in the manner set out in subclauses (4) or (5).
- (7) Minutes of the resolution are to be presented for confirmation at the following meeting.

3.8 Proxy voting

- (1) An instrument appointing a proxy under section 21 of the Constitution is valid only where the instrument:
 - (a) is made using the proxy form provided with the notice of meeting, and
 - (b) is made by a State Councillor who is not an Alternate State Councillor, and
 - (c) if it appoints an undirected proxy—appoints as proxyholder a person (not including a State Councillor) who is a member of the same Branch Committee or State Council committee as the person appointing the proxy, and

Note: This allows another committee member to attend, speak and vote as a substitute delegate.
 - (d) if it appoints a directed proxy—appoints the Chair of the meeting as the proxyholder, and

Note: This allows an absentee Councillor to vote without sending a substitute delegate, but does not allow any input to motions that may arise at the meeting.
 - (e) is signed or otherwise authenticated by the State Councillor appointing the proxy, and
 - (f) is received at the street, postal or electronic address specified in the notice of meeting to which the instrument relates, and
 - (g) is received by 9.00 am on the day prior to the meeting to which the instrument relates.
- (2) A proxy form may be lodged:
 - (a) as an electronic form in which data is inserted into separate fields, or
 - (b) as a scanned, printed or hand-filled copy.

Undirected proxies

- (3) An undirected proxyholder may speak, act and vote at the appointed meeting as the proxyholder sees fit, but may not hold more than one proxy.

Directed proxies

- (4) The Chair, acting as a directed proxyholder, must vote in the manner directed by each instrument of appointment. The absence of a voting direction in relation to any matter is taken to be a direction to abstain from voting on that matter.

3.9 Annual Meeting

Business transacted at the Annual Meeting of State Council is to include:

- (a) appointment of the Chair for that meeting,
- (b) election of officers,
- (c) appointment of additional State Councillors (if any),
- (d) appointment of delegates or representatives to other organisations,
- (e) nominations for appointments by external bodies,
- (f) appointment of Auditor,
- (g) meeting dates and locations for the following year.

Note 1: The appointment of a Chair under section 19 (7) of the Constitution is necessary as the office of President and all other Executive positions fall vacant upon commencement of the meeting. The person chosen as Chair should not be a candidate for election. Any directed proxy votes are held by the Chair.

Note 2: For procedures relating to the election of the Executive, refer to Part 6. For procedures relating to appointments to other positions, refer to Part 7.

3.10 Electronic ballots

- (1) The State Council may hold an electronic ballot to determine any issue or proposal (including the election or appointment of officeholders).
- (2) An electronic ballot for the election of Executive members is to be conducted by the Returning Officer in accordance with clauses 6.7 and 6.7B.

Part 4 Executive

4.1 Outline

This Part sets out duties, procedures and other matters relating to the Executive.

Note. The Executive comprises:

- (a) the President, Senior Vice President, Vice President, Secretary, Treasurer, and up to 4 general members elected under section 17 (1) of the Constitution, and
- (b) any additional members elected under section 17 (7) of the Constitution, and
- (c) any additional (non-voting) members co-opted under section 26 of the Constitution.

4.2 Objectives

The objectives of this Part are:

- (a) to clarify the duties held by Executive members, including additional duties held by office-bearers, and
- (b) to ensure that Executive members know and understand their duties and responsibilities, consistent with ACNC Governance Standard 5, and
- (c) to determine meeting and other procedures relating to the Executive, and
- (d) to support the ability of the State Council to monitor decisions by the Executive.

4.3 General duties of Executive members

Note: Under section 6 of the Constitution, the Executive holds the function of managing the Association's affairs, subject to policies, decisions and directions of the State Council. This clause lists general duties that an Executive member is expected to perform in accordance with their role.

General duties of an Executive member include:

- (a) to regularly attend and contribute to Executive meetings,
- (b) to keep abreast of the Association's affairs,
- (c) to regularly report and provide advice on matters related to any committee or portfolio area with which the Executive member is associated,
- (d) to review strategy by constructive planning, questioning and suggestion,
- (e) to perform and maintain familiarity with relevant legal duties,

Note. These include the following duties described in ACNC Governance Standard 5:

- to act with reasonable care and diligence
 - to act in good faith in the Association's best interests and for a proper purpose
 - not to improperly use information or position
 - to disclose conflicts of interest
 - to ensure that financial affairs are managed responsibly
 - not to allow the Association to operate while insolvent.
- (f) to apply basic financial and accounting literacy,
 - (g) to apply any special skills that the member brings to the position,
 - (h) to apply good interpersonal skills, including to work as a group, to communicate personal points of view, and to listen to and respect other points of view.

4.4 Duties of office-bearers

Note: Office-bearers hold additional duties to those held in their capacity as an Executive member.

President

- (1) It is the duty of the President:
 - (a) to chair general meetings, State Council meetings and Executive meetings,
 - (b) to supervise the Chief Executive Officer,
 - (c) to represent the Association at public occasions and important meetings,
 - (d) to review significant media or other public statements,
 - (e) to oversee preparation of the Annual Report,
 - (f) to deal with urgent matters,
 - (g) to regularly report on the current state of the Association.

Senior Vice President and Vice President

- (2) It is the duty of the Senior Vice President and the Vice President to assist the President in carrying out the duties of the President.

Secretary

- (3) It is the duty of the Secretary:
 - (a) to prepare agendas and notify relevant members of the time and place of general meetings, State Council meetings and Executive meetings,
 - (b) to ensure that accurate minutes are kept of proceedings at general meetings, State Council meetings and Executive meetings,
 - (c) to ensure that accurate registers are maintained in relation to the membership of the Association and of all appointments to positions,
 - (d) to act as the Public Officer under the *Associations Incorporation Act 2009*,
- Note:** The Secretary holds the position of Public Officer *ex officio*. Refer to By-Law 7.9.
- (e) to keep the Chair of meetings informed of matters affecting the validity of meeting proceedings,
 - (f) to periodically report to the Executive and State Council on matters relating to the proper governance of the Association.

Treasurer

- (4) It is the duty of the Treasurer:
 - (a) to oversee the management of the Association's financial affairs,
 - (b) to ensure that accurate financial accounts and records are kept,
 - (c) to monitor income, expenditure and cash flow, review financial reporting processes and develop suitable policies,
 - (d) to chair the Finance Committee,
 - (e) to oversee preparation of the Annual Budget,
 - (f) to regularly report to the Executive and State Council on the current financial state of the Association,
 - (g) to liaise as necessary with the Auditor.

4.5 Induction of Executive members

Upon commencement of each term of office, an Executive member is to receive written confirmation of their election or appointment, induction materials and any training requested by the member that together provides a clear understanding of the member's term of office, duties, responsibilities and expectations relating to the position.

4.6 Resignation of Executive members

- (1) An Executive member may resign office by giving the Secretary a signed notice of resignation.
- (2) The resignation takes effect on the day it is received by the Secretary or, if a later day is specified in the resignation, on that later day.
- (3) If an office-bearer position falls vacant due to resignation or any other cause, the Executive may appoint one of the other Executive members to act in that position until the vacancy is filled.

Note: For vacancies in the office of Secretary, see clause 7.9 (4).

4.7 Meeting procedures

Holding of meetings

- (1) Meetings of the Executive are to be held as the Executive may determine, provided that at least 6 meetings are held between each annual general meeting.
- (2) The President must convene a meeting of the Executive if requested to do so by any two Executive members.

Notice of meetings

- (3) Notice of a proposed meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each member of the Executive at least 7 days prior to the meeting date, unless the meeting is an urgent meeting (in which case reasonable notice must be given).

Conduct of meetings

- (4) The Chair:
 - (a) is responsible for the general conduct of meetings, and
 - (b) may require the adoption of any procedure that, in the Chair's opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
 - (c) is to act as a 'first among equals', and
 - (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 25 (2) and (3) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other Executive member.

Meeting technology

- (5) A meeting may be held at 2 or more venues using any technology that gives each of its members a reasonable opportunity to participate.
- (6) An Executive member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Other attendees

- (7) [Omitted]
- (8) The Executive may invite any person to attend an Executive meeting as an observer or as a non-voting participant.

Approval of agenda

- (9) The proposed agenda is to be approved at the commencement of each meeting. No matters are to be added to the proposed agenda other than those determined to be urgent business.

Disclosure of interests

- (10) If:
 - (a) a person who participates in an Executive meeting has, or could be perceived to have, a direct or indirect material interest in a matter being considered or about to be considered at a meeting, and
 - (b) the interest could be perceived by an independent observer to raise a conflict with the proper performance of the person's duties in relation to the consideration of the matter,

the person must, as soon as possible after the relevant facts have come to the person's knowledge, disclose to the meeting the nature of the interest concerned. A person includes an Executive member, a staff member or any member of the Association.

Note: This requirement supports compliance with ACNC Governance Standard 5 (Duties of responsible entities). Matters disclosed will be recorded in the minutes, and must be dealt with in accordance with section 31 of the *Associations Incorporation Act 2009 [NSW]*. Conflicts of interest must be managed in accordance with Governance Policy DI (see *By-Laws, Appendix D*).

Decisions and voting

- (11) Decisions should wherever possible be made by consensus. If it appears that consensus cannot be achieved on a matter within the remaining time available, the Chair must determine whether the meeting wishes to:
 - (a) defer the matter to a later time or date (because there would seem reasonable prospects for achieving consensus through further consultation), or
 - (b) proceed to a vote (because the prospects for achieving consensus would seem unlikely).
- (12) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 24 (4) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

Minutes

- (13) Minutes are to be recorded and tabled for approval at the next Executive meeting. Approved minutes must be signed by the Chair.
- (14) The vote of a member on a particular matter, together with their reason for so voting, is to be recorded in the minutes if the Councillor specifically so requests.

Note: Draft minutes should preferably be circulated within one week from the date of the meeting.

4.8 Circular resolutions

- (1) The Executive may pass a circular resolution without an Executive meeting being held.
- (2) A circular resolution is passed if all Executive members entitled to vote on the resolution (excluding any Executive members for whom leave of absence remains current who do not respond to the circular resolution) sign or otherwise agree to the resolution in the manner set out in subclauses (3) or (4).
- (3) Each Executive member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) The Secretary may send a circular resolution by email to the Executive members, and the Executive members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular resolution is passed when the last Executive member signs or otherwise agrees to the resolution in the manner set out in subclauses (3) or (4).
- (6) Minutes of the resolution are to be presented for confirmation at the following meeting.

4.9 Reporting

- (1) For the purpose of section 24 (2) of the Constitution, information that the Executive must provide to the State Council includes:
 - (a) regular reports presenting the current state of the Association's affairs, and
 - (b) approved minutes of each Executive meeting, and
 - (c) disclosure of any proposal, decision, transaction or other matter that is likely to significantly affect the Association's financial position, solvency, asset base or risk exposure, or that would represent a significant deviation from previously formulated strategy, policy or acceptable risk profile, and
 - (d) regular reports on the implementation of delegated authority, and
 - (e) any other requested information that is necessary for the State Council to exercise its functions under section 6 (5) of the Constitution.
- (2) As far as possible, such information is to be provided by means of continuous disclosure between State Council meetings.

4.10 Leave of absence

- (1) The Executive may by resolution grant leave of absence to an Executive member if for good cause the member is unable to perform some or all of the duties expected of their position.
 Examples: [leave might be granted because of ill health, medical treatment, annual holidays or overseas travel.](#)
- (2) While leave of absence remains current, an Executive member is excused from:
 - (a) attending Executive meetings, and
 - (b) responding to circular resolutions, and

- (c) if the terms of leave so stipulate—from performing such other duties held by the member.
- (3) If leave of absence is granted to an office-bearer, the Executive may appoint one of the other Executive members to act in that position for the duration.
- (4) This clause does not prevent an Executive member from attending or voting at Executive meetings or responding to circular resolutions while leave of absence remains current. However, if leave was granted because of any conflicted position held by the member, the member must not attend meetings in the capacity of an Executive member, nor vote or respond to circular resolutions.

4.11 Payments to Executive members

- (1) The Association must not pay fees to an Executive member for acting as an Executive member.
- (2) The Association may:
 - (a) pay an Executive member for work done for the Association, other than as an Executive member, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse an Executive member for expenses properly incurred by the Executive member in connection with Association affairs.
- (3) Any payment made under subclause (2) must be approved by the Executive.
- (4) A payment made under paragraph 2 (b) is taken to have been approved by the Executive if an authorised staff member has approved the payment in accordance with a current policy adopted under By-Law 1.7.
- (5) The Association may pay premiums for insurance indemnifying Executive members (including former Executive members), to the extent permitted by law.

Note. [Related party transactions must be managed in accordance with Governance Policy D2. Expenses are eligible to be reimbursed in accordance with Governance Policy D3. \(see By-Laws, Appendix D\).](#)

Part 5 General meetings

5.1 Outline

(1) This Part sets out procedures for convening and conducting general meetings, including requirements for proxy voting.

(2) In this Part:

“**annual general meeting**” means a general meeting of the Association held to consider the Annual Report, financial statements and Auditor’s report in respect of the preceding financial year.

“**special general meeting**” means a general meeting of the Association other than an annual general meeting.

5.2 Objectives

The objectives of this Part are:

- (a) to determine meeting procedures for general meetings in greater detail, and
- (b) to promote the accountability and transparency of the Association to its members at annual general meetings, consistent with ACNC Governance Standard 2, and
- (c) to ensure that members receive adequate information regarding matters to be considered at special general meetings, and
- (d) to facilitate significant member participation in special general meetings by establishing workable procedures for proxy voting.

5.3 Conduct of general meetings

(1) The Chair:

- (a) is responsible for the general conduct of meetings, and
- (b) may require the adoption of any procedure that, in the Chair’s opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
- (c) is to act as a ‘first among equals’, and
- (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 78 (1) and (2) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other member.

Meeting technology

- (2) A general meeting may be held at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (3) A person who participates in a general meeting using that technology is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.

Note. Meeting technology might be used:

- in combination with a face-to-face meeting, or
- in circumstances that preclude a face-to-face meeting being held.

5.4 Annual general meetings

Note: An annual general meeting is convened by the Executive under section 74 of the Constitution.

Notice of meetings

- (1) An annual general meeting is to be notified to members by notice given in the Association’s Journal, newsletters, website or other media.

Note: A minimum of 14 days’ notice is required under section 76 (1) of the Constitution. It is the intention that at least 28 days’ notice will be given.

- (1A) If the meeting is one to which clause 5.3 (2) applies, the notice must include details of the technology being used, and how to obtain any codes or links by which the meeting may be accessed.
- (2) A notice is to include, in addition to the matters required under section 76 of the Constitution, a statement to the effect that:
 - (a) the Annual Report, financial statements and Auditor’s report may be viewed on the Association’s website or at the Association’s office during ordinary business hours, and that printed copies may be obtained on request, and
 - (b) any member has the opportunity to ask questions concerning those documents or any aspect of the Association’s affairs, either from the floor of the meeting or by notice in writing to the Secretary received at least 7 days prior to the meeting.

Order of business

- (3) The order of business at an annual general meeting is to be as follows:
 - (a) announcement of results for the election of the Executive,
 - (b) confirmation of minutes of the last preceding annual general meeting, and of any special general meeting held since the last preceding annual general meeting,
 - (c) presentation of the Annual Report,
 - (d) presentation of financial statements and Auditor’s report,
 - (e) questions and comments by members,
 - (f) acceptance of the Annual Report (by formal resolution),
 - (g) acceptance of the financial statements and Auditor’s report (by formal resolution),
 - (h) any other business.

Questions and comments by members

- (4) The Chair must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on any aspect of the Association’s affairs.
- (5) Responses to questions placed on notice may be:
 - (a) incorporated in the address given by the President or other officers, or
 - (b) provided as part of a separate summary of answers at the beginning of question time.

Voting

- (6) A resolution put to the vote at an annual general meeting must be decided on a show of hands unless a written ballot is demanded by the Chair or by two or more voting members.
- (7) A written ballot may be demanded:
 - (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.
- (8) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 80 (3) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

Minutes

- (9) Minutes are to be recorded and tabled for approval at the next annual general meeting. Approved minutes must be signed by the Chair.

5.5 Special general meetings

Note: A special general meeting is convened by the State Council under section 75 of the Constitution.

Notice of meetings

- (1) A special general meeting is to be notified to members by:
 - (a) notice given in the Association's Journal, newsletters, website or other media, and
 - (b) written notice served on each membership by post or electronic transmission at an address recorded in the register of members.

Note: A minimum of 14 days' notice is required under section 76 (2) of the Constitution, or 21 days' notice if the meeting involves a special resolution. It is the intention that at least 28 days' notice will be given for special general meetings.
- (1A) If the meeting is one to which clause 5.3 (2) applies, the notice must include details of the technology being used, and how to obtain any codes or links by which the meeting may be accessed.
- (2) A notice is to include, in addition to the matters required under section 76 of the Constitution:
 - (a) the full text of each proposed resolution to be considered at the meeting, and
 - (b) an explanatory statement containing all information that is reasonably required by members to decide whether or not it is in the Association's interests to pass each proposed resolution, and
 - (c) summaries of the case 'for' and the case 'against' each proposed resolution, presented in plain language, and
 - (d) a statement to the effect that further documentation may be viewed on the Association's website or at the Association's office during ordinary business hours, and that printed copies may be obtained on request, and

- (e) in the case of the written notice served on each membership—a proxy form for each voting member comprised within that membership, containing the name and address of the voting member concerned, a security code to facilitate on-line authentication, and all necessary instructions for completion and lodgement.

Note: Detailed procedures relating to proxy voting are set out in By-Law 5.6.

Admittance to meeting

- (3) Members and visitors are to be admitted to the meeting only after producing suitable evidence of their identity.

Note: For example, a proxy form or a current membership card.

Voting materials

- (4) The following voting materials are to be employed to facilitate the counting of votes cast at the meeting:
 - (a) for matters determined by a written ballot—one or more ballot papers, and
 - (b) for matters determined by a show of hands—a voting card having a distinctive colour or design, to be raised when a vote is taken.
- (5) Voting materials are to be issued to persons admitted to the meeting as follows:
 - (a) each voting member who has not appointed a proxy must receive one set of ballot papers, and
 - (b) each undirected proxyholder must receive one set of ballot papers for each proxy held (up to a maximum of 5 sets of ballot papers), in addition to any set of ballot papers that the person may be entitled to receive as a voting member under paragraph (a), and
 - (c) each person referred to in paragraphs (a) and (b), and any voting member who has appointed a directed proxy, must receive one voting card only, irrespective of the number of sets of ballot papers (if any) that the person is entitled to receive, but all other persons admitted to the meeting must not receive any voting materials.

Independent Observer

- (6) The first business of the meeting must be to ratify the prior appointment by the State Council of the Independent Observer, being a person who is not a member of the Association or its staff, and who is widely respected for his or her ability to act in an impartial capacity.
- (7) The Independent Observer is to undertake the following duties:
 - (a) to observe meeting proceedings in regard to fairness and even-handedness, and to make any necessary recommendations to the Chair, and
 - (b) to act as a directed proxyholder for voting members who are unable to attend the meeting in person, and
 - (c) to observe the counting of directed proxy votes before the meeting, and
 - (d) to resolve any disputes that arise during the meeting.

Debate on proposed resolution

- (8) After a proposed resolution has been duly moved, speakers are to be heard alternately against and for the resolution.
- (9) The Chair must allow a reasonable opportunity for the members as a whole at the meeting to participate in the debate.

No amendment of special resolutions etc.

- (10) No amendments may be moved to a proposed special resolution or other resolution placed on notice other than those that rectify typographical, grammatical or similar minor errors, and which do not change the substance or intention of the resolution.

Voting

- (11) A resolution put to the vote at a special general meeting must be decided:
- if it is a special resolution or other resolution placed on notice—by a written ballot, or
 - if it is any other resolution—by a show of hands, unless a written ballot is demanded by the Chair or by two or more voting members.
- (12) On a show of hands, no person may cast more than one vote.

Note: Hence, no person is to be issued with more than one voting card. Refer to subclause (5).

- (13) A written ballot may be demanded:
- before a vote is taken, or
 - before the voting results on a show of hands are declared, or
 - immediately after the voting results on a show of hands are declared.
- (13A) A written ballot is to be conducted by the Returning Officer.
- (14) Before a vote is taken the Chair must:
- clearly indicate the applicable majority that is required for the resolution to be carried, and
 - inform the meeting whether any proxy votes have been received and how they are to be cast.
- (15) The Chair's declaration of the result must reflect all votes cast whether in person or by proxy.
- (16) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 80 (3) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

- (17) In the event of any question arising as to the validity or intention of a vote, the decision of the Chair is final, but only after the Chair has considered any recommendation made by the Independent Observer.

Minutes

- (18) Minutes are to be recorded and tabled for approval at the next General Meeting. Approved minutes must be signed by the Chair.

Notification of result

- (19) All members of the Association are to be notified in writing of the result as soon as practicable after the meeting.

5.6 Proxy voting

- This clause applies only to special general meetings.
- An instrument appointing a proxy under section 81 (1) of the Constitution is valid only where the instrument:
 - is made using the proxy form provided with the notice of meeting, and
 - if it appoints an undirected proxy—appoints a current financial member of the Association as the proxyholder, and

Note: This allows another member of the Association to attend, speak and vote at the meeting, but does not guarantee that a vote will be cast (for example, if the proxyholder fails to attend, or in the event that the proxyholder is appointed to receive more than the permitted number of proxies).

- if it appoints a directed proxy—appoints the Independent Observer as the proxyholder, and

Note: This guarantees that the member's vote will be cast as directed, but does not allow any input to the debate or to any procedural motions that may arise at the meeting.

- is signed or otherwise authenticated by the member appointing the proxy, and
- is received at the street, postal or electronic address specified in the notice of meeting to which the instrument relates, and
- is received no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- A proxy form may be lodged:
 - as an electronic form in which data is inserted into separate fields, or
 - as a scanned, printed or hand-filled copy.

Undirected proxies

- An undirected proxyholder may speak, act and vote as the proxyholder sees fit, but may not hold more than 5 proxies.

Note: The limitation on the number of proxies that may be held by a member is stipulated by section 80 (2) of the Constitution. To ensure compliance with this requirement, By-Law 5.5 (5) (b) restricts the number of ballot papers that may be issued to a proxyholder.

Directed proxies

- The Independent Observer, acting as a directed proxyholder, must vote in the manner directed by each instrument of appointment. The absence of a voting direction in relation to any matter is taken to be a direction to abstain from voting on that matter.

5.7 Postal or electronic ballots

- The Association may hold a postal or electronic ballot (as the State Council determines) to determine any issue or proposal (other than an appeal under section 45 of the Constitution).
- A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Associations Incorporation Regulation 2016*.

Note: Refer to Appendix F.

Part 6 Election procedures

6.1 Outline

(1) This Part establishes procedures for the election of the Executive, as provided under section 17 (3) of the Constitution.

(2) In this Part:

“**annual election**” means a general election of Executive members, the result of which is declared at an Annual Meeting of the State Council.

“**by-election**” means an election of Executive members (not being an annual election), the result of which is declared at an ordinary meeting of the State Council.

“**general Executive member**” means an Executive member who is not an office-bearer.

“**office-bearer**” means an Executive member holding one of the following offices:

- (a) President,
- (b) Senior Vice President,
- (c) Vice President,
- (d) Secretary,
- (e) Treasurer.

6.2 Objectives

The objective of this Part are:

- (a) to establish election rules and procedures that promote clarity, certainty, fairness and transparency, and
- (b) to ensure the suitability of candidates, consistent with ACNC Governance Standard 4.

6.3 Election principles

- (1) Elections are to be conducted independently of the Executive.
- (2) Elections are to be by way of secret ballot.
- (3) Electors unable to attend a ballot in person are to have the opportunity to vote by means of a directed proxy.
- (4) Electors are to have the opportunity to reject unsuitable candidates, even if an election is uncontested.

6.4 Returning Officer

(1) Annual elections and any by-election are to be conducted by the Returning Officer.

Note: For matters relating to the appointment and eligibility of the Returning Officer, refer to By-Law 7.8.

- (2) The Returning Officer may be assisted by any person who would be eligible to be appointed as the Returning Officer.
- (3) The Returning Officer or any person assisting the Returning Officer is ineligible to nominate as a candidate for election.

6.5 Nomination of candidates

(1) The Returning Officer is to call for nomination of candidates no later than 40 days prior to the date fixed for the meeting at which the result of ballots is to be declared.

(2) Nominations are to be called by notice given in the Association’s journal, newsletters, website or other media.

(3) A notice is to include, or advise how to obtain, all information necessary to enable a candidate to be informed about the positions and to lodge a valid nomination.

(4) A valid nomination must:

- (a) be made by a current financial member of the Association, and
- (b) be made in writing by the candidate, and
- (c) state each position for which nomination is made, and
- (d) include the name of at least 1 member of the Association who has consented to support the nomination, and
- (e) include disclosures and undertakings that would satisfy ACNC Governance Standard 4, and
- (f) include a statement confirming the candidate’s consent to act as an Executive member, if the candidate is elected, and
- (g) be received by the Returning Officer at the street, postal or electronic address specified in the notice, and
- (h) be received during the period specified in the notice, being a period of at least 21 days from the date on which notice was first given.

(5) A candidate statement of up to 300 words may accompany the nomination.

(6) A candidate may nominate for more than one position.

(7) The Returning Officer must use reasonable endeavours to keep the facts and details of all nominations secret until the end of the nomination period.

6.6 Roll of electors

(1) The Secretary must prepare a roll of electors for each election.

(2) The roll of electors is to list:

- (a) each State Councillor who is eligible to vote in the election, and
- (b) for each State Councillor listed, any Alternate State Councillor who is eligible to vote in the absence of that Councillor.

Note: The term of co-opted State Councillors and *ex officio* State Councillors who hold Executive positions ends immediately prior to the commencement of the Annual Meeting of State Council. Such persons are ineligible to vote in annual elections, and therefore must not be recorded in the roll of electors for those elections.

(3) The Secretary must give a copy of the roll of electors to the Returning Officer no later than 21 days prior to the election date.

6.7 General requirements for ballots

(1) A ballot is to be held in accordance with this clause and:

- (a) clause 6.7A (if the ballot is to be conducted at a State Council meeting), or
- (b) clause 6.7B (if the ballot is to be conducted by electronic voting).

- (2) A separate ballot is to be held for each position to be filled, with the exception that a combined ballot is to be held for all general Executive member positions.
- (3) Only those persons who lodged a valid nomination under By-Law 6.5 are to be included as a candidate in the relevant ballot, but each candidate for an office-bearer position is also to be included as a candidate in any ballot being held for general Executive members, unless the person requests otherwise.
- (4) A ballot is to be undertaken even if the number of candidates is insufficient to fill all positions, or is equal to the number of positions.
- (5) The Returning Officer must prepare printed or electronic ballot papers for each ballot being held that contain all of the following matters :
- the title of the position to be elected, and
 - the number of candidates to be elected, and
 - the names of all candidates, arranged alphabetically, and
 - two boxes to the right of each candidate's name, marked 'Yes' and 'No', and
 - directions for completing the ballot paper.
- (6) The voting directions to be included on a printed or electronic ballot paper are to be as follows (or words to similar effect):
- if the ballot paper does not include a candidate who is capable of being eliminated under By-Law 6.8 (2):

To vote in favour of a candidate being elected, put a cross in the box marked 'YES' opposite the candidate's name. You may vote in favour of up to ... candidates only. *[insert number of candidates to be elected]*.

To vote against a candidate being elected, put a cross in the box marked 'NO' opposite the candidate's name. You may vote against any, all, or none of the candidates.
 - if the ballot paper includes such a candidate:

To vote in favour of a candidate being elected, put the number '1' in the box marked 'YES' opposite the candidate that is your first choice, a '2' for your second choice and so on. You may vote in favour of as many candidates as you wish.

To vote against a candidate being elected, put a cross in the box marked 'NO' opposite the candidate's name. You may vote against any, all, or none of the candidates.
- (7) Each person entitled to vote must vote in accordance with the directions included on the printed or electronic ballot paper.

6.7A Ballots at State Council meetings

- This clause applies to a ballot that is conducted at a State Council meeting.
- A ballot may only be held at a State Council meeting if the meeting is not being held at two or more venues under clause 3.5 (6).
- In order to cast a vote in a ballot, a person who is entitled to vote must:
 - physically attend the meeting at which the ballot is being held, or

- appoint a proxy under By-Law 3.8 to attend and vote on their behalf.
- The Returning Officer must, at least 14 days before the date fixed for the meeting at which a ballot will take place, give notice to each person entitled to vote as to:
 - the date, time and place of the meeting, and particulars of each ballot being held, and
 - their entitlement to vote in person (or to appoint a proxy if unable to attend), and
 - information about how to request an appointment of proxy form and associated voting papers, and
 - the closing date and time for receipt of an appointment of proxy form and associated voting papers, and how they are to be returned, and
 - information about each candidate (as provided by the candidate).
 - An appointment of proxy form and associated voting papers must be received by the Returning Officer no later than 9.00 am on the day prior to the meeting at which the ballot will take place.
 - The Returning Officer must ensure that the identity of a person who appoints a directed proxy cannot be ascertained from the person's ballot papers.
 - The Returning Officer must ensure that any such ballot papers are stored securely until the counting of votes begins.
 - Each ballot is to be conducted as a secret ballot.
 - Ballots are to be conducted in the same sequential order as specified for vote counting under By-Law 6.8 (1), but multiple ballots may be conducted concurrently if they do not include candidates who are included in two or more of the ballots concerned.
 - At the commencement of each ballot, the Returning Officer is to issue one ballot paper only to each person entitled to vote who is present in person or by proxy, but must not issue a ballot paper to any other person.
 - The Returning Officer must allow a reasonable time before closing the ballot.

6.7B Electronic ballots

- This clause applies to a ballot that is conducted by electronic voting.
- The closing date for an electronic ballot must not be more than 7 days before the State Council meeting at which the result of the ballot is to be declared under clause 6.9 (1).
- A person is entitled to vote in an electronic ballot only if they would be entitled to vote at the meeting at which the result of the ballot is to be declared.
- Electronic voting is to be undertaken by email or other electronic means determined by the State Council.
- Without limiting subclause (4), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- The Returning Officer must, at least 14 days before the date fixed for the closing of ballots, give each person entitled to vote:
 - access to an electronic ballot paper, or to a voting website or electronic application containing an

- electronic ballot paper, that complies with this clause, and
- (b) access to information about:
- (i) how the ballot paper must be completed, and
 - (ii) the closing date and time of the ballot, and
 - (iii) if voting is by email—the address where the ballot paper is to be returned, and
 - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer, and
 - (v) each candidate for election (as provided by the candidate).
- (7) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (8) The Returning Officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of votes begins.
- (6) A mark placed on a ballot paper is to be disregarded:
- (a) if it relates to a candidate who has been eliminated under subclause (2), or
 - (b) if it is a preference shown by a consecutive number, and the preference would exceed the number of candidates to be elected.
- Example:** a ballot paper records 6 preferences in a ballot for 4 positions. Only the 4 highest preferences for candidates who have not been elected in a previous ballot will be counted.
- (7) A candidate's 'Net Score' in any ballot is equal to the total number of votes cast in favour of the candidate less the total number of votes cast against the candidate.
- Example:** Jeanette receives 27 votes in favour and 3 votes against. Her net score is 24.
- (8) The outcome in each ballot is to be determined as follows:
- (a) if only one candidate is to be elected—the candidate (if any) who achieves the highest Net Score greater than zero is taken to be elected, or
 - (b) if more than one candidate is to be elected—those candidates (if any, up to the number of candidates to be elected) who achieve the highest Net Scores greater than zero are taken to be elected.
- Example:** Four candidates stand for election in a ballot for four positions. Their net scores were:

Jim	29
Jeanette	24
Jason	22
Julie	-3

Jim, Jeanette and Jason are elected. Julie is not elected.

6.8 Counting of votes

- (1) Ballots are to be counted in the following order:

Ballot	Order
President	1st
Senior Vice President	2nd
Vice President	3rd
Secretary	4th
Treasurer	5th
General Executive members	6th

- (2) A candidate who is elected in a ballot, and who is also a candidate in one or more subsequent ballots, is automatically eliminated as a candidate in each of the subsequent ballots.

Note: The consequence of this rule is that a candidate cannot be elected to multiple positions.

- (3) Any informal ballot papers are to be separated. A ballot paper is informal if the elector has failed to record their vote in the manner directed on the ballot paper. However, a ballot paper is not informal if, in the opinion of the Returning Officer, the elector's intention is clearly indicated.
- (4) Only formal ballot papers are to be counted in determining if a candidate is elected.
- (5) Votes cast in relation to each candidate are to be counted as follows, but subject to subclause (6):
- (a) a vote is to be counted in favour of a candidate being elected if the elector has placed a cross, tick, number or other intentional mark within the box marked 'Yes' to the right of the candidate's name, and
 - (b) a vote is to be counted against a candidate being elected if the elector has placed a cross, tick or other intentional mark within the box marked 'No' to the right of the candidate's name.

- (9) If there is a tied result in any ballot, the outcome is to be determined by lot.
- (10) If no candidate is taken to be elected to a particular position, the position is to remain unfilled until a by-election is held, as required by section 17 (9) of the Constitution.

6.9 Declaration of results

- (1) The Returning Officer is to declare the result of a ballot:
- (a) at the State Council meeting at which the ballot is held, or
 - (b) at the ensuing Annual Meeting of the State Council (in the case of an annual election conducted by electronic voting), or
 - (c) at the ensuing ordinary meeting of the State Council (in the case of a by-election conducted by electronic voting).
- (1A) A person who is declared to be elected commences their term of office at the conclusion of the meeting at which the declaration is made.
- (2) The result of each ballot is to be:
- (a) recorded in the minutes of the relevant meeting of the State Council, and
 - (b) in the case of annual elections—announced at the annual general meeting.

Part 7 Appointment procedures

7.1 Outline

This Part establishes consistent procedures and requirements for filling appointed positions within the Association.

7.2 Objectives

The objectives of this Part are:

- (a) to apply open and merit-based selection processes to appointments, and
- (b) to clarify the duties and reporting functions of all appointed positions.

7.3 General procedures

- (1) Each position referred to in this Part as an “**advertised position**” is to be notified in the Association’s journal, newsletters, website or other media.
- (2) An advertised position requires a written application.
- (3) Written applications are to be assessed by the Recruitment Committee, and a recommendation made on the basis of eligibility and merit, having regard to:
 - (a) any specific selection criteria, and
 - (b) the contribution that a candidate may make to the Association by reason of their expertise, experience or motivation.
- (4) When appointing a person to a position, the appointing body must consider but is not bound by any recommendations made by the Recruitment Committee.
- (5) If the term of office of an advertised position (other than a co-opted Executive member) expires less than 3 months from the date of appointment, the position need not be advertised, and the appointee may be automatically re-appointed for one year.

7.4 Co-opted Executive members

- (1) Up to three (non-voting) Executive members may be co-opted by the Executive under section 26 of the Constitution.
- (2) Appointments may be made if there is an identified need to fill gaps in the composition of the Executive relating to particular expertise or experience.
- (3) All positions are advertised positions.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council.

Note: Refer to section 17 (8) of the Constitution.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) is desirably (but not necessarily) a State Councillor,
 - (c) has specified expertise or experience.
- (6) Duties are as specified in By-Law 4.3.
- (7) A co-opted Executive member seeking a second term of office must not be re-appointed, but should stand for election under section 17 of the Constitution.

7.5 Co-opted State Councillors

- (1) Additional State Councillors may be co-opted by the State Council under section 15 of the Constitution.

Note: The number of such Councillors is limited to 25 per cent of the total number of Councillors, or such other maximum percentage as is determined by the State Council.
- (2) Appointments may be made if there is an identified need to fill gaps in the composition of the State Council relating to particular expertise or experience. The number of such positions (if any) and any particular fields of interest or geographical regions to which they pertain are to be determined by the State Council each year prior to 31st July.
- (3) All positions are advertised positions.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council.

Note: Refer to section 10 (c) of the Constitution.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) has relevant expertise or experience.
- (6) Duties are as specified in By-Law 3.3.

7.6 State Council committees

- (1) Persons may be appointed to State Council committees:
 - (a) by the State Council under section 18 (1) of the Constitution, or
 - (b) by the committee concerned under section 18 (4) of the Constitution.

Note: Refer to Part 8 regarding the operation of State Council committees.
- (2) Committee members are to be appointed no later than 31st July in each year, as follows:
 - (a) committee chairs and all members of the Recruitment Committee are to be appointed by the State Council, and
 - (b) all other members are to be co-opted by the committee concerned,

but casual vacancies may be filled at any time.

Note: Appointments are timed so that committee chairs (who are ex officio State Councillors) are eligible to vote at the Annual Meeting of State Council.
- (3) All committee chair positions (other than the Chair of the Recruitment Committee) are advertised positions.
- (4) Each appointment is effective immediately, and continues until 31st July in the following year, or until the position is sooner refilled.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) need not be a State Councillor,
 - (c) has expertise or experience relevant to the committee concerned.
- (6) Duties are to actively contribute to the work of the committee.

7.7 Delegates etc. to other organisations

- (1) Delegates or representatives of the Association to other organisations may be appointed by the State Council under section 18 (3) of the Constitution.
- (2) Appointments are to be made at the Annual Meeting of State Council, or as positions otherwise fall vacant.
- (3) All positions are advertised positions. However, a nominee for appointment by an external or statutory body need not be advertised.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council, or as the position otherwise falls vacant.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) need not be a State Councillor,
 - (c) has expertise or experience relevant to the position concerned.
- (6) Duties include:
 - (a) to regularly attend meetings or other activities of the organisation concerned,
 - (b) to convey to those meetings the Association's perspective on relevant issues.
- (7) Reporting functions include:
 - (a) to report on attendances at meetings or other activities of the organisation concerned, and
 - (b) to keep the State Council and Executive regularly informed on emerging issues, possible responses, and any recommended actions.

7.8 Returning Officer

- (1) The Returning Officer is to be appointed by the State Council.
- (2) The appointment is to be made no later than 31st July in each year, but casual vacancies may be filled at any time.
- (3) The position is not an advertised position.
- (4) The appointment is effective immediately, and continues until 31st July in the following year, or until the position is sooner refilled.
- (5) Selection criteria include that the person:
 - (a) need not be a member of the Association,
 - (b) must not be a State Councillor,
 - (c) has expertise or experience relevant to the position,
 - (d) is widely respected for their ability to act in an impartial capacity.
- (6) Duties include:
 - (a) to conduct annual elections and any by-elections in accordance with all applicable rules under the Constitution and these By-Laws,
 - (b) to confirm the eligibility of candidates and electors,
 - (c) to supervise ballots,
 - (d) to resolve disputes regarding the election process,
 - (e) to conduct any ballot held at a general meeting, or any postal or electronic ballot of the general membership,
 - (f) to act with complete independence, impartiality and confidentiality.

- (7) Reporting functions include to keep the President regularly informed of progress and developments concerning the election process.

7.9 Public Officer

- (1) The Public Officer is required to be appointed under section 34 of the *Associations Incorporation Act 2009* [NSW].
- (2) The position is to be held by the Secretary or Acting Secretary *ex officio*.
- (3) The position is not an advertised position.
- (4) If the office of Secretary falls vacant the Executive must within 28 days appoint one of the other Executive members under By-law 4.6 (3) to act in that position until the vacancy is filled.

Note: Section 35 (3) of the *Associations Incorporation Act 2009* requires a vacancy in the office of Public Officer to be filled within 28 days.

- (5) Duties are as required under the *Associations Incorporation Act 2009* [NSW].

Note: Relevant duties include:

- acting as an authorised signatory (section 36),
- acting as a recipient for documents served on the Association (section 101),
- notifying any change of address of the Association within 28 days (section 13),
- notifying his or her appointment as Public Officer within 28 days, including any change of address for the service of documents (section 34).

7.10 Auditor

- (1) The Auditor is required to be appointed by the State Council under section 54 of the Constitution.
- (2) The appointment is generally to be made at the Annual Meeting of State Council, but a vacancy may be filled at any time.
- (3) The position is not an advertised position, but may be advertised.
- (4) The appointment is effective immediately, and continues until the next Annual Meeting of State Council.
- (5) Selection criteria include that the person satisfies:
 - (a) all criteria as to qualifications and independence under section 52 of the *Associations Incorporation Act 2009* [NSW], and
 - (b) all requirements under section 60-30 of the Australian Charities and Not-for-profits Commission Act 2012 [Cth].
- (6) Duties are to report on the Association's financial statements in accordance with the Australian Auditing Standards.
- (7) Reporting functions are:
 - (a) to report to the Annual General Meeting of the Association as required under section 44 of the *Associations Incorporation Act 2009* [NSW], and
 - (b) to make reports and declarations as required under Subdivision 60-C of the Australian Charities and Not-for-profits Commission Act 2012 [Cth], and
 - (c) to make recommendations in relation to any relevant matter.

7.11 Authorised signatories

- (1) The Public Officer is, by virtue of that office, an authorised signatory for the Association.
- (2) The Executive may from time to time appoint additional authorised signatories from amongst its members, and may at any time revoke any such appointment.
- (3) A person (other than the Public Officer) vacates office as an authorised signatory if:
 - (a) his or her appointment as an authorised signatory is revoked, or
 - (b) he or she ceases to be a member of the Executive.

Part 8 Committees

8.1 Outline

- (1) This Part establishes a consistent framework for the establishment, operation, review and closure of committees.
- (2) In this Part:

“**Committee**” means a committee appointed either by:

 - (a) the State Council (a “State Council committee”), or
 - (b) the Executive (an “Executive committee”).

Note: Branch Committees are dealt with separately in Part 9.

8.2 Committee charter

- (1) A Committee must have a charter that is approved by its appointing body.
- (2) The charter is to specify:
 - (b) the Committee’s objectives, and
 - (a) the functions delegated to the Committee, and
 - (c) terms of reference and any special requirements.
- (3) A Committee’s charter:
 - (a) operates for a maximum term of 2 years from the date of approval, and
 - (b) must be appended to these By-Laws.
- (4) Before remaking or renewing any committee charter, the appointing body must review the continuing need to retain the committee, the adequacy of the charter, and the need for any alterations.

Note: Refer to Appendix B.

8.3 Composition

- (1) A Committee must:
 - (a) consist of at least 3 persons, and
 - (b) if it is an Executive Committee—include at least 2 Executive members.
- (2) Each committee member must be a financial member of the Association.
- (3) Appointments to committees are to be made each year as follows:
 - (a) appointments to State Council committees are to be made in accordance with By-Law 7.6, and
 - (b) appointments to Executive committees are to be made by the Executive at its first meeting following the Annual General Meeting, but vacancies or additional positions may be filled at any time.
- (3) A committee position falls vacant if the person holding the position:
 - (a) resigns from the position by notice to the Chair of the committee, or
 - (b) ceases to be a financial member of the Association, or
 - (c) in the case of an Executive member appointed to an Executive committee—ceases to be an Executive member.

8.4 Committee procedures

- (1) A Committee may conduct its business by way of:
 - (a) committee meetings, and
 - (b) interaction between committee members by email or similar message technology.
- (2) Committee meetings (if any) are to be held as each Committee may determine, provided that:
 - (a) at least 3 committee members are in attendance at any part of a meeting, and
 - (b) if it is an Executive committee—at least 1 committee member who is a member of the Executive is in attendance at any part of a meeting, and
 - (c) if any committee members attend by telephone or other technology—all members are able to communicate with each other.
- (3) A Committee must convene a meeting if directed to do so:
 - (a) in the case of a State Council committee:
 - (i) by the President, or
 - (ii) by a resolution of the State Council, or
 - (b) in the case of an Executive committee:
 - (i) by the President, or
 - (ii) by any two members of the Executive, or
 - (iii) by the Auditor (Finance Committee only).
- (3) Notice of a proposed Committee meeting, including a copy of the proposed agenda and all relevant business papers, must be given:
 - (a) to each member of the Committee, and
 - (b) in the case of an Executive committee—to each member of the Executive who is not a member of the Committee, at least 7 days prior to the meeting date.
- (4) Except as a Committee’s charter otherwise provides, the following persons (who are not a member of the Committee) may attend meetings as a non-voting participant:
 - (a) any invited person who is an Association member, staff member or external advisor having expertise or experience relevant to the Committee’s objectives and functions, and
 - (b) in the case of a State Council committee—any State Councillor, and
 - (c) in the case of an Executive Committee—any member of the Executive.
- (5) Decisions should wherever possible be made by consensus. If a vote is required the Chair does not have a second or casting vote.
- (6) Minutes of meetings are to be recorded and tabled:
 - (a) in the case of a State Council Committee—at the next State Council meeting, or
 - (b) in the case of an Executive Committee—at the next Executive meeting.

8.5 Reporting and performance review

- (1) Each Committee is to regularly report on its affairs to the State Council, the Executive or both (as appropriate), including advice as to emerging issues, possible responses, and any recommended actions.
- (2) Each Committee should self-assess its effectiveness and performance annually.

8.6 Advocacy and campaign activities

- (1) A Committee must ensure that any advocacy and campaign activities that it conducts:
 - (a) support the Association's objects and policies, and
 - (b) do not promote or oppose any political party or candidate for political office, and
 - (c) do not contravene any relevant laws, including those relating to elections, electoral funding, defamation, public order or public safety, and
 - (d) follow relevant guidelines adopted by the State Council.
- (2) A Committee must undertake appropriate consultation before initiating advocacy and campaign activities if there is a risk of significant adverse consequences to the Association.

Note: Contact should be made with the President or Chief Executive Officer in relation to:

- proposed dealings with Ministers or senior officials
- matters relating to State-wide campaigns
- announcements to State or national media channels
- campaign materials, media statements or commentary published during election periods.

- (3) Appearances at judicial bodies, parliamentary enquiries or similar must be authorised by the Executive.
- (4) In this clause, “**advocacy and campaign activities**” include any activities directed towards:
 - (a) promoting or opposing changes to law, government policy or practice, or
 - (b) representing the Association's views or interests, or
 - (c) influencing public opinion.

Note: Examples would include:

- making submissions to government agencies or inquiries
- making representations to or dealing with members of Parliament, Ministers, government officials, political parties or candidates for political office
- publishing or distributing campaign materials, such as web sites, social media pages, campaign letters, submission guides, brochures, advertisements, articles, letters to the editor, scorecards and the like
- making media statements or commentary
- holding public meetings or events
- giving donations or in-kind support to other organisations.

8.7 Group committees

The State Council may appoint Committees, to be known as Group Committees, to carry out basic functions in relation to any region or field of interest not presently served by a Branch.

Note: For example, a Group Committee might be formed as a transitional step to establishing a Branch.

Part 9 Branch Committees

9.1 Outline

- (1) This Part establishes a consistent and simplified framework for Branch Committees that sets out their charter, composition, operation and other matters. It replaces former 'Branch Rules' and 'Branch Committee rules'.
- (2) In this Part:

"Branch Committee" means a Branch Committee elected under Part VI of the Constitution, and includes each State Councillor elected by the branch concerned.
- (3) Each Branch Committee is subject to this Part.

9.2 Branch committee charter

Note: Each Branch Committee has authority under section 29 (2) of the Constitution to do all such things as are necessary to carry out the objects of the Association, subject to the Constitution and By-Laws.

Functions

- (1) The functions of each Branch Committee are:
 - (a) to conduct the Association's affairs in relation to a nominated region, and
 - (b) to provide advice and recommendations to the State Council.

Objectives

- (2) The principal objectives of each Branch Committee are:
 - (a) to promote nature conservation, and
 - (b) to provide social, educational and recreational opportunities, and
 - (c) to encourage active member participation, and
 - (d) to promote the Association's public profile, in relation to the region concerned.

Terms of reference

- (3) The specific terms of reference of each Branch Committee include:
 - (a) pursuing regional or local conservation projects, including action to support State-wide campaigns,
 - (b) monitoring Association affairs relating to the nominated region,
 - (c) making submissions and representations, especially to local members of Parliament, regional agencies and local councils,
 - (d) coordinating bushwalking, nature study, field survey, educational and other nature-oriented activities within the nominated region,
 - (e) recruiting new members within the nominated region,
 - (f) regularly communicating with local members and community groups,
 - (g) collaborating with regional conservation networks,
 - (h) generating publicity via local media channels,
 - (i) providing delegates to the State Council, thereby participating in the Association's strategic direction and decision-making.

9.3 Election procedures

Note: Under section 30 of the Constitution a Branch Committee must be elected each year at a Branch Annual General Meeting.

- (1) A Branch Committee is to appoint a date for its Branch Annual General Meeting that is after 30 June, but no later than 30 September.
 - (1A) A branch general meeting may be held at 2 or more venues using any technology that gives the branch members as a whole a reasonable opportunity to participate.
 - (1B) A person who participates in a branch general meeting using that technology is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- (2) A Branch Committee must give each branch member at least 14 days' notice of the date, time and place of a branch general meeting. If the meeting is one to which clause subclause (1A) applies, the notice must include details of the technology being used, and how to obtain any codes or links by which the meeting may be accessed.

Note: A branch committee should preferably give up to 28 days' notice.
- (3) Notice is to be provided by letter, email or newsletter notice sent to an address recorded in the register of members.
- (4) A Branch Committee should make reasonable endeavours to involve and obtain the widest possible representation of members.
- (5) A Branch Committee must provide the following matters to the Secretary of the Association within 14 days of holding its Branch Annual General Meeting, but in any case no later than 1 October:
 - (a) a copy of the minutes of the Branch Annual General Meeting, and
 - (b) names and contact details for each member elected to the Committee (including State Councillors).

9.4 Composition

- (1) A Branch Committee must:
 - (a) consist of at least 3 members, and
 - (b) include either a President or Secretary, but preferably both, and
 - (c) include a Treasurer.
- (2) A Branch Committee may include other office-bearing positions according to local needs and capacity.

Note: Examples might include:

- Newsletter Editor
 - Publicity Officer
 - Conservation Officer
 - Website or Social Media Coordinator
 - Activities Coordinator
 - delegates to external bodies
- (3) A person may hold more than one office-bearing position.
 - (4) Each member of a Branch Committee must be a current financial member of the Association.
 - (5) A branch committee position (including as a State Councillor) falls vacant if the person holding the position:

- (a) dies or becomes mentally incapacitated, or
 - (b) resigns by written notice to the Secretary of the Association, or
 - (c) ceases to be a member, or fails to comply with a written request to pay outstanding membership fees within 14 days, or
 - (d) transfers their membership to a different branch, or
 - (e) is disqualified from office under clause 10.4.
- (6) If a branch committee position falls vacant or remains unfilled at a branch annual general meeting:
- (a) the branch committee may appoint a person to act in that position until the vacancy is filled, or
 - (b) a branch general meeting may elect a person to fill the position until the next branch annual general meeting, or in the case of a State Council position, until the next Annual Meeting of the State Council.

9.5 Representation on the State Council

- (1) A person elected by a Branch:
- (a) to the position of Branch President (however described), or
 - (b) if no Branch President is elected—to the position of Branch Secretary,
- is taken to also be elected to the position of State Councillor, unless the Branch determines to elect some other person instead.
- (2) The entitlement of a Branch Annual General Meeting to elect more than two State Councillors under section 14 (3) of the Constitution, as advised by the Secretary under section 14 (4) of the Constitution, is to be calculated based on the total number of voting members assigned to the branch as at 30 June preceding the Meeting.
- (3) Each State Councillor is to regularly attend or otherwise contribute to State Council meetings.
- (4) A Branch Annual General Meeting may elect up to two Alternate State Councillors.

9.6 Committee procedures

- (1) A Branch Committee may conduct its business by way of:
- (a) Branch Committee meetings, and
 - (b) interaction between committee members by email or similar message technology.
- (2) Meetings are to be held as each Branch Committee may determine, provided that:
- (a) at least 3 committee members are in attendance at any part of a meeting, and
 - (b) if any committee members attend by telephone or other technology—all members are able to communicate with each other.
- (3) A Branch Committee must convene a meeting if directed to do so by the President of the Association or by a resolution of the State Council.
- (4) Notice of a proposed Branch Committee meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each Branch

Committee member at least 7 days prior to the meeting date.

- (5) Any Association member, and any invited staff member or external advisor, may attend meetings as a non-voting participant. Meetings are to be regularly notified to members of the branch concerned via branch newsletters or by similar means.
- (6) Decisions should wherever possible be made by consensus. If a vote is required the Chair does not have a second or casting vote.
- (7) Minutes are to be recorded and tabled at the next Branch Committee meeting.

9.7 Advocacy and campaign activities

- (1) A Branch Committee must ensure that any advocacy and campaign activities that it conducts:
- (a) support the Association's objects and policies, and
 - (b) do not promote or oppose any political party or candidate for political office, and
 - (c) do not contravene any relevant laws, including those relating to elections, electoral funding, defamation, public order or public safety, and
 - (d) follow relevant guidelines adopted by the State Council.
- (2) A Branch Committee must undertake appropriate consultation before initiating advocacy and campaign activities if there is a risk of significant adverse consequences to the Association.

Note: Contact should be made with the President or Chief Executive Officer in relation to:

- proposed dealings with Ministers or senior officials
- matters relating to State-wide campaigns
- announcements to State or national media channels
- campaign materials, media statements or commentary published during election periods.

- (3) Appearances at judicial bodies, parliamentary enquiries or similar must be authorised by the Executive.
- (4) In this clause, “**advocacy and campaign activities**” include any activities directed towards:
 - (a) promoting or opposing changes to law, government policy or practice, or
 - (b) representing the Association's views or interests, or
 - (c) influencing public opinion.

Note: Examples would include:

- making submissions to government agencies or inquiries
- making representations to or dealing with members of Parliament, Ministers, government officials, political parties or candidates for political office
- publishing or distributing campaign materials, such as web sites, social media pages, campaign letters, submission guides, brochures, advertisements, articles, letters to the editor, scorecards and the like
- making media statements or commentary
- holding public meetings or events
- giving donations or in-kind support to other organisations.

9.8 Financial management and assets

- (1) A Branch Committee must ensure that:
 - (a) all receipts and payments are duly accounted for, and that annual and quarterly financial returns are promptly lodged with the Association's office, and
 - (b) any assets of the Association held to the account of the branch are maintained in good order and used for Association purposes.
- (2) Cheques and withdrawals from any bank account must be signed by two authorised signatories.

9.9 Reporting

A Branch Committee is to:

- (a) regularly report on its affairs to the State Council, including advice as to emerging issues, possible responses, and any recommended actions, and
- (b) prepare a short annual report following the end of each financial year summarising the year's activities, highlights and achievements.

9.10 Inoperative committees

- (1) If a Branch Committee becomes inoperative because:
 - (a) a Branch Annual General Meeting has not been convened in any calendar year, or
 - (b) a Branch Annual General Meeting is unable to elect a Branch Committee,the Committee shall continue to hold office in a caretaker capacity until 30 September in the year following which its re-election would otherwise be required.
- (2) A caretaker Branch Committee must immediately inform the President of the Association as to the current state of affairs, and any options that may be available.
- (3) A caretaker Branch Committee, with the assistance of the State Council, must either:
 - (a) instigate the election of a new Branch Committee by convening a branch general meeting, or
 - (b) if appropriate, arrange for the branch to be merged with an adjoining branch, or
 - (c) arrange for the Branch Committee to be reorganised as a Group Committee under Part 8, or
 - (d) undertake steps to wind up the affairs of the branch.
- (4) The assets held to the account of any branch that is wound up are to be re-allocated to other Association purposes as determined by the State Council.

Part 10 Miscellaneous

10.1 Financial year

For the purpose of section 55 (1) of the Constitution, the date upon which the financial year of the Association shall end is 30 June.

10.2 [repealed]

10.3 Branch Operating Allowance

- (1) For the purpose of section 51 (3) of the Constitution, the Branch Operating Allowance payable to a branch within a financial year is to be calculated based on the total number of voting members assigned to the branch as at 30 June in the preceding financial year, as follows:

Number of members	Branch operating allowance
Up to 100 voting members	\$8 per voting member
101 - 400 voting members	\$800 plus \$4 for each additional voting member exceeding 100 voting members
More than 400 voting members	\$2,000 plus \$1 for each additional voting member exceeding 400 voting members

- (2) The amount specified in subclause (1) is to be adjusted to reflect inflationary movements since the date of commencement of these By-Laws. The adjustment is to be calculated by reference to the Consumer Price Index (Sydney series), published by the Australian Bureau of Statistics, Cat. 6401.0.
- (3) The Allowance is to be paid as an annual sum each August.
- (4) An equivalent allowance is to be paid to each Group Committee having financial arrangements that are satisfactory to the State Council.

10.4 Member involvement in political activities

- (1) A member must keep their involvement in the Association's affairs separate from any personal political activities or involvement.

Example: a member who is active within a political party or who stands as a candidate in Federal, State or local elections would need to exercise particular care.

- (2) A member is ineligible to stand for elected or appointed office within the Association, and is disqualified from holding such office, if the member:
- holds political office, or
 - is a candidate for political office, or
 - holds any position in which they act in a public capacity for or on behalf of a political party, a person who holds political office, or a candidate for political office.

- is published or likely to be published, and
 - purports to be made on behalf of, or in the name of the Association, or on the authority of their membership of the Association, or otherwise implies a connection with the Association, and
 - promotes or opposes a political party or a candidate for political office.
- (4) In this clause “**political office**” means elected office for the Commonwealth Parliament, a State or Territory parliament, or a local council.

10.5 Staff members

- (1) This clause aims to ensure an appropriate separation between staff and governance roles.
- (2) The Association may employ a Chief Executive Officer or any other staff members to manage its day-to-day business and affairs.
- (3) A staff member may be invited to attend any meeting conducted by the Association as an observer or participant, but may not vote.
- (4) Subclause (3) does not prevent a staff member who is also a member of the Association from exercising any voting rights held under the Constitution if they attend a meeting open to members generally in a personal capacity.
- (5) A member of the Association may not stand for or hold elected office within the Association while also holding a staff position, except in the following circumstances:
- an elected officeholder may hold a staff position for a term not exceeding 6 months if they obtain leave of absence from elected office for the duration of that term, or
 - a staff member may stand for elected office if they undertake to resign their staff position upon being elected.

Note: Elected office includes as an Executive member, State Councillor or branch committee member.

Part II Delegation

11.1 Outline

This Part sets out provisions relating to delegation of authority and related matters.

Note: Section 92 (1) of the Constitution sets out the terms by which the State Council may delegate authority. Delegated powers or functions must be exercised in accordance with any directions given, and are taken to be exercised by the State Council. The State Council may continue to exercise powers or functions even though they have been delegated.

11.2 Objectives

- (1) The objectives of this Part are:
 - (a) to clarify the principal roles performed by the Executive and State Council, consistent with section 6 of the Constitution, and
 - (b) to reserve for exclusive use by the State Council all powers that are consistent with its principal role, and
 - (c) to delegate to the Executive all remaining powers that are consistent with its principal role, and
 - (d) to provide for delegation to committees, individual Executive members and staff, and
 - (e) to ensure that all delegations are documented, accessible and regularly updated.
- (2) The principal role of the State Council is to set strategic direction and policy, supervise and support member groups, represent member interests, elect or appoint officeholders, and oversee the Executive.
- (3) The principal role of the Executive is to develop, approve and implement the annual budget and annual business plan, and manage all associated financial and operational affairs.

11.3 Definitions

In this Part:

“**exclusive State Council powers**” means each of the following powers or functions:

Officeholders

- (a) to elect office bearers and Executive members under section 17 of the Constitution, and
- (b) to fill all appointments within the Association and make all nominations to external bodies, other than:
 - (i) Executive members appointed under section 26 of the Constitution,
 - (ii) the membership of any Executive committee,
 - (iii) acting office bearers appointed under By-Laws 4.6 (3) or 4.10 (3),
 - (iv) authorised signatories appointed under section 36 of the *Associations Incorporation Act 2009* [NSW],
 - (v) representatives or nominees to external bodies if the appointment cannot be delayed until the next State Council meeting, and

- (c) to remove an Executive member under section 17 (5) of the Constitution, and
- (d) to remove a person from any appointment made by the State Council, and

Governance

- (e) to make By-Laws under section 67 of the Constitution, and
- (f) to adopt governance policies under By-Law 1.7, and
- (g) to periodically review governance arrangements under By-Law 1.6, and

Special general meetings

- (h) to convene a special general meeting under section 75 of the Constitution, and
- (i) to make recommendations to members in conjunction with any special general meeting, and

Strategic planning and policy

- (j) to oversee the preparation and periodic review of the Association’s Strategic Plan, and to approve its adoption, and
- (k) to oversee the preparation and periodic review of policies or strategies for advancing the Association’s objects, and to approve their adoption, but excluding any documents that are principally concerned with financial or operational matters, and

Members

- (m) to approve membership fees, benefits and entitlements, and
- (n) to take disciplinary action against members, and
- (o) to initiate dispute resolution procedures for disputes between members, or between members and the Association, and
- (p) to confer honorary life membership under section 41 of the Constitution, or to confer other awards on members in recognition of distinguished service or achievement, and

Member groups

- (q) to undertake all functions relating to branches, branch committees, electorates, State Council committees or other member groups, including their formation, membership, scope of affairs, governance, supervision, coordination, reorganisation or closure, and
- (r) to make financial provision for member groups, and

Affiliation

- (s) to approve affiliations with other organisations under sections 64 or 65 of the Constitution, and

Real property

- (t) to approve any dealings in real property under section 58 of the Constitution, and

Supervision of Executive

- (u) to determine reporting requirements under section 24 (2) of the Constitution.

11.4 Delegation to Executive

- (1) For the purpose of section 92 (1) of the Constitution, all powers or functions vested in the State Council which are not exclusive State Council powers are hereby delegated to the Executive.
- (2) For the avoidance of doubt, the powers or functions delegated under subclause (1) are taken to include all those required in connection with:
 - (a) financial management (excluding approval of membership fees and financial provision for member groups), and
 - (b) employment of staff, and
 - (c) executing contracts and documents, and
 - (d) custody and control of property, and
 - (e) external relations and communications, and
 - (f) annual reporting, and
 - (g) determining membership applications, and
 - (h) maintaining the register of members, and
 - (i) all other operational matters.
- (3) The State Council may continue to exercise any power or function delegated under subclause (1).

Note: The State Council would need to satisfy itself that it is acting in the best interests of the Association in accordance with applicable legal duties. Refer to Appendix A (Item A5).

11.5 Sub-delegation by Executive

- (1) The Executive may by instrument in writing sub-delegate any power or function held to a committee, an Executive member or a staff member, as it considers appropriate. However, a power or function may not be sub-delegated if it is a duty imposed by the Act or any other law.
- (2) Each instrument made under subclause (1):
 - (a) must be approved by resolution of the Executive and recorded in the minutes, and
 - (b) is subject to such limitations and conditions as are specified in the instrument, and
 - (c) operates for a maximum term of 2 years from the date of approval, and
 - (d) is to be tabled annually before the State Council, and
 - (e) must be appended to these By-Laws, and
- (3) Before remaking or renewing an instrument of delegation, the Executive must review its continuing relevance and adequacy, and the need for any alterations.

Note: Refer to Appendix C.

11.6 Delegation to committees

For the purpose of section 92 (1) of the Constitution, all necessary authority is delegated to each committee to carry out its functions in accordance with the committee's charter as approved under By-Law 8.2

Note: Refer to Appendix B.

Part 12 Members

12.1 Membership applications

- (1) Any person who supports the Association's objects may apply for membership stating that they:
 - (a) want to become a member, and
 - (b) agree to comply with the Association's rules.
- (2) An application must select the desired subscription option and be accompanied by full payment of the relevant subscription fee.
- (3) By applying to be a member, a person is taken to have agreed to the matters referred to in subclause (1) even if not specifically stated in their application.
- (4) The State Council or its delegate must determine a membership application under section 36 of the Constitution within a reasonable time after it is received by the Association.
- (5) If an application is accepted, the Secretary must as soon as possible inform the applicant and enter their name in the register of members.
- (6) If an application is declined, the Secretary must as soon as possible inform the applicant and return all fees paid, but does not have to give any reasons.

Note: Determination of membership applications is delegated to the Executive members (see By-Laws clause 11.4), and is sub-delegated to the Chief Executive Officer (see Appendix C2).

12.2 Term of membership

- (1) A person becomes a member when they are entered in the register of members.
- (2) A person immediately ceases to be a member if they:
 - (a) die (or cease to exist if not an individual), or
 - (b) resign by written notice to the Association, or
 - (c) fail to pay all subscription fees within 120 days after the date on which the fees are due (as required by section 48 of the Constitution), or
 - (d) are expelled by a resolution under section 43 of the Constitution, and all opportunities to rescind the resolution under sections 43 (4) and 45 have been exhausted.
- (3) The date on which a person ceased to be a member must be entered in the register of members as soon as possible.

12.3 Appointment of member representatives

- (1) A corporate member (including an affiliate) may appoint an individual (a **member representative**):
 - (a) to exercise its rights as a member, and
 - (b) if the member is an affiliate—for the purpose of holding office as a Council member or being elected as an Executive member.
- (2) The appointment may include an alternate who is authorised to act in the place of the member representative.
- (3) At least 48 hours' written notice of the appointment must be given to the Association. The notice must:
 - (a) include the name and contact details of the member representative and any alternate, and

- (b) state the term during which the appointment remains current, and
 - (c) be signed by an authorised officer of the member.
- (4) A member representative has all the rights of a member relevant to the purposes of their appointment.
 - (5) An alternate, while acting in the place of a member representative, has the same rights that the member representative would have, but is not permitted to act as an Executive member.
 - (6) A person immediately ceases to be a member representative or alternate if:
 - (a) the person dies, or
 - (b) the person's term of appointment expires, or
 - (c) the member notifies the Association that the person's appointment has been revoked, or
 - (d) the member who appointed the person ceases to be a member.

12.4 Subscription options

- (1) A **subscription option** is a type of membership subscription having particular inclusions and features, and which members may select according to their individual needs or preferences.
- (2) A subscription option may:
 - (a) be targeted to any class of members,
 - (b) offer a particular level of access to member services, benefits or activities,
 - (c) confer associate membership,
 - (d) charge a subscription fee reflecting benefits offered, ability to pay, or other criteria,
 - (e) set a payment frequency for subscription fees or regular donations,
 - (f) provide for any combination of the above or similar matters.
- (3) The general terms of each subscription option are to be approved by the State Council, and must be kept accessible to members on the Association's website or other media.
- (4) Any material change to the terms of a subscription option must be notified to affected members at least 90 days before the change takes effect (as required by section 47 (2) of the Constitution).
- (5) A member must pay the relevant subscription fee in accordance with required payment dates.
- (6) A member may switch to a different subscription option at any time.

12.5 Associate members

- (1) An **associate member** is a member being an individual who has attained the age of 18 years and who is not entitled to vote at branch or general meetings, nor hold elected or appointed office.
- (2) A member becomes an associate member:
 - (a) by reason of section 38 (3) of the Constitution—if 2 other members within the same household subscription are entitled to vote or hold office, or
 - (b) if the member selects a subscription option that expressly confers associate membership.

12.6 Junior members

Upon attaining the age of 18 years, a junior member becomes:

- (a) an ordinary member, or
- (b) if required by clause 12.5 (2)—an associate member.

12.7 Register of members

- (1) In addition to the matters required by section 91 of the Constitution, the Register of Members is to record for each member:
 - (a) any electronic address for service of notices,
 - (b) member category,
 - (c) assigned branch,
 - (d) if the member is a body—the name of any current member representative or alternate and their address for service of notices.
- (2) The register must also record every former member who ceased to be a member during the last 7 years, including:
 - (a) the date that membership ceased, and
 - (b) each of the matters referred to in subclause (1) as at that date.
- (3) The Association must give current members access to the register of members.
- (4) Information that is accessed from the register of members must only be used for purposes relevant to the interests or rights of members.

Note: Appropriate purposes would include sending meeting notices, newsletters or other material relating to the Association. A member who breaches this rule is liable to face disciplinary procedures. See also Governance Policy D7: Record keeping, retention and access.

Appendix A ACNC Governance Standards

Reproduced from: *Australian Charities and Not-for-profits Commission Regulation 2013, Division 45*

A1 Governance standard 1—Purposes and not-for-profit nature of a registered entity

Object

- (1) The object of this governance standard is:
 - (a) to commit a registered entity, its members and its responsible entities to the registered entity's purposes; and
 - (b) to give the public, including members, donors, employees, volunteers and benefit recipients of the registered entity, confidence that the registered entity is acting to further its purposes.

Standard

- (2) A registered entity must:
 - (a) be able to demonstrate, by reference to the governing rules of the entity or by other means, its purposes and its character as a not-for-profit entity; and
 - (b) make information about its purposes available to the public, including members, donors, employees, volunteers and benefit recipients; and
 - (c) comply with its purposes and its character as a not-for-profit entity.

Note: Information in relation to the purposes of a registered entity would be available to the public if it appears on the Australian Charities and Not-for-profits Register or in an Australian law on www.comlaw.gov.au or www.austlii.edu.au, or is otherwise made available on request.

A2 Governance standard 2—Accountability to members

Object

- (1) The object of this governance standard is to ensure the accountability and transparency of a registered entity to its members.

Standard

- (2) A registered entity that has members must take reasonable steps to ensure that:
 - (a) the registered entity is accountable to its members; and
 - (b) the registered entity's members have an adequate opportunity to raise concerns about the governance of the registered entity.

Note 1: The steps that a registered entity may take to ensure that it is accountable to its members could include:

- (a) holding annual general meetings; and
- (b) providing members with an annual report (including financial information and achievements towards its purpose); and
- (c) providing for elections for its responsible entities.

Note 2: The steps that a registered entity may take to ensure its members have an adequate opportunity to raise concerns could include:

- (a) holding an annual general meeting with a question and answer session; and
- (b) providing an opportunity for members to propose resolutions and to vote upon those resolutions.

Note 3: When taking the reasonable steps required by governance standard 2, regard must be had to requirements of the governing rules of the registered entity, to the extent that those governing rules include appropriate accountability mechanisms. If those governing rules include appropriate accountability mechanisms, compliance with those rules would demonstrate compliance with governance standard 2.

Note 4: Subdivision 60-C of the Act sets out rules about the preparation of annual financial reports.

A3 Governance standard 3—Compliance with Australian laws

Object

- (1) The object of this governance standard is to give the public (including members, donors, employees, volunteers and benefit recipients of a registered entity) trust and confidence that a registered entity is governed in a way that ensures its on-going operations and the safety of its assets, through compliance with Australian laws (including preventing the misuse of its assets).

Note: Compliance with Australian laws sets a minimum benchmark by which all entities should govern themselves. A failure by a registered entity to comply with an Australian law puts the public (including members, donors, employees, volunteers and benefit recipients of the registered entity) at risk and, therefore, governance standard 3 allows the Commissioner to take a proportionate approach to:

- (a) protect public trust and confidence; and
- (b) protect the assets of the registered entity; and
- (c) ensure that the registered entity continues to operate in a manner that is sustainable and consistent with its purposes.

Standard

- (2) A registered entity must not engage in conduct, or omit to engage in conduct, if the conduct or omission may be dealt with:
 - (a) as an indictable offence under an Australian law (even if it may, in some circumstances, be dealt with as a summary offence); or
 - (b) by way of a civil penalty of 60 penalty units or more.

Note 1: See section 4AA of the *Crimes Act 1914* for the current value of a penalty unit.

Note 2: Governance standard 3 does not extend Australian law to overseas jurisdictions. An Australian law may already extend to an overseas jurisdiction by other means.

Note 3: While a registered entity must comply with all Australian laws, a serious infringement of an Australian law covered by governance standard 3 may allow the Commissioner to exercise his or her enforcement powers under Part 4-2 of the Act, following consideration of the matters mentioned in subsection 35-10 (2) of the Act.

A4 Governance standard 4—Suitability of responsible entities

Object

- (1) The object of this governance standard is to maintain, protect and enhance public trust and confidence in the governance and operation of a registered entity.

Standard

- (2) A registered entity must:

- (a) take reasonable steps to ensure that each of its responsible entities meet the conditions mentioned in subsection (3); and
- (b) after taking those steps:
 - (i) be, and remain, satisfied that each responsible entity meets the conditions; or
 - (ii) if it is unable to be, or remain, satisfied that a responsible entity meets the conditions, take reasonable steps to remove that entity.

Note 1: Other Australian laws may require responsible entities to be replaced, if removed, because a registered entity may need to have a minimum number of responsible entities.

Note 2: The reasonable steps required of a registered entity may include:

- (a) obtaining declarations from responsible entities and searching public registers on appointment; and
- (b) obtaining a commitment from a responsible entity that, if its circumstances change, it will advise the registered entity.

- (3) Subject to subsection (5), the conditions for each responsible entity are that:
 - (a) it is not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - (b) it is not disqualified by the Commissioner, at any time during the preceding 12 months, from being a responsible entity of a registered entity under subsection (4).

Note: Other Australian laws may place other limitations on who may be the responsible entity of a registered entity, or a particular type of registered entity.

- (4) The Commissioner may disqualify an entity from being eligible to be a responsible entity for the purpose of this governance standard if:
 - (a) the entity has been previously suspended, or removed, under Division 100 of the Act as a responsible entity of a registered entity; and
 - (b) the entity has been given notice of its disqualification by the Commissioner; and
 - (c) the Commissioner reasonably believes that the disqualification is justified having regard to the objects of the Act.

Note 1: The secrecy provisions in Part 7-1 of the Act prohibit ACNC officers (including the Commissioner) from disclosing protected ACNC information unless the disclosure is authorised by the Act. This prohibits the ACNC from disclosing information about ongoing investigations about particular responsible entities that may be subject to compliance with governance standard 4.

Note 2: The effect of a disqualification lasts for no longer than 12 months from the day a notice is issued by the Commissioner (see paragraph (3)(b)).

- (5) Despite subsection (3), the Commissioner may allow an individual to be a responsible entity for a particular registered entity if the Commissioner believes it is reasonable to do so in the circumstances.
- (6) An entity that is dissatisfied with a decision of the Commissioner to disqualify the entity under subsection (4) may object to the decision in the manner set out in Part 7-2 of the Act.

A5 Governance standard 5—Duties of responsible entities

Object

- (1) The object of this governance standard is:
 - (a) to ensure that the responsible entities of a registered entity conduct themselves in the manner that would be necessary if:
 - (i) the relationship between them and the entity were a fiduciary relationship; and
 - (ii) they were obliged to satisfy minimum standards of behaviour consistent with that relationship; and
 - (b) to give the public, including members, donors, employees, volunteers and benefit recipients of a registered entity, confidence that the registered entity:
 - (i) is acting to prevent non-compliance with the duties imposed on responsible entities; and
 - (iii) if non-compliance with the duties imposed on responsible entities occurs—will act to identify and remedy non-compliance with the duties imposed on the entity.

Standard

- (2) A registered entity must take reasonable steps to ensure that its responsible entities are subject to, and comply with, the following duties:
 - (a) to exercise the responsible entity's powers and discharge the responsible entity's duties with the degree of care and diligence that a reasonable individual would exercise if they were a responsible entity of the registered entity;
 - (b) to act in good faith in the registered entity's best interests, and to further the purposes of the registered entity;
 - (c) not to misuse the responsible entity's position;
 - (d) not to misuse information obtained in the performance of the responsible entity's duties as a responsible entity of the registered entity;
 - (e) to disclose perceived or actual material conflicts of interest of the responsible entity;

Note: A perceived or actual material conflict of interest that must be disclosed includes a related party transaction.

- (f) to ensure that the registered entity's financial affairs are managed in a responsible manner;
- (g) not to allow the registered entity to operate while insolvent.

Note 1: Governance standard 5 sets out some of the more significant duties of responsible entities. Other duties are imposed by other Australian laws, including the principles and rules of the common law and equity.

Note 2: Some of the duties imposed by other Australian laws may require a responsible entity to exercise its powers and discharge its duties to a higher standard.

Note 3: For paragraph (f), ensuring that the registered entity's financial affairs are managed in a responsible manner includes putting in place appropriate and tailored financial systems and procedures.

The systems and procedures for a particular registered entity should be developed having regard to the registered entity's size and circumstances and the complexity of its financial affairs.

The systems and procedures may include:

- (a) procedures relating to spending funds (for example, the approval of expenditure or the signing of cheques); and
 - (b) having insurance that is appropriate for the registered entity's requirements.
- (3) For paragraph (2)(e), a perceived or actual material conflict of interest must be disclosed:
- (a) if the responsible entity is a director of the registered entity—to the other directors (if any);
or
 - (b) if the registered entity is a trust, and the responsible entity is a director of a trustee of the registered entity—to the other directors (if any);
or
 - (c) if the registered entity is a company—to the members of the registered entity; or
 - (d) in any other case—unless the Commissioner provides otherwise, to the Commissioner, in the approved form.

Note 1: **Company** is defined in section 205-10 of the Act, to include a body corporate or any unincorporated association or body of persons (but not a partnership).

Note 2: Paragraph (c) applies in situations where paragraph (a) cannot apply, for example, if there is only one director or all the directors have a similar conflict.

Note 3: Part 7-6 of the Act provides for the approval of forms.

Note 4: A responsible entity may disclose a conflict of interest in the form of a standing notice with ongoing effect.

- (4) If the responsible entity's conduct is consistent with Subdivision 45-C, the responsible entity is taken to have complied with the duties mentioned in subsection (2).
- (5) In this section:
- insolvent** has the meaning given by subsection 95A (2) of the *Corporations Act 2001*.

Appendix B Approved committee charters

[By-Law 8.2]

B1 Recruitment and Awards Committee

Approved by the State Council 27 June 2020

1 Status

The Recruitment and Awards Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to recruit members for positions within the Association or as nominees to external bodies, and
- (b) to determine nominations for volunteer awards (except those for honorary life membership), and
- (c) to prepare or assist with nominations for external awards, and
- (d) to provide advice and recommendations to the State Council and the Executive on matters relating to recruitment and awards.

3 Objectives

The principal objectives of the Committee are:

- (a) to encourage candidates for positions to come forward, and
- (b) to promote selection of the best candidates for positions, and
- (c) to promote due recognition for voluntary service to the Association or the wider nature conservation sector.

4 Terms of reference

The specific terms of reference of the Committee include:

Recruitment

- (a) undertaking renewal and succession planning for positions, and
- (b) searching for, identifying and encouraging suitable candidates, and
- (c) recommending candidates on the basis of merit, and
- (d) promoting compositional diversity, and

Awards

- (e) vetting and determining nominations according to award criteria, and
- (f) researching and documenting nominations for external awards, and
- (g) encouraging award nominations, and

Recruitment and awards

- (h) making background inquiries or interviews, and
- (i) maintaining strict confidentiality and impartiality, and
- (j) avoiding conflicts of interest.

5 Special requirements

Composition

- (1) The Committee is to consist of 3 or 4 persons, being persons having an extensive knowledge of the Association’s affairs and membership.
- (2) The Secretary is to be a member *ex officio*.

Meeting procedures

- (3) The Committee may conduct all of its deliberations by email or other technology. All deliberations are to be conducted in confidence.
- (4) A member of the Committee must not take part in any deliberations relating to their own candidature, nor receive associated documents or communications.

B2 Finance Committee

Approved by the Executive 8 February 2018; renewed 15 October 2020

1 Status

The Finance Committee (“The committee”) is a committee appointed by the Executive.

2 Functions

The Committee’s function is to provide advice and recommendations to the Executive relating to financial management and reporting.

Note: All Executive members are expected to keep abreast of all finance issues, regardless of whether or not they are a member of the Finance Committee.

3 Objectives

The principal objective of the Committee is to promote sound financial management and reporting that meets all prudential, regulatory and ethical requirements.

4 Terms of reference

The specific terms of reference of the Committee include:

Budget and performance

- (a) drafting the annual budget in alignment with the strategic plan,
- (b) monitoring financial performance, reviewing monthly accounts and recommending the endorsement of expenditure,
- (c) preparing annual accounts,
- (d) forecasting financial performance and recommending action where necessary,

Audit

- (e) recommending appointment of the Auditor and reviewing their performance,
- (f) overseeing the audit and discussing results with the Auditor,

Policies and procedures

- (g) reviewing and recommending financial policies, procedures and delegations, and ensuring consistency with accounting, audit and statutory requirements,
- (h) overseeing the prudent investment of funds,
- (i) applying grant funds in accordance with grant conditions,
- (j) appointing cheque signatories to facilitate payment of accounts,
- (k) enhancing the accuracy, transparency and objectivity of financial reports.

5 Special requirements

Composition

- (1) The Treasurer is to be Chair of the Committee *ex officio*, but if that office remains vacant, the Executive is to appoint another member of the Committee (other than the President) as Chair.

Meeting procedures

- (2) All meetings of the Committee are to be attended by the Chief Executive Officer and Finance Officer, but portions of meetings may be held without those persons being in attendance.

B3 Fundraising & Membership Committee

Approved by the Executive 25 Jul 2019

1 Status

The Fundraising and Membership Committee (“The committee”) is a committee appointed by the Executive.

2 Functions

The Committee’s functions are:

- (a) to provide advice, recommendations and proposed strategies to the Executive relating to fundraising, membership and marketing, and
- (b) to monitor and provide advice on the implementation of fundraising, membership and marketing strategies.

3 Objectives

The principal objectives to be advanced by the Committee are:

- (a) to ensure long-term revenue growth, and
- (b) to grow and diversify the Association’s member, supporter and donor base, and
- (c) to expand and deepen opportunities for engagement with members, supporters, donors and the public generally, and
- (d) to raise the Association’s public profile and image.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) developing proposed strategies for fundraising, membership and marketing, and
- (b) investigating and developing specific fundraising programs or opportunities, including in relation to grants, membership subscriptions, donations, bequests, sponsorships, merchandising, raffles, events or other means, and
- (c) investigating and developing specific membership, engagement or marketing programs, and
- (d) ensuring that proposed strategies and programs support relevant priorities or targets contained in the business plan, and
- (e) recommending specific persons or organisations who may be suitable or prospective for promoting fundraising, membership or marketing outcomes, and
- (f) reporting to the Executive on progress in implementing fundraising, membership and marketing strategies, including performance.

5 Special requirements

Composition

- (1) Either the Chief Executive Officer or the President is to be Chair of the Committee.
- (2) The Chair of the Finance Committee is to be a member of the Committee.

Meeting procedures

- (3) All meetings of the Committee are to be attended by the Finance Officer, Office Manager and Communications Officer, unless directed otherwise.
- (4) Committee meetings may be attended by external advisors having relevant expertise or experience.

B4 Landscape Conservation Forum

Approved by the State Council 3 March 2018

1 Status

The Landscape Conservation Forum (“the Forum”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Forum’s functions are:

- (a) to provide specialist advice and recommendations to the State Council and the Executive relating to landscape conservation, and
- (b) to make related submissions and representations on behalf of the Association.

3 Objectives

The principal objective of the Forum is to identify, promote and advocate for the establishment of the full range of natural and cultural heritage protected areas, being areas that align with International Union for Conservation of Nature (IUCN) categories, relevant international treaties and community norms and expectations.

4 Terms of reference

The specific terms of reference of the Forum include:

- (a) engaging with branches, the State Council, Executive, staff and local and regional conservation groups to identify potential protected areas and promote community support for their establishment, and
- (b) reviewing, supporting and advocating improvements to national park establishment plans prepared by the NSW Government, and
- (c) promoting a comprehensive, adequate, representative and resilient system of protected areas that reflects the diversity and connectivity of landscapes within NSW and adjoining areas, and
- (d) identifying and promoting all forms of natural and cultural protected areas, landscapes and areas of scientific interest, and
- (e) promoting and advocating the transfer of suitable areas of public land for management by the NSW National Parks and Wildlife Service, and
- (f) supporting proposals for additions to the national parks estate initiated by parliamentary representatives, local councils or other community organisations, and
- (g) developing a contemporary model for protected area legislation and planning instruments that encompasses environments, sites, places and landscapes of universal, national, State and regional significance, and
- (h) developing and communicating policies for reserve establishment and landscape conservation for public, private and indigenous protected areas, and
- (i) monitoring and reporting on the extent of land protected by reservation, or loss of protection by revocation of reserves.

5 Special requirements

None

B5 Park Management Committee

Approved by the State Council 29 June 2019

1 Status

The Park Management Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to provide specialist advice and recommendations to the State Council and the Executive relating to the management of national parks and other protected areas in the overall context of nature conservation and protection of natural landscapes, and
- (b) to develop related conservation policies, and
- (c) to make related submissions and representations on behalf of the Association.

3 Objectives

The principal objective of the Committee is to promote the protection of the natural environment and associated cultural values across the landscape, in particular, through appropriate use and management of the protected area network, including national parks and other reserve categories.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) promoting appropriate management practices and conservation policies relating to recreational activities, tourism, bushfire, invasive species or other matters, and
- (b) reviewing plans of management for protected areas and nearby land, and
- (c) reviewing relevant legislation and planning instruments that apply to the protected area network, and
- (d) undertaking regular consultation with NPWS and other relevant agencies.

5 Special requirements

None

B6 Field Activities Committee

Approved by the State Council 3 March 2018

1 Status

The Field Activities Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to coordinate the Association’s field activities, and,
- (b) to provide related specialist advice and recommendations to the State Council and the Executive.

3 Objectives

The principal objective of the Committee is to promote active involvement by members in the Association’s field activities, including bushwalking, camping, nature study, field surveys, training programs, and all other nature-based recreational, social or educational activities.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) planning and managing field activities in cooperation with Branch Committees, Group Committees and external bodies, and
- (b) developing policies and programs relating to training, leadership, safety, access, minimal impact, and other relevant issues, and
- (c) broadening involvement and participation in field activities, and
- (d) integrating field activities with current conservation campaigns and programs, and
- (d) liaising with relevant organisations such as bushwalking clubs and field naturalist societies.

5 Special requirements

Composition

- (1) All meetings of the Committee are to be attended by the Activities Coordinator.

B7 Group Committees (generic template)

Approved by the State Council 29 Jun 2019

1 Status

Each Group Committee is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The functions of each Group Committee are:

- (a) to conduct the Association's affairs in relation to a nominated region or issue, and
- (b) to provide advice and recommendations to the State Council.

3 Objectives

The principal objectives of each Group Committee are:

- (a) to promote nature conservation, and
- (b) to encourage active member participation, and
- (c) to provide social, educational and recreational opportunities, and
- (d) to promote the Association's public profile, in relation to the nominated region or issue.

4 Terms of reference

The specific terms of reference of each Group Committee include:

- (a) pursuing regional, local or issue-based conservation projects, including action to support State-wide campaigns,
- (b) monitoring Association affairs relating to the nominated region or issue,
- (c) making submissions and representations, especially to local members of Parliament, regional or special purpose agencies and local councils,
- (d) coordinating bushwalking, nature study, field survey, educational and other nature-oriented activities relating to the nominated region or issue,
- (e) recruiting new members within the nominated region or issue,
- (f) regularly communicating with local members and community groups,
- (g) collaborating with regional and issue-based conservation networks,
- (h) generating publicity via local or other media channels,
- (i) providing a delegate to the State Council, thereby participating in the Association's strategic direction and decision-making.

5 Special requirements

Composition

- (1) A Group Committee must appoint a Treasurer in order to be eligible to receive an operating allowance under By-Law 10.3.

Financial management and assets

- (2) A Group Committee that receives an operating allowance must ensure that:
 - (a) all receipts and payments are duly accounted for, and that annual and quarterly financial returns are promptly lodged with the Association's office, and
 - (b) any assets of the Association held to the account of the group are maintained in good order and used for Association purposes.
- (3) Cheques and withdrawals from any bank account must be signed by two authorised signatories.

Appendix C Instruments of delegation

[By-Law 11.5]

CI Sub-delegation to President

Approved 24 Nov 2022; to be reviewed by Mar 2025

In accordance with clause 11.5 (1) of the *National Parks Association of NSW By-Laws 2018*, the Executive:

- (a) sub-delegates to the President, or to the person otherwise performing that position ('the Delegate') each of the functions set out in the Schedule, subject to the conditions as specified, and
- (b) revokes any previous sub-delegation to the Delegate.

SCHEDULE

1 Management of meeting business

The Delegate is authorised to direct the Secretary or relevant committee convenor (as appropriate) to:

- call and schedule meetings of the Association, State Council, Executive or relevant committees,
- include agenda items for such meetings.

2 External relations and representation

The Delegate is authorised to:

- act as an official spokesperson of the Association
- sign Association correspondence
- review and make media statements and commentary
- represent the Association at public occasions
- appoint representatives or nominees to external bodies— if the appointment cannot be delayed until the next State Council meeting
- nominate representatives to conferences, public events, ceremonial and social functions, if the Delegate is unable to attend
- determine who will exercise voting rights at conferences from among the Association's attendees.

3 Supervision of Chief Executive Officer

The Delegate is authorised to:

- obtain external advice in relation to the appointment, conduct and performance of the Chief Executive Officer, and related matters
- negotiate and settle the terms of the Chief Executive Officer's employment contract, including remuneration (subject to budgeted limits)
- advise, consult with and provide direction to the Chief Executive Officer in relation to implementation of the Association's strategic plan and business plan
- carry out performance reviews under the Chief Executive Officer's employment contract
- take other administrative action in connection with the Chief Executive Officer's employment contract, including hours, overtime, time in lieu and leave applications
- accept the resignation of the Chief Executive Officer
- appoint a person to act in the position of Chief Executive Officer during any period in which the Chief Executive Officer is absent, if the appointment cannot be delayed until the next Executive meeting, and subject to consultation with the other Executive members.

4 Appointment of Acting President

The Delegate is authorised to appoint one of the following to act in the position of President during any period in which the Delegate is absent or unavailable:

- the Senior Vice President or the Vice President, or
- if neither is available—any other Executive member nominated by the Delegate.

5 Urgent matters

The Delegate is authorised to make decisions on urgent or critical matters if the decision cannot be delayed until the next Executive meeting, but the Delegate must consult with a majority of the other Executive members, and must report the matter to the next Executive meeting.

Note: The power to preside at general, State Council and Executive meetings is conferred on the President by the Constitution.

C2 Sub-delegation to CEO

Approved ... Nov 2022; to be reviewed by Mar 2025

In accordance with clause 11.5 (1) of the *National Parks Association of NSW By-Laws 2018*, the Executive:

- (a) sub-delegates to the Chief Executive Officer, or to the person otherwise performing that position ('the Delegate') each of the functions set out in the Schedule, subject to the conditions as specified, and
- (b) revokes any previous sub-delegation to the Delegate.

SCHEDULE

1 General

The Delegate is authorised to exercise the functions generally set out in the position description appended to the Chief Executive Officer's employment contract, subject to any relevant limits or requirements specified in this Schedule.

2 Sub-delegation

The Delegate is authorised to sub-delegate any function under this Schedule (other than this power of sub-delegation) to employees or contractors of the Association, subject to any specified sub-delegation limits.

3 Authorised agent

The Delegate is authorised to act as an agent, representative or associate of the Association, including for the purposes of:

- dealing with external parties
- negotiating contracts or agreements
- lodging returns with regulatory agencies.

4 Execution of documents

The Delegate is authorised to execute contracts, agreements or other documents on behalf of the Association without prior authorisation by the Executive if the purpose of the document is to implement a budgeted program, and the consideration does not exceed \$20,000.

This delegation does not apply to documents executed under seal or expressed to be executed as a deed.

5 Correspondence

The Delegate is authorised to sign correspondence on behalf of the Association if:

- it is not of a sensitive nature warranting signature by or prior consultation with the President
- it does not bind the Association to any legal, financial or other obligation or risk that has not been authorised by the Executive.

6 Media, public relations and advocacy

The Delegate is authorised to:

- issue media releases, respond to media enquires and provide media commentary
- represent the Association at public meetings or events
- make submissions to government agencies or inquiries
- make representations to or dealings with members of Parliament, Ministers, shadow ministers, government officials, political parties or candidates
- obtain legal advice (subject to budgeted limits) and make government information requests relating to campaign matters
- liaise or enter into arrangements with other public interest organisations
- arrange public events or activities
- confer with member groups regarding campaign matters.

Any such action:

- must be consistent with any relevant Association policy position or strategy
- must not promote or oppose any political party, representative or candidate
- must be regularly reported to the Executive
- if it is significant or sensitive—must be undertaken in consultation with the President
- if it relates to matters ordinarily dealt with by a member group—must be communicated with that group.

7 Finance and expenditure

The Delegate is authorised to:

- implement programs and projects for which funds have been committed
- approve expenditure for the supply, purchase, lease or hire of goods, works, services, consultants, plant, equipment and the like, if:
 - the amount does not exceed \$20,000 for any one transaction; and
 - committed funds are available for the purpose, and
 - the amount is fair and reasonable and conforms to any prior supply agreement or quotation
- collect amounts due to the Association and issue receipts
- approve refunds or credit adjustments for overpayments
- reimburse expenses in accordance with adopted policy

Note. See Policy D3 Reimbursement of Expenses.

- open or close accounts (other than investment accounts) in consultation with the Treasurer
- obtain account statements and access other information concerning accounts
- administer and operate accounts, subject to the following withdrawal limits or requirements:

Account type	Delegation limit	Sub-delegation limit
Investment	Not applicable	Not applicable
Cheque account - cheque withdrawal	No limit	\$20,000 (Finance Officer)
Cheque account - online withdrawal	No limit	\$20,000 (Finance Officer) \$5,000 (Operations Manager)
Advance (max. balance is \$1,000)	\$1,000	\$1,000
On-line saver	No limit	No sub-delegation
Credit card - Commonwealth	\$7,000	\$2,000 (Operations Manager) \$1,000 (Bush Connects)

Note: All accounts other than advance account and credit card transactions require two signatures.

8 Staff and volunteers

The Delegate is authorised to:

- appoint staff to new positions that have been authorised by the Executive
- fill vacancies in existing positions, in consultation with the President
- determine staff permanency following the completion of probation periods
- appraise staff performance
- administer staff arrangements, including hours, overtime, time in lieu and leave applications
- carry out disciplinary action in consultation with the President, but not termination of employment
- set remuneration levels (subject to budgeted limits)
- issue references on the Association's letterhead
- authorise timesheets for payment
- undertake duties under relevant workplace laws, including Work Health and Safety Act, Fair Work Commission Act, and anti discrimination laws
- make arrangements for volunteers in the Association's office, in consultation with the President.

Any such action must not relate to the Delegate's own employment.

9 Members and supporters

The Delegate is authorised to:

- administer membership renewals and maintain the Register of Members, in consultation with the Secretary
- process the acceptance of new membership applications from individuals without vetting applicant unsuitability.
- process the acceptance of new membership applications from organisations or businesses—if the application has been referred to the Secretary, and the Secretary advises that the application may be accepted.
- supervise the lodgement of financial returns by member groups, subject to regular consultation with the Treasurer
- provide general support to and communication with members, member groups, supporters and donors, subject to regular consultation with the President.

Appendix D Governance policies

[By-Law 1.7]

DI Conflicts of interest

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach for managing conflicts of interest.

2 Objective

The policy aims:

- (a) to ensure that conflicts of interest are openly disclosed, managed and recorded, and
- (b) to ensure that decisions continue to be made in the best interests of the Association, and
- (c) to give members, donors, regulators and others full confidence that appropriate mechanisms are in place for managing conflicts of interest.

3 Scope

The policy applies to all officeholders, members, staff or visitors who participate in meetings conducted under the Constitution.

Note. This would include State Council meetings, Executive meetings, general meetings, branch general meetings, committee meetings and branch committee meetings.

4 Relevant laws

Specific requirements operate under the following laws:

- (a) *ACNC Governance Standard 5* [see Appendix A5],
- (b) *Associations Incorporation Act 2009* [NSW]—see section 31,
- (c) *Charitable Fundraising Act 1991* [NSW]—see conditions under the Association's fundraising authority,
- (d) the general law of fiduciary duties.

5 What is a conflict of interest?

- (1) A conflict of interest occurs when a person's personal interests conflict with their legal duty or ethical responsibility to act in the best interests of the Association.
- (2) Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with (for example, as a member or shareholder). Also relevant is any conflict between a person's role with the Association and a role held with another organisation or body.
- (3) A conflict of interest may be:
 - *actual*—real or factual,
 - *potential*—possible or likely,
 - *perceived*—capable of being perceived by others,
 - *financial*—involving a monetary benefit,
 - *non-financial*—relating to other benefits or loyalties.
- (4) These situations present a risk, whether real or perceived, that a person's judgement will be influenced by considerations other than acting in the best interests of the Association. This risk must be managed appropriately.

5 Disclosure of interests

- (1) Disclosure of interests is required at all meetings.
- (2) A person subject to the policy must disclose any personal interest that might raise a conflict with acting in the best interests of the Association. An interest is to be disclosed irrespective of whether it is actual, potential, perceived, financial or non-financial.
- (3) An interest must be disclosed at the commencement of the meeting, or at any rate, before deliberations commence on a relevant item or as soon as the conflict becomes apparent.
- (4) An interest may be disclosed in writing to the Secretary at any time.
- (5) A candidate for an Executive position must disclose any interest in their nomination form.

6 Managing conflicts of interest

- (1) If a disclosure is made in relation to a matter being considered by a meeting, or attention is drawn to a relevant interest recorded in the register of interests and related party transactions, the meeting must first determine how that conflict is to be managed. This would include whether the person concerned should:
 - (a) be permitted to participate in discussion,
 - (b) be permitted to vote on the matter,
 - (c) be permitted to be present during discussion and voting,
 - (d) take leave of absence (if participation in future meetings would be inappropriate for a period of up to 6 months),
 - (e) resign their position (if remaining in the position would be untenable).

The person must not be present while the meeting determines how to manage the conflict, unless the interest is immaterial or trivial in nature.

- (2) In making its determination, the meeting is to consider the circumstances of the case, including:
 - (a) the nature, extent and materiality of the interest,
 - (b) whether the interest is likely to realistically impair the person's capacity for impartial judgement,
 - (c) the need to avoid any appearance of improper conduct that might impair the Association's reputation,
 - (d) whether it would be sufficient to merely note and document the interest.
- (3) A person who is the related party to a proposed related party transaction is not permitted to vote on the matter, participate in discussion or be present during discussion and voting, and does not count towards a quorum.

Note. See Policy D2 Related party transactions.
- (4) Action taken to manage the conflict is to be approved by a majority of those present who are entitled to vote. A decision to permit the person to participate in discussion or voting must be unanimous.

7 Recording conflicts of interest

- (1) Any conflict of interest disclosed at a meeting is to be recorded in the minutes, together with details of how the conflict was managed.
- (2) The Secretary is to maintain a register of interests and related party transactions that meets the requirements of section 31 (3) of the *Associations Incorporation Act 2009* [NSW].
- (3) The register is to record each interest that is disclosed:
 - (a) at an Executive or State Council meeting, or
 - (b) in a candidate's nomination for an Executive position (if the candidate is subsequently elected), or
 - (c) otherwise in writing to the Secretary.

Note. Interests that are disclosed at a committee or branch committee meeting are not required to be recorded in the register. However, it is strongly advised that any interest of a significant or material nature be notified to the Secretary, in which case the interest will be recorded in the register.

- (4) For each such interest, the register is to record:
 - (a) the date that the interest was disclosed, and
 - (b) the nature of the interest, and
 - (c) the date of any meeting at which the interest was required to be managed, and
 - (d) a summary or extract describing the action taken.
- (5) The register may be inspected by the Auditor and any member of the Association.

8 Awareness of policy

- (1) The chairperson is to call for disclosure of interests at the commencement of each meeting. A standing agenda item is to be allotted for this purpose.
- (2) Provision is to be included for disclosure of interests on the nomination form for Executive positions.
- (3) Induction materials provided to incoming officeholders are to draw attention to the policy.

9 Breaches of policy

- (1) If a person suspects any instance in which there has been a failure to disclose a conflict of interest as required by the policy, they should report the matter to the Secretary, or if that would seem inappropriate, to any other member of the Executive.
- (2) If a breach is found to be substantiated, the Executive is to recommend to the State Council any appropriate action that it should take (if an officeholder or member was responsible), or should take appropriate action itself (if a member of staff was responsible).

Note. Disciplinary action against officeholders or members may only be taken by the State Council.

- (3) Any disciplinary action is to be proportionate to the seriousness of the breach. If the breach is very serious, consideration should be given to terminating the person's relationship with the Association.

Note. Action taken must observe procedural fairness and meet all requirements of the Constitution (for action against members) and the *Fair Work Act* (for action against staff).

D2 Related party transactions

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach for dealing with related party transactions.

2 Objective

The policy aims:

- (a) to ensure that related transactions are for the benefit of the Association, and
- (b) to ensure that related party transactions are fully disclosed and capable of scrutiny, and
- (c) to give members, donors, regulators and others full confidence that appropriate mechanisms are in place for managing related party transactions.

3 Scope

The policy applies to all related party transactions, excluding reimbursement of reasonable out-of-pocket expenses.

4 Relevant standards

AASB 124 *Related Party Disclosures*, published by the Australian Accounting Standards Board.

5 Who is a related party?

A 'related party' is defined in detail in AASB 124. Persons or entities that come within the definition include:

- (a) those having control over the Association—such as Executive members or State Councillors,
- (b) those with authority and responsibility for planning, directing and controlling the Association's activities either directly or indirectly ('**key management personnel**')—such as the Chief Executive Officer and senior managers,
- (c) entities over which the Association has control or significant influence—such as Natural Areas Pty Ltd,
- (d) close family members or associates of any of the above.

6 What is a related party transaction?

A 'related party transaction' is defined in AASB 124 as a transfer of resources, services or obligations between an entity and a related party regardless of whether a price is charged. Such transactions present the risk that they are entered into for the purpose of an improper benefit.

7 Work performed by officeholders

- (1) Under clause 4.11 of the NPA By-Laws 2018, Executive members must not receive any payment for performing their duties.
- (2) An equivalent restriction is to apply to all other officeholders.
- (3) Any work performed for the Association by an Executive member or other officeholder that is not part of the duties of their position is eligible to be remunerated in accordance with this policy.

8 Approval process and criteria

- (1) All related party transactions are to be approved by the Executive. This role must not be delegated.
- (2) Any conflict of interest is to be declared and managed in accordance with the conflict of interests policy.

Note. Refer to Policy DI.

- (3) The Executive must not approve a related party transaction unless it has taken reasonable measures to satisfy itself that the transaction is on an 'arm's length basis' and is in the best interests of the Association.
- (4) An '**arm's length basis**' means that the terms and conditions of the transaction are no more favourable than those with which it is reasonable to expect would have been adopted had the transaction been conducted with an unrelated party.
- (5) Examples of measures that might be taken would include an independent selection process, a call for tenders or expressions of interest, inviting proposals from unrelated parties, advertised merit-based employment selection, and independent expert advice.

9 Recording related party transactions

- (1) If a related party transaction is approved, the minutes must record key aspects of the decision, including measures taken to protect the Association's interests and to manage any conflicts of interest.
- (2) The Secretary is to record the following details in the register of interests and related party transactions in relation to each transaction:
 - (a) the date that the transaction was approved, and
 - (b) the name of the transacting party, and
 - (c) a description of the transaction, and
 - (d) the amount of the transaction and any outstanding balance, and
 - (e) any relevant matters required to be recorded under the conflicts of interest policy.
- (3) The register may be inspected by the Auditor and any member of the Association.
- (4) Transactions involving ongoing payment of reasonable salary remuneration to key management personnel do not need to be recorded in accordance with this clause.

10 Disclosures in annual financial statements

Notes to the annual financial statements are to disclose:

- (a) any remuneration or benefit that is received by an Executive member (excluding reimbursements of reasonable out-of-pocket expenses), and
- (b) any other related party transaction (including key management personnel compensation) that is required to be disclosed under the Australian Accounting Standards, as applicable to the Association.

11 Ratification of Executive benefits

Any remuneration or benefit received by an Executive member is to be ratified by a general meeting of the Association.

Note. This is a condition imposed under the *Charitable Fundraising Act 1991* [NSW].

D3 Reimbursement of expenses

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach to reimbursing expenses incurred by persons in connection with Association affairs.

2 Objective

The policy aims:

- (a) to enable persons to be reimbursed for out-of-pocket expenses where it would be unreasonable for the expense to be borne personally, and
- (b) to ensure that claims are only paid for legitimate authorised expenses.

3 Scope

The policy applies to officeholders, members, member groups, volunteers and staff.

4 General criteria

Expenses are eligible for reimbursement if they are:

- (a) in connection with Association affairs, and
- (b) authorised, and
- (c) reasonable, and
- (d) evidenced by receipts or other documents.

5 Executive

- (1) Travel, accommodation, meals or other expenses in connection with attending Executive meetings are generally not reimbursable. Any exceptions must be approved by the Executive.

Note. For example, approval might be given for abnormal expenses associated with a particular meeting.

- (2) Legal, professional, educational, computer, telephone or similar expenses in connection with performing the duties of an Executive member are only reimbursable in special or abnormal circumstances. Prior approval of the Executive must be obtained.
- (3) Expenses in connection with officially representing the Association at an external function are reimbursable as if the function were a State Council meeting.

6 State Council

- (1) Expenses in connection with attending State Council meetings are reimbursable if the attendee is a State Councillor, Alternate State Councillor, proxy, staff attendee or invitee (an '**eligible attendee**'). Expenses by other attendees (including spouses or partners) are not reimbursable.
- (2) Travel by an eligible attendee is reimbursable as follows:
 - (a) direct surface transport from the person's usual place of residence to the meeting venue,
 - (b) the maximum amount reimbursable for travel by rail or bus is the on-line economy fare (including any booking fees),
 - (c) the maximum amount reimbursable for travel by car is fuel expenses (car pooling is encouraged).

- (3) Paid or billeted accommodation is provided for eligible attendees who travel from another region. Such persons may need or prefer to make their own arrangements, in which case expenses are reimbursable as follows:

- (a) shared cabin or hostel style accommodation for the evening prior to and immediately after the meeting, and any intermediate evening,
- (b) persons choosing a higher standard must make up the price difference themselves (unless a reasonable alternative is unavailable).

- (4) Meals and refreshments are provided for the duration of the meeting. All other meals and refreshments are the responsibility of each attendee.

- (5) Venue hire and catering expenses incurred by the host group are reimbursable as follows:

- (a) community hall or similar basic meeting venue (selected in consultation with the Secretary and Finance Manager),
- (b) self-catering, or budget-level commercial catering.

8 Member groups

- (1) Expenses in connection with undertaking the affairs of a branch or other member group are reimbursable from the funds of the branch or member group concerned. Prior authorisation to incur the expense must be obtained from the branch or group committee.
- (2) All claims must be approved by two account signatories. Claims are to be supported by receipts, invoices, tickets or other evidence.
- (3) Fuel or travel cards that have been purchased for use by committee members or activity leaders are to be allocated on an equitable basis. They must only be used for legitimate Association purposes.

9 Staff

- (1) Expenses incurred by staff in connection with Association business are reimbursable if prior authorisation has been obtained. Award entitlements and liability for fringe benefits tax may be relevant.
- (2) A member of staff must not approve payment of a claim made by themselves or a related party.

10 All other expenses

Reimbursement of expenses not referred to above may be approved as follows:

- (a) up to the current petty cash limit—by an authorised member of staff, or
- (b) all other claims—by the Executive.

Note. The petty cash limit is currently \$100.

11 Receipts

Claims should be supported by receipts, tax invoices (for amounts over \$75), tickets or other evidence.

12 Exclusions

The following expenses are never reimbursable:

- (a) traffic, parking or other fines,
- (b) damages recoverable from third parties,
- (c) expenses unrelated to Association affairs.

D4 Whistleblowers

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach to receiving and investigating disclosures made by whistleblowers.

2 Objective

The policy aims:

- (a) to support a culture of legal and regulatory compliance, and
- (b) to give potential whistleblowers assurance that they will not receive adverse treatment from the Association as a result of their having made a disclosure in accordance with the policy, and
- (c) to give members, donors, regulators and others full confidence that appropriate mechanisms are in place for handling reported instances of misconduct or other improper circumstances.

3 Scope

The policy applies to disclosures made by a whistleblower (refer to clause 5 below).

Note. Complaints about conduct that is unsatisfactory but not improper or illegal are dealt with under *Policy D5 Complaints and Compliments*.

4 Relevant laws

- (1) A statutory framework for the protection of whistleblowers operates under Part 9.4AAA of the *Corporations Act 2001* (Cth) ('the whistleblower laws'), but those laws do not apply to the Association.
- (2) This policy is therefore entirely voluntary. None of the statutory protections available under the whistleblower laws apply to a disclosure made by a whistleblower under this policy.

Note. Under section 95 of *Associations Incorporation Act 2009* [NSW], an association is declared to be an excluded matter for the purposes of section 5F of the *Corporations Act 2001* [Cth] in relation to the whole of the *Corporations* legislation, subject to certain exceptions that are not relevant to this policy.

5 What is a whistleblower?

A 'whistleblower' is a person who reports instances of misconduct or an improper state of affairs within an organisation. Information so reported is referred to in this policy as a 'disclosure'.

6 Who can make a disclosure?

A disclosure can be made by:

- (a) a current or former officeholder of the Association or a related entity (such as an Executive member, a State Councillor or a branch committee member), or
- (b) an employee of the Association, or
- (c) a person who provides unpaid services to the Association, or
- (d) a commercial supplier to the Association or an employee of a supplier, or
- (e) a relative or dependant of any of the above.

6 Who can receive a disclosure?

A whistleblower should make their disclosure to the Secretary. If that would seem inappropriate, the disclosure may be made instead to:

- (a) any other Executive member, or
- (b) a State Councillor, or
- (c) the Chief Executive Officer (as the senior manager), or
- (d) the Auditor.

7 Making a disclosure

- (1) A whistleblower may only make a disclosure if they have reasonable grounds to suspect that the information they disclose concerns misconduct, or an improper state of affairs or circumstances relating to the Association, its officeholders, employees or a related entity. This would include breaches of the law, corrupt conduct, fraud, theft, or systemic practices that seriously endanger the health or safety of members, staff or the general public.
 - (2) The disclosure should be in writing, if possible.
 - (3) The disclosure must include the following details:
 - (a) the nature of the alleged misconduct or circumstances,
 - (b) the identity of those responsible,
 - (c) facts or grounds substantiating the allegations,
 - (d) the nature or location of any further information that would substantiate the allegations.
 - (4) A person who receives a disclosure may ask questions and take notes about the disclosure to assist with further investigation of the matter.
 - (5) A whistleblower may (but is not required to) give consent for their identity or any information likely to reveal their identity being disclosed to persons assisting with the investigation. Any such consent must be given in writing to the person receiving the disclosure.
 - (6) Anonymous disclosures may be accepted.

8 Protecting confidentiality

- (1) A person who receives a disclosure may only divulge the whistleblower's identity or information likely to reveal their identity:
 - (a) with the written consent of the whistleblower, or
 - (b) to a legal practitioner for the purpose of obtaining legal advice regarding the matter disclosed, or
 - (c) to a government authority, as obliged by law.
- (2) The Association must take all reasonable steps to protect the confidentiality of information included in the disclosure, and must manage the investigation of the disclosure accordingly.
- (3) A whistleblower should on their own account keep the matter confidential to allow time for it to be fully investigated. They should not discuss the matter with any person other than:
 - (a) the person to whom they originally made the disclosure, or
 - (b) a legal practitioner for the purpose of obtaining legal advice.

9 Investigating a disclosure

- (1) A person who receives a disclosure and who is not an Executive member must notify the Secretary or any other Executive member as soon as practicable.
- (2) The Executive must appoint a person (the ‘Investigating Officer’) to investigate the matter. The Investigating Officer may be the person to whom the matter was disclosed or some other person.
- (3) The Executive must prepare terms of reference setting out:
 - (a) the matters to be determined by the investigation,
 - (b) the general means by which the investigation is to be conducted (including if any external experts are required),
 - (c) dates by which reports are to be submitted.
- (4) The Investigating Officer must provide a preliminary report to the Executive within 15 business days or such longer time as is specified by the terms of reference.
- (5) Reasonable precautions should be taken to secure documents and records relating to the investigation, and to prevent access by unauthorised persons.
- (6) The principles of procedural fairness should be considered during the investigation. For example, if any adverse comment about a person is likely to be included in a report, an opportunity should generally be given for the affected person to respond.

10 Outcome of the investigation

- (1) A Final Report is to be prepared upon completion of the investigation.
- (2) The Executive is to determine what action should be taken after having considered the Final Report.

11 Communicating with the whistleblower

- (1) Except in the case of an anonymous disclosure, the whistleblower may be informed of the appointment of an Investigating Officer, the identity of the Investigating Officer, and the dates on which the Investigating Officer is required to submit reports.
- (2) Subject to considerations of privacy relating to persons named in allegations, and any matters of commercial or regulatory sensitivity, the whistleblower may be advised of the outcomes of the investigation, including any proposed corrective action.

12 Assurances against detrimental action

- (1) The Association is committed to ensuring that a whistleblower is not disadvantaged from raising concerns about misconduct or other improper circumstances.
- (2) As a result, the Association, its officeholders or employees may not expel, suspend, demote, dismiss, harass, persecute or discriminate against a whistleblower because they made a disclosure, nor make any attempt to enforce a contractual or other remedy because of the disclosure (such as for breach of employment contract).
- (3) The Association may provide the whistleblower with immunity or due consideration in internal disciplinary proceedings relating to any personal involvement in wrongdoing.

13 Fair treatment of persons named in disclosures

- (1) If the Investigating Officer finds that a disclosure may be substantiated, the Investigating Officer should normally ensure that a person who is mentioned in the disclosure:
 - (a) is informed of the substance of the disclosure, and
 - (b) is provided with a fair and reasonable opportunity to respond to the disclosure (where relevant), and
 - (c) has their response to the disclosure set out appropriately in the Final Report, and
 - (d) is informed of the substance of any relevant adverse conclusions in the Final Report.
- (2) If the Investigating Officer finds that a disclosure is not substantiated:
 - (a) all information relating to the Final Report and the investigation leading to the Final Report’s publication must be handled confidentially, and
 - (b) the Investigating Officer must not divulge the finding to persons named in the disclosure until the Final Report is published.

14 Disclosures to ACNC

Any person is entitled to raise a concern directly with the Australian Charities and Not-for-profits Commission. To make a disclosure, complete ‘Form 6A: Raise a Concern about a Charity’ available on the ACNC website [www.acnc.gov.au], and lodge it in accordance with the instructions on the form.

15 Awareness of policy

- (1) General information about the policy will be published on the NPA website, together with an electronic link to the policy itself.
- (2) General information about the policy will also be included in induction materials provided to incoming officeholders and staff.

16 Annual reporting

The Association’s annual report is to include general information about the findings of any whistleblower investigation conducted during the period, and any corrective action taken.

D5 Complaints and compliments

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach to handling complaints and compliments.

2 Objective

The policy aims:

- (a) to support good service to members and other parties who interact with the Association, and
- (b) to welcome complaints about poor service and compliments about excellent service, and
- (c) to ensure that complaint procedures are accessible, fair, responsive, efficient and confidential, and
- (d) to improve performance using information gained from complaints and compliments, and
- (e) to avoid recurring issues and the escalation of complaints into disputes.

3 Scope

The policy applies to complaints or compliments made to or about the Association. It does not apply to staff grievances subject to workplace laws or protected disclosures made by a whistleblower.

Note. Refer to Policy D4 Whistleblowers.

4 What is a complaint or compliment?

- (1) A 'complaint' is any expression of dissatisfaction with the Association, its activities, administration or processes, or in relation to the conduct of a particular member, member group, officeholder or employee.
- (2) Likewise, a 'compliment' is any expression of satisfaction with the Association.

5 Who can make a complaint or compliment?

Complaints or compliments may be made by members, volunteers, donors, officeholders, staff, visitors, suppliers, or any member of the public who interacts in some way with the Association.

6 Complaints and compliments are welcome

- (1) The Association aims to be effective, helpful, ethical and timely in all its activities, and to meet high standards despite limited resources. Maintaining good service is assisted by awareness of instances where performance was not what it should have been, or was better than what might generally be expected.
- (2) A complaint may be made where the Association's activities, actions, services or processes did not meet expectations. A complaint will generally be investigated and addressed in accordance with clauses 8 and 9.
- (3) Compliments are encouraged where expectations were exceeded. Compliments will be passed on to those responsible, and the information used to improve activities and processes in accordance with clause 9.
- (4) Complaints and compliments may be made in writing (by post, email or online), or by telephone. Information on how to make a complaint or compliment will be kept readily accessible on the NPA website.

7 Complaints received by member groups

- (1) If a complaint is received by a branch committee or other member group, it must be referred to the Secretary or Operations Manager as soon as possible. The recipient will be kept informed.
- (2) If a compliment is received by branch committee or other member group, the president or convenor may respond directly, but should notify the Operations Manager.

8 Responding to a complaint

- (1) All complaints will be acknowledged.
- (2) A response will be given explaining the outcome of the investigation. If complex matters are involved the acknowledgement may provide an explanation of how the complaint will be handled, the date by which a response is due, and the name and contact details of the person reviewing the complaint.
- (3) In the event of a significant delay, an update will be provided with an explanation for the delay.
- (4) When determining how a complaint will be handled, consideration will be given to its seriousness, complexity or urgency, and whether any health or safety issues are involved.
- (5) The investigation and determination of a complaint will be guided by principles of fairness and respect, such as
 - (a) considering the complaint on its merits,
 - (b) objectively evaluating facts and evidence,
 - (c) excluding involvement by persons who might be biased in the matter,
 - (d) giving persons named in the complaint with an opportunity to respond (if appropriate),
 - (e) no adverse treatment of the complainant as a result of their having made a complaint.
- (6) If appropriate, conduct the subject of a complaint may be reported to the police or other authorities.

Note. For example, matters that appear to be criminal conduct, or that are required to be reported under any law.
- (7) The response to the complaint will explain the outcome of the investigation and may provide reasons if any evidence provided in the complaint is not accepted. If the complainant is not satisfied with the outcome, they will be given an opportunity to reply before the complaint is finally resolved.
- (8) Complaints will be treated with appropriate confidence.
- (9) Anonymous complaints may be accepted if there is a compelling reason to do so, and sufficient information is provided to investigate it. Complaints will not be dealt with if they are considered abusive, trivial or vexatious.

9 Improving performance

Complaints and compliments provide invaluable information about the effectiveness of NPA activities. This information may be used to:

- (a) identify and correct recurring issues,
- (b) make improvements to systems and processes,
- (c) identify training needs,
- (d) review and evaluate workloads and work practices.

D6 Dispute resolution

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association's approach to resolving disputes that involve the Association.

2 Objective

The policy aims:

- (a) to allow parties to a dispute to resolve their differences promptly and amicably, and
- (b) to avoid public disputes that might impair the Association's reputation, and
- (c) to establish dispute resolution procedures that are fair to all parties.

3 Scope

- (1) The policy applies to any dispute that arises in connection with the affairs of the Association, being a dispute between one or more parties and:
 - (a) one or more other parties, or
 - (b) the Association.
- (2) A party to a dispute may be:
 - (a) an internal party—being a member or a group of members under the governing rules of the Association or a related entity, or
 - (b) an external party—being any other party that interacts with the Association, such as a volunteer, donor, visitor or partner organisation.
- (3) The policy does not apply to workplace disputes subject to the *Fair Work Act*.

4 Relevant laws

- (1) Section 25 of the *Associations Incorporation Act 2009* [NSW] requires an association to include within its constitution provisions that address the resolution of internal disputes. However, the Association is currently exempted from this requirement under Schedule 4 of the Act.
- (2) Accordingly, this policy is adopted voluntarily.

5 Principles

Application of the policy is to be guided by the following principles.

Conflict avoidance

- (a) Open consultation between parties can help prevent the initiation of disputes.

Early initiation

- (b) Dispute resolution procedures should be initiated as early as possible. This will help avoid parties becoming locked into inflexible positions.

Face-to-face contact

- (c) Parties should be able to meet each other on a face-to-face basis in an atmosphere conducive to conciliation.

Self-resolution of differences

- (d) Parties are encouraged to resolve differences amongst themselves by direct negotiation.

Confidentiality

- (e) To ensure that procedures are conducted in a non-prejudicial manner, all information disclosed between the parties is to remain confidential, and no transcripts are to be kept of proceedings.

6 Initiation of dispute resolution procedure

- (1) The parties to a dispute should try to resolve it between themselves within 14 days of it coming to their attention.
- (2) If the parties fail to resolve the matter within that period they should within a further 10 days inform the Secretary in writing:
 - (a) of the general nature of the dispute, and
 - (b) that they wish to settle the dispute by mediation.
- (3) Before entering into mediation, each party is to sign an agreement in which they acknowledge and agree to abide by the mediation guidelines set out in the agreement.

7 Selection of mediator

- (1) The mediator is to be a person chosen by agreement of the parties, or failing such agreement, is to be:
 - (a) for any dispute between internal parties—a person chosen by the President, or
 - (b) for any other dispute—a person appointed or employed by a community justice centre under the *Community Justice Centres Act 1983* [NSW].
- (2) A mediator:
 - (a) may be a member or former member of the Association, and
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.

8 Conduct of mediation

- (1) A mediator is to conduct the mediation consistent with the principles of procedural fairness. Each party is to be given a reasonable opportunity to be heard, to review written statements, and to make replies.
- (2) A mediator must not make any decision, adjudication or arbitration on the dispute.

9 Outcome of mediation

- (1) Any agreement arising from a mediation is to be documented in a mediation agreement signed by each of the parties. The agreement is not legally binding, but is made in good faith.
- (2) Any matters remaining unresolved at the conclusion of mediation are to be documented in a statement of unresolved matters signed by each of the parties.
- (3) If mediation is discontinued after 3 months without resolution, the parties may seek to resolve the matter otherwise at law.

10 Disciplinary action against members

Disciplinary action to expel or suspend a member under section 43 of the Constitution should generally not be commenced unless the dispute resolution procedure under this policy has been exhausted.

D7 Record keeping, retention and access

Adopted 27 Jun 2020; revised 10 Sep 2022, review by Jun 2024.

1 Purpose

This policy sets out the Association’s approach to record keeping, record retention and access to records.

2 Objectives

The policy aims:

- (a) to ensure appropriate and timely record keeping that meets regulatory, governance, strategic, operational and historical needs, and
- (b) to retain records only for so long as they remain necessary, relevant or useful, and
- (c) to promote transparency and accountability to members, donors or other interested parties who have a legitimate need or entitlement to access information about the Association.

3 Scope

The policy applies to records that the Association keeps or is obliged to keep in connection with its activities.

4 Relevant laws

Specific requirements operate under the following laws:

- (a) *Associations Incorporation Act 2009* [NSW]—s. 29, 31(3), 50,
- (b) *Associations Incorporation Regulation 2016* [NSW]—cl. 12, 14,
- (c) *Charitable Fundraising Act 1991* [NSW]—s. 47,
- (d) *Australian Charities and Not-for-profits Commission Act 2012* [Cth]—s. 55-5, 60-55,
- (e) taxation, employment and workplace laws.

5 What is a record?

- (1) A “**record**” is any document or other source of information that is compiled, recorded or stored in written, electronic or other readable form.
- (2) If a record is kept in electronic form:
 - (a) it should be searchable or easily located, and
 - (b) it must be kept in a readable format throughout the applicable retention period, and
 - (c) it must be convertible into hard copy, and
 - (d) hard copy must be made available within a reasonable time to a person who is entitled to access the record, and
 - (e) suitable back-up procedures are to be maintained.

6 Are there fees for accessing records?

- (1) There are no fees for requesting access to records.
- (2) In general, there are no fees for processing a request or making copies. However, unless access is required to be free of charge under this policy or by law, the Association may charge reasonable fees if fulfilment of a request would divert significant staff time or resources.
- (3) The Association will endeavour to meet the needs of those who are unable to access written material, such as by using alternative formats or a relay service. No additional fees will apply.

7 Governing rules

Definition

- (1) ‘**Governing rules**’ comprise the Association’s Constitution and By-Laws (including documents appended to the By-Laws).

Record keeping

- (2) The Secretary must, within one month of any alteration to the governing rules, compile and keep an updated edition of the governing rules.

Record retention

- (3) Each edition of the governing rules is to be retained indefinitely in electronic form.

Access to records

- (4) The current edition of the governing rules is to be publicly accessible via the NPA website. If a member or donor requests a copy of the current edition of the governing rules, the Association must provide a copy free of charge.

Note. The current edition is also publicly accessible via the ACNC Charity Register, available at www.acnc.gov.au

8 Register of members

Definition

- (1) The register of members (‘**the register**’) is the register specified by section 91 of the Constitution and clause 12.7 of the By-Laws.

Record keeping

- (2) The register is to be updated as soon as possible after the acceptance of a membership application or receipt of a notice of renewal, resignation, death or change of details. Recently expired members are to be updated monthly.

Record retention

- (3) The register is to be retained and updated indefinitely. Point-in-time extracts showing current members are to be generated quarterly, and retained as required for up to 7 years. Cumulative time series statistical summaries are to be retained indefinitely.

Access to records

- (4) The Secretary may provide an officeholder or member of staff with access to so much of the register as is relevant to their functions.
- (5) Any member may request access to the register. The Secretary may grant the request if satisfied that the member intends to use the information for a proper purpose. Access is to be subject to the condition that the member does not:
 - (a) contact or send material to persons listed on the register, other than for purposes connected with Association affairs, and
 - (b) disclose any information obtained knowing that it is likely to be used to contact or send material to persons listed on the register.
- (6) No access to the register is to be provided to any other persons, except as required by law.

9 Register of officeholders

Definition

- (1) The register of officeholders (**‘the register’**) is a register of each person who currently holds or formerly held elected or appointed office:
- under the Association’s governing rules, or
 - under the governing rules of an entity that is controlled by Association, or
 - within an external entity—as a nominee of the Association.

Note. The register exceeds minimum requirements under the *Associations Incorporation Act 2009* to keep a ‘register of committee members’. Due to the Association’s decentralised structure in which more than 200 members hold a position, it is appropriate to keep a structured record of all officeholders.

Record keeping

- (2) The register is to record for each term that a person holds office:
- the name of the person,
 - the office or position held,
 - the date that the person was elected or appointed,
 - the date that the term commenced or is due to commence,
 - the date that the term concluded or is due to conclude,
 - whether the term is current, concluded or not yet commenced,
 - if the term is concluded—the reason for which it concluded (such as expiry, resignation, death, removal or other reason),
 - if the person holds office as an Executive member—the person’s date of birth, residential address, and any other details required by law to be publicly accessible or made available to a regulatory authority, as disclosed by the person to the Association.
- (3) The Secretary must update the register to record any changes within one month after the change occurs or being notified of the change.

Record retention

- (4) The register is to be retained and updated indefinitely.

Access to records

- (5) The name and position of each current Executive member and State Councillor is to be:
- publicly accessible on the NPA website, and
 - listed in the Association’s annual report.
- (6) An internal directory that lists the name, position and contact details of each current officeholder may be made available to current officeholders, staff and volunteers.
- (7) Any person may inspect a subset of the register that lists for each current Executive member those matters as are required by law to be publicly accessible. The subset must be kept available for inspection during ordinary office hours, free of charge.

Note. Names and positions of current Executive members are also publicly listed on the ACNC Charity Register, available at www.acnc.gov.au

10 Register of interests & related party transactions

Definition

- (1) The register of interests and related party transactions (**‘the register’**) is the register specified by:
- section 31 (3) of the *Associations Incorporation Act 2009* [NSW], and
 - Governance Policy D1: Conflicts of Interests*, and
 - Governance Policy D2: Related Party Transactions*.
- (2) The Secretary must update the register to record any changes within one month after the change occurs or being notified of the change.

Record retention

- (3) The register is to be retained and updated indefinitely.

Access to records

- (4) The Auditor and any member may inspect the register. The register must be kept available for inspection during ordinary office hours, free of charge.

11 Financial and operational records

Definitions

- (1) **‘Financial records’** are records that correctly record and explain the Association’s transactions, financial position and performance, and enable true and fair financial statements to be prepared and audited.
- ‘Operational records’** are records that correctly record the Association’s operations, assets and property.

Note. Examples would include meeting minutes, reports and publications on the Association’s activities, asset registers, contracts, legal agreements, strategic plans, policies and procedures, project documentation, member communications, media releases and promotional material.

Record keeping

- (2) Financial and operational records are to be kept that:
- explain all transactions and other acts relevant to the Association’s status as an incorporated association, registered charity, income tax-exempt entity, deductible gift recipient and authorised fundraiser,
 - allow the relevant authority to assess whether the Association remains entitled to such status and is complying with applicable legal obligations,
 - show all income and assets were applied solely for the purposes for which the Association is established (that is, its ‘objects’ or ‘charitable purposes’),
 - show all gifts and deductible contributions were used for the Association’s principal DGR purpose,
 - allow the relevant authority to assess compliance with GST, workplace, employment or other laws.

Note. For the Association’s objects and charitable purposes, see section 4 of the Constitution and Part 2 of the By-Laws (respectively). The Association’s principal DGR purpose is ‘protecting the environment’, which is defined by section 30-265 of the *Income Tax Assessment Act 1997* [Cth] as:

- the protection and enhancement of the natural environment or of a significant aspect of the natural environment, or
- the provision of information or education, or the carrying on of research, about the natural environment or a significant aspect of the natural environment.

Record retention

- (3) Except as specifically provided in clauses 12-14, financial and operational records are to be retained for at least 7 years.

Record access

- (4) Except as specifically provided in clauses 12-14, access to financial and operational records is only available to Executive members, branch committee members (in relation to the branch concerned), authorised staff and the Auditor.

Note. Clauses 12-14 set out specific requirements for principal publications, meeting minutes, and advocacy and campaign items.

12 Principal publications*Definition*

- (1) ‘**Principal publications**’ comprise any of the following items published by or on behalf the Association:
- (a) annual reports,
 - (b) audited financial statements,
 - (c) plans, policies or strategies for advancing the Association’s objects,
 - (d) books, reports, discussion papers, journals, or other significant publications.

Note. Ephemeral items such as brochures, leaflets, paid advertisements or web pages are not ‘principal publications’.

Record keeping

- (2) Each principal publication is to be kept in electronic form. A copy is also to be kept in printed form if that was the primary form in which it was originally published. Where appropriate, an ISBN number should be allocated, and a copy deposited in the National Library of Australia and the State Library of New South Wales.

Record retention

- (3) Each principal publication is to be retained indefinitely in electronic form. Any printed copies that are required to be held are to be retained for at least 7 years.

Access to records

- (4) Annual reports and audited financial statements relating to the preceding seven years are to be made publicly accessible via the NPA website. If a member or donor requests a copy of the most recent annual report or audited financial statements, the Association must provide a copy free of charge.

Note. Annual reports, audited financial statements and annual information summaries are also publicly accessible via the ACNC Charity Register, available at www.acnc.gov.au

- (5) The current edition of the Association’s strategic plan and any current strategic policy documents should generally be made publicly accessible via the NPA website.
- (6) The Association will endeavour to make a selection of its back file collection of journal articles and other publications publicly accessible via the NPA website. Full access to recent journal issues and activity programs is to remain restricted to current members only.

13 Meeting minutes*Definitions*

- (1) ‘**Minutes**’ are a record of:
- (a) proceedings and resolutions of a meeting, or
 - (b) circular resolutions passed without a meeting.
- ‘**Minutes officer**’ is an officeholder who is responsible for preparing and keeping minutes.

Record keeping

- (2) The relevant minutes officer must within one month make and keep minutes in relation to:
- (a) State Council meetings and circular resolutions,
 - (b) Executive meetings and circular resolutions,
 - (c) Executive and State Council committee meetings,
 - (d) general meetings of the Association,
 - (e) branch general meetings.

- (3) Copies of minutes of committee meetings and branch general meetings are to be forwarded by the relevant minutes officer to the Operations Manager for filing.

Note. Minutes of branch annual general meetings must be forwarded to the Operations Manager each year by 1 October.

- (4) Preparation of minutes of branch committee meetings is optional, but if prepared must be made and kept by the relevant minutes officer within one month. A copy does not need to be forwarded to the Operations Manager.

- (5) All minutes are to be kept in electronic form.

- (6) The Secretary is to compile and keep consolidated electronic editions for minutes of the State Council, the Executive and general meetings of the Association.

- (7) The Operations Manager is to compile and keep bound minute books containing minutes of the State Council, the Executive and general meetings of the Association.

Record retention

- (8) Minutes of the State Council, the Executive and general meetings of the Association are to be retained:

- (a) in electronic form—indefinitely, and
- (b) as bound minute books—for at least 30 years.

- (9) A minute book must not be discarded unless:

- (a) the contents of the minute book are also held in a consolidated electronic edition, and
- (b) the minute book will be deposited in the State Library of NSW.

- (10) All other minutes are to be retained for at least 7 years.

- (11) Agendas, reports or papers that were circulated, tabled or adopted in conjunction with a meeting or circular resolution of the State Council, the Executive or the Association in general meeting are to be retained in electronic form for at least 7 years. Any items likely to be of continuing interest or significance are to be retained indefinitely. Printed copies may be deposited with the State Library of NSW.

Note. For example, reports or papers relating to a special general meeting should always be retained.

Access to records

- (12) Any member is entitled to inspect minutes of the State Council, general meetings of the Association and general meetings of any branch.
- (13) A member may request access to minutes of the Executive or any other minutes not available under subclause (12). The Executive may grant the request at its discretion, but must be satisfied that to do so would not be prejudicial to the interests of the Association.
- (14) Minutes of the Executive are to be made available to each State Councillor (By-Laws, clause 4.9).

Guide to contents of minutes

- (15) Minutes should generally include the following details about how a meeting was held:
- title of body / committee [and name of the Association]
 - date meeting held
 - time meeting commenced / concluded
 - venue and location of meeting (or if videoconference)
 - meeting chair and minute taker
 - persons present who are members of the body / committee
 - other persons present (members, staff, invitees, visitors)
 - proxyholders (State Council & special general meetings only)
 - persons absent by apology or with leave
 - list of papers circulated or tabled.
- (16) Minutes should generally include the following details about the matters that were transacted at a meeting:
- confirmation that a quorum was present
 - disclosure of interests and how managed
 - confirmation of previous minutes as an accurate record
 - key issues or matters that were discussed or noted
 - agreed positions, decisions, action or inaction, and rationale
 - consideration given to any dissenting views
 - formal resolutions that were passed
 - election or appointment of any person to a position
 - expenditure that was approved
 - action items assigned to persons and when due
 - arrangements for next meeting.

14 Advocacy and campaign items*Definitions*

- (1) ‘**Advocacy and campaign items**’ are items prepared by the Association that:
- (a) represent the Association’s views or interests, or
 - (b) promote or oppose changes to law, government policy or practice, or
 - (c) are intended or likely to influence public opinion.

Types of advocacy and campaign items

- (2) A ‘**submission**’ is a response to a call for comments by a government authority, public inquiry, public interest body or similar. Submissions are generally made in writing, but can also be given as oral evidence at a public hearing, in which case a transcript is usually made. They are almost always treated as public documents.
- (3) A ‘**representation**’ is a self-initiated communication with a minister, political representative, government official or industry body, either in writing or conveyed at a meeting. In the latter case, a short written record is usually kept. The contents may be unsuitable for publication, and for this reason representations need to be handled separately from submissions.

- (4) A ‘**media release**’ is a statement given to a media outlet. It provides commentary that, if published, can be attributed to the spokesperson named in the release.
- (5) ‘**Campaign materials**’ include a wide variety of published items that are directed to the general public or a targeted audience. Examples include campaign letters, briefing notes, submission guides, presentations, articles, flyers, web pages, social media posts and paid advertisements. They are potentially subject to the electoral laws, especially during election periods.
- (6) ‘**Legal documents**’ include legal advice and documents relating to legal proceedings. Access must be carefully managed to protect the Association’s interests.

Record keeping

- (7) Copies of submissions, representations, media releases and campaign materials should be forwarded to the Operations Manager within one week for registration and filing. Campaign materials issued during State election periods must be forwarded to the Operations Manager within one working day. Responses to representations should also be forwarded for filing (within one week).
- (8) Items are to be kept in electronic form, and stored in a manner that enables those of a particular type or subject matter to be readily located.
- (9) Legal documents are to be kept separately.
- (10) A register of advocacy and campaign items is to be kept to aid retrieval for future reference, assist with annual reporting, and manage compliance with electoral laws.

Record retention

- (11) Submissions, representations, media releases and campaign materials are to be retained for at least 7 years. Items likely to be of continuing interest or significance are to be retained indefinitely. Printed copies may be deposited with the State Library of NSW.

Note. For example, it may be appropriate to retain copies of major responses to important legislation, plans or proposals.

- (12) Legal documents are to be retained in accordance with normal legal practice.
- (13) The register of advocacy and campaign items is to be retained and updated indefinitely.

Record access

- (14) The Association will endeavour to make the following items publicly accessible via the NPA website:
- (a) submissions made during recent years,
 - (b) representations made during recent years (where suitable for publication), and any responses received,
 - (c) media releases made during recent years,
 - (d) campaign materials that relate to current campaigns,
 - (e) general information about any legal proceedings that are current or were concluded in recent years.

15 Register of volunteer awards

The Secretary is to compile and keep a register of all volunteer awards conferred by the Association.

D8 Funds management

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the governance framework for managing the Association's funds.

2 Objectives

The policy aims to ensure that funds are managed in a way that:

- is transparent to members and donors, and
- allows prudent management of financial risks, and
- supports strategic objectives and priorities, and
- promotes the Association's long-term financial independence and sustainability.

3 Scope

The policy specifies a clearly defined structure of accounts for managing income, expenditure and financial reserves. It does not address how funds should be managed at a detailed operational level.

4 Relevant laws

- Owing to the Association's status as a registered charity, income tax-exempt entity, deductible gift recipient and authorised fundraiser, the purposes for which the Association's funds may be used, and the manner in which they may be invested and managed, is subject to specific requirements under the following laws:

- Australian Charities and Not-for-profits Commission Act 2012* [Cth],
- Income Tax Assessment Act 1997* [Cth],
- Charitable Fundraising Act 1991* [NSW].

- Broadly, those requirements include:

- income and assets must be applied solely for the purposes for which the Association is established (that is, its 'objects' or 'charitable purposes'),
- gifts and deductible contributions must be used for the Association's principal DGR purpose,
- income and expenditure must be accountable to members, donors, and the public generally,
- proceeds from fundraising appeals that are not immediately required may only be placed in authorised trustee investments,
- a general obligation to ensure responsible financial management.

Note. For the Association's objects and charitable purposes, see section 4 of the Constitution and Part 2 of the By-Laws (respectively). The Association's principal DGR purpose is 'protecting the environment', which is defined by section 30-265 of the *Income Tax Assessment Act 1997* [Cth] as:

- the protection and enhancement of the natural environment or of a significant aspect of the natural environment, or
- the provision of information or education, or the carrying on of research, about the natural environment or a significant aspect of the natural environment.

5 Overall fund structure

- Funds are to be managed under three principal accounts, as follows:

Name of fund	Abbreviation
General Operating Account	GOA
Operational Contingency Fund	OCF
Investing in Nature Fund	INF

Note. See diagrammatic outline on page 65.

- Each fund is established to serve specific purposes that together promote the overall objectives of the policy.
- The Treasurer may establish subsidiary accounts or sub-funds as required to facilitate efficient or transparent management of funds.

6 General Operating Account

Purpose

- The General Operating Account ('GOA') is established as a general income and expense account that is available to serve routine operations.

Source of funds

- The GOA is to receive:
 - membership fees, and
 - proceeds from fundraising appeals and all other general donations under \$20,000, and
 - donations received for specific purposes, and
 - grant funding, and
 - other operating income, and
 - approved transfers from the OCF or INF.

Note. General donations for amounts of \$20,000 and above, and all bequests will be received by the INF.

Investment strategy

- The GOA will generally be deposited in at-call trading and interest-bearing bank accounts.

Account operation

- The GOA will be operated in line with the approved annual budget, but taking into account the historical tendency for operating expenses to exceed operating income for much of the year.
- The GOA is to be re-balanced at the commencement of each financial year to ensure there are sufficient funds to avoid a cash deficit over the course of the year, thereby eliminating the need to make incremental calls on other funds.
- Any deficit in the GOA (an 'operating deficit') is to be funded by a transfer from the OCF. Other than in exceptional circumstances, a transfer should not exceed an amount that would cause the OCF balance to fall below the target balance.

7 Operational Contingency Fund

Purpose

- The Operational Contingency Fund ('OCF') is established as an emergency reserve that is available to sustain operations during times of financial difficulty.

Source of funds

- The OCF is to receive surplus funds from the GOA.

Investment strategy

- (3) The OCF will be invested in secure investments, such as term deposits with short to medium terms. Investment returns are to be recognised as income in the GOA.

Target balance

- (4) The target balance to be retained in the OCF at all times is an amount equivalent to approximately six months' core operating requirements. The actual dollar value is to be determined each year as part of the annual budget process, and be approved by the Executive and endorsed by the State Council.
- (5) Excess amounts above the target balance should generally be transferred to the GOA, the INF, or partly to both.

Departures from target balance

- (6) A departure from the target balance may be permitted if this would support important contingency expenses, and would not create an unacceptable financial risk. At least one of the following criteria must be satisfied:
- short-term financial difficulties are preventing payments for committed projects from the GOA, or
 - the expenses relate to uncommitted projects that are of critical importance or urgency.
- (7) A departure must be approved by the Executive, and the State Council advised as soon as practicable. Funds may not be committed before the departure is approved.
- (8) Any fall below the target balance is to be replenished as soon as practicable.

8 Investing in Nature Fund*Purpose*

- (1) The Investing in Nature Fund ('INF') is established as a strategic reserve that is available:
- to provide long-term financial independence, and
 - to finance important conservation activities and capital expenditure, and
 - to generate a supplementary income stream from the investment of accumulated funds.

Source of funds

- (2) The INF is to receive:
- all bequests, and
 - donations made specifically to the INF, and
 - donations for amounts of \$20,000 and above (except if received for specific purposes).

Note. Grant funding is received by the GOA.

Investment strategy

- (3) The INF will be invested in secure investments, such as term deposits with short to medium maturity terms. Investment returns are to be recognised as income in the GOA for the time being.
- Note.** It is intended to reinvest returns in the INF once the Fund approaches its target accumulation balance.
- (4) Any non-cash assets that are received, such as shares or property, are to be retained in specie until such time as is prudent for their conversion to cash.

Target minimum balance

- (5) The target minimum balance to be retained in the INF at all times is \$150,000. The target aims to ensure that eligible activities can continue to be financed despite year-to-year fluctuations in INF receipts.

Note. The amount approximates average annual INF receipts over the preceding decade.

Target accumulation balance

- (6) It is intended to grow the INF accumulation balance to an indicative target of \$1 million by 2025. The target is an important mechanism for realising the underlying purpose of the INF.

Maximum annual drawdown

- (7) No more than 33% of the INF balance may be drawn down in any one year. The maximum annual drawdown aims to provide a balance between funding immediate activities and growing the INF in line with the target accumulation balance. The annual budget is to be framed with these aims in mind.

Eligibility

- (8) INF funds may only be used to finance:
- advocacy, education or research activities, or
 - on-ground conservation works, or
 - capital expenditure,
- being activities that support priorities identified by the Association's current strategic plan.

Note. General administrative expenses are ineligible.

Donor preferences

- (9) A donor may state a general preference as to how their donation to the INF might be used or allocated, and those preferences will be respected wherever possible. However, the Association retains an unconditional discretion as to how it will apply donations. All INF funds will be allocated according to the criteria in (8) above. Donations subject to conditions may be refused.

Annual allocations

- (10) Allocations from the INF are to be approved by the Executive and endorsed by the State Council as part of the annual budget process. Allocations may be made outside the annual budget process in urgent or exceptional circumstances, but only after approval by the Executive and endorsement by the State Council.

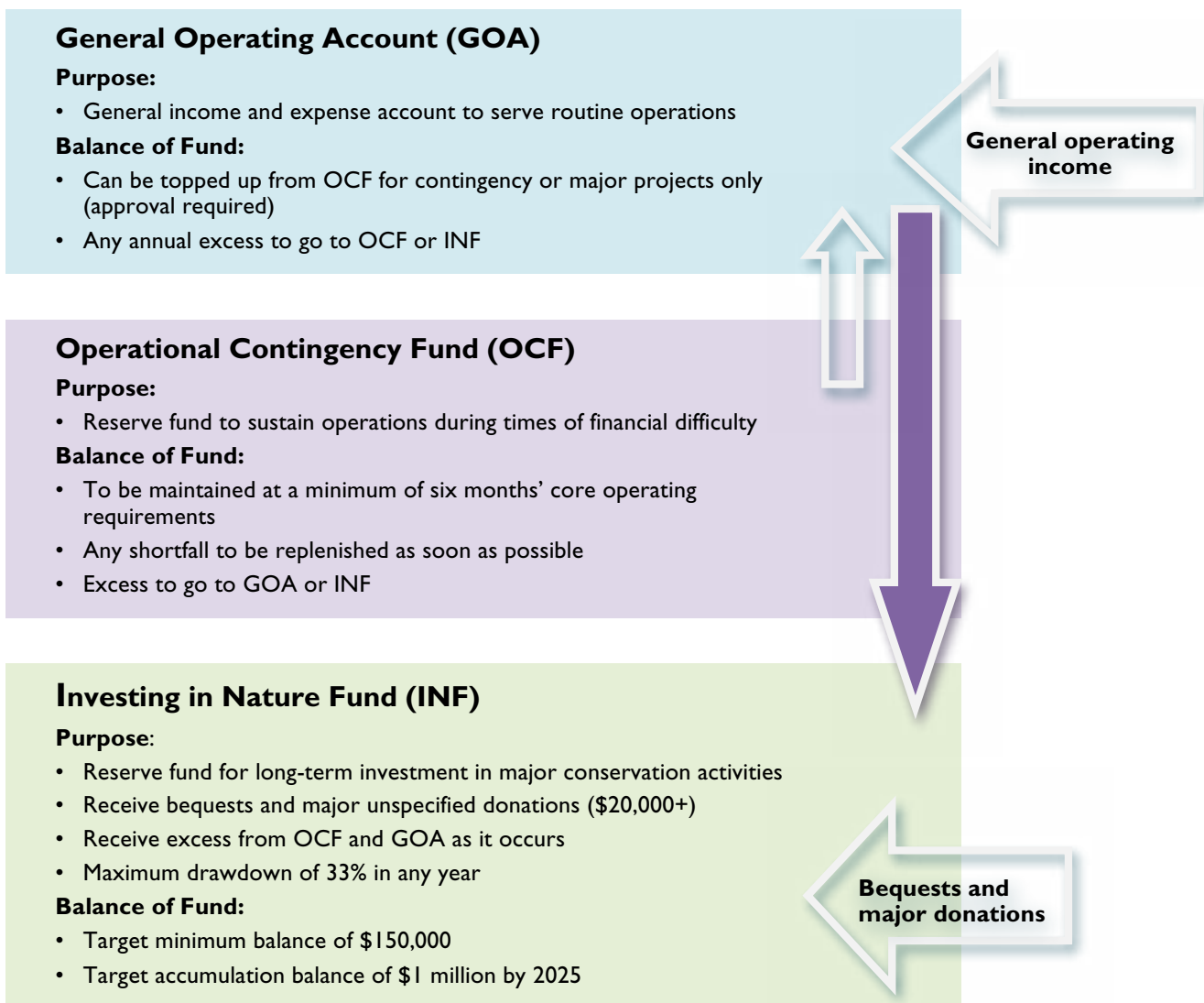
Departures from balance requirements

- (11) Departures from the target minimum balance or the maximum annual drawdown may be permitted if there are compelling reasons justifying the departure. At least one of the following criteria must be satisfied:
- the departure would enable an eligible proposal that is of critical importance, and which otherwise could not proceed, or could only proceed with substantially reduced effectiveness,
 - the departure would enable an emergency response to a major unforeseen threat to the environment (for example, as a result of significant changes to legislation or government policy, major disasters or other events).
- (12) Departures must be approved by the Executive and endorsed by the State Council before expenditure is committed.

9 Monitoring and review

- (1) The Finance Committee is to monitor implementation of this policy, and regularly report its findings to the Executive, including in relation to:
 - (a) balances, transfers and earnings relating to each of the funds,
 - (b) whether the policy objectives are being met.
- (2) The Executive is to provide general information on the operation of the funds in its financial reports to the State Council, including relevant implications for the annual budget.
- (3) Periodic review of this policy (as required under clause 1.7 of the By-Laws) is to include consideration of:
 - (a) balance requirements in each of the Funds,
 - (b) progress towards the INF accumulation target,
 - (c) whether the investment strategy for the INF should be extended to include other asset classes,
 - (d) reinvestment of earnings within the INF.

10 Diagrammatic outline of fund structure



D9 External relationships

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the Association’s approach to managing legal, ethical and other considerations affecting relationships with external bodies.

2 Objectives

The policy aims to promote relationships that are:

- (a) productive and mutually beneficial, and
- (b) transparent and accountable, and
- (c) legally and ethically appropriate, and
- (d) consistent with maintaining charitable and deductible gift recipient status.

3 Scope

- (1) The policy covers a number of potential interactions or relationships with external bodies, including donations, grants, membership, affiliation, cooperation, joint projects and corporate sponsorships.
- (2) An external body includes any organisation whether incorporated or not. The Association includes any branch of the Association, and any entity that is controlled by the Association.

4 Donations (‘gifts’)

Concepts

- (1) A ‘**donation**’ refers to a gift of money or the provision of goods or services for no consideration or inadequate consideration, free of any conditions. Non-monetary gifts would include property, office accommodation, vehicles, equipment or professional services.

Making donations

- (2) A donation should only be made to an external body if it would tend to further or aid the Association’s objects.
- (3) A donation must not be made to a political party or a candidate for political office.
- (4) No donations should be made to an electoral campaigner without first obtaining expert legal advice.

Accepting donations

- (5) A donation should not be accepted from an external body if:
 - (a) the donor’s business, activities or values would be incompatible with the Association’s objects or charitable status, or
 - (b) the donor intends to exert undue influence on how the donation is used, or
 - (c) accepting the donation would involve acting as a conduit for tax-deductible donations intended by the donor to be passed on to another body (‘**conduit policy**’).
- (6) The conduit policy does not prevent a decision by the Association in good faith to pass funds to another body for the purpose of protecting the environment generally in furtherance of the Association’s objects. Funds thereby passed to another body should be directed to projects that support priorities under the NPA Strategic Plan, via a specific purpose grant.

5 Grants

Concepts

- (1) A ‘**grant**’ refers to a payment that is tied to a specific purpose or project, and may be subject to conditions.

Making grants

- (2) A grant may be made to an external body for projects that would further or aid the Association’s objects.
- (3) The terms of a grant should provide clear requirements for project oversight, implementation, performance and accountability, and be specified in a written agreement.

Accepting grants

- (4) A grant may be accepted from government, philanthropic or other funding bodies for projects that would further or aid the Association’s objects.
- (5) A grant should not be accepted if it includes insufficient provision to cover the full cost of the project (including administration), excluding any budgeted financial or in-kind contribution to be made by the Association.

Note. In general, grants should only be made or accepted for projects that support priorities under the current strategic plan.

6 Membership

Concepts

- (1) ‘**Membership**’ refers to being a member or shareholder of a body under its governing rules.

Holding membership in external bodies

- (2) The Association may hold membership in an external body if that would tend to further or aid the Association’s objects.
- (3) A membership or indirect interest in a company operating for commercial purposes (for example, as part of an investment portfolio or managed investment scheme) should not be held if the company’s business, activities or values would be incompatible with the Association’s objects or charitable status. This does not prevent a token shareholding being held for corporate advocacy purposes.

Note. Risk management and other investment criteria would also be relevant, but are not dealt with by this policy.

Granting membership to external bodies

- (4) Membership of the Association should not be granted to an external body if its business, activities or values would be incompatible with the Association’s objects or charitable status.

Note. Corporate membership is available under section 42 of the Constitution.

7 Affiliation

Concepts

- (1) ‘**Affiliation**’ refers to a degree of association that is closer than ordinary membership. It typically includes an entitlement for delegates of one entity to be represented on the governing body of the other entity.

Establishing an affiliation

- (2) An affiliation should only be established with an external body if the body’s objects, activities and values are closely aligned or complementary with those of the Association.

Note. Affiliation is available under Part X of the Constitution.

8 Cooperation

Concepts

- (1) ‘**Cooperation**’ refers to an arrangement whereby two or more bodies work separately but along parallel lines to achieve common goals. It typically involves developing a shared vision, identifying how each party will work towards that vision, and sharing information. Arrangements are usually set out in a non-binding memorandum of understanding (MOU).

Establishing a cooperative arrangement

- (2) A cooperative arrangement may be established with a compatible body if that would tend to further or aid the Association’s objects.
- (3) Cooperation may be undertaken with bodies working in the nature conservation sector, or with bodies in the natural resource management, education, health, outdoor recreation, rural, indigenous or other appropriate sectors.
- (4) The arrangement should be supported by a suitable memorandum of understanding.
- (5) The arrangement should be periodically reviewed and reported to the Executive and State Council.

9 Joint projects

Concepts

- (1) A ‘**joint project**’ refers to an arrangement whereby two or more bodies agree to formally work together to achieve common goals, usually for a specific project. Each body might contribute a particular combination of money, skills, knowledge, office accommodation or other resources. The arrangement is usually formalised in a written agreement.

Establishing a joint project

- (2) A joint project may be established with a compatible body if that would enable or facilitate a priority project consistent with the NPA Strategic Plan.
- (3) The terms of a joint project should be set out in a suitable contract or memorandum of understanding clearly describing the respective roles and responsibilities of each project partner. Relevant matters would include:
- project objectives, description and outcomes,
 - contributions to be made by each party,
 - rights and obligations,
 - sharing of costs
 - employment and contractor matters,
 - intellectual property,
 - project milestones and completion,
 - project oversight and accountability,
 - day-to-day working arrangements.

- (4) The written agreement may be supplemented by a more detailed project plan.

Project oversight

- (5) A steering committee should be formed to oversee execution of the project, provide progress reports to the Executive, and ensure a clear line of accountability.

Conflicts of interest

- (6) Conflicts of interest are to be satisfactorily managed if a project team member has a relevant role with two or more of the project partners.

10 Corporate sponsorships

Concepts

- (1) A ‘**corporate sponsorship**’ refers to a relationship with a business in which funds, goods or services are received in exchange for promotion, advertising, goodwill or other benefits received by the business.

Establishing a corporate sponsorship

- (2) A corporate sponsorship represents a major step and should not be established without careful investigation, consultation and deliberation. Relevant considerations would include:
- (a) potential benefits relative to potential risks,
 - (b) potential for in-kind support that directly benefits the Association’s conservation work, such as equipment, services, resources or expertise,
 - (c) potential for conflicts of interest, reputational, damage or loss of perceived independence,
 - (d) ethical compatibility of the company’s business, activities or values with the Association’s objects and charitable status,
 - (e) company background and due diligence,
 - (f) protecting the Association’s interests through a comprehensive legally-binding agreement.

D10 Volunteer awards

Adopted 27 Jun 2020; to be reviewed by Jun 2024.

1 Purpose

This policy sets out the framework for recognising voluntary service to the Association and nature conservation generally.

2 Objective

The policy aims:

- (a) to appreciate and celebrate the valuable contribution made by volunteers, and
- (b) to give credit for initiative, effort and achievement that might otherwise go unacknowledged, and
- (c) to inspire by example.

3 Scope

Awards or nominations under the policy may relate to members, former members, a group of members, or any other persons whose actions have supported the Association or the wider nature conservation sector.

4 Honorary life membership

Background

- (1) Honorary life membership is the ultimate honour recognising outstanding service to the Association. All known recipients are listed in the **Addendum**.

Governing rules

- (2) The award may be conferred only by resolution of the State Council. The number of honorary life members living at any one time must not exceed 16.

Note. As specified by section 41 of the Constitution.

Eligibility

- (3) Members, former members, or other persons are eligible.

Award criteria

- (4) The nominee's contribution to the Association must be exceptional to the highest degree. This might involve, for example, incredible dedication, life-long achievement or inspirational leadership.
- (5) While mainly intended for members or former members, the award may be conferred to honour other persons who have made a transformational contribution to nature conservation in New South Wales.

Nominations

- (6) Nominations supported by at least two State Councillors may be made at any time to the Recruitment and Awards Committee.
- (7) Nominations must be accompanied by documentation similar to that required for the Allen and Beryl Strom Award (see item 5 (8)).

Determination

- (8) The Recruitment and Awards Committee is to make a confidential recommendation to the State Council.
- (9) The State Council may, if appropriate, determine the nomination as a confidential matter.
- (10) The award must not be conferred on a person who is not already a member without their prior consent.

5 Prudence Tucker Awards

Background

- (1) Established in 2004, the Prudence Tucker Awards recognise consistent, persistent, innovative and significant voluntary service. The awards are a fitting tribute to Prudence Tucker, whose contribution to the Association was truly exemplary.

Eligibility

- (2) Members, former members, a group of members, or other persons are eligible.

General criteria

- (3) Nominations will be assessed having regard to whether the person has:
 - (a) provided voluntary service to the Association over an extended period,
 - (b) otherwise supported the Association as a result of voluntary service elsewhere within the nature conservation sector over an extended period,
 - (c) achieved results through extraordinary effort, commitment, initiative, innovation or creativity,
 - (d) provided a fitting role model for others.

Specific criteria

- (4) The degree and kind of voluntary service will be assessed under 5 separate award categories:

Local Achievement Award

For outstanding contribution to:

- activities conducted by a branch or other group, or
- local or regional nature conservation projects.

Up to 2 awards may be granted per branch or other group each year.

Activity Leadership Award

For outstanding leadership in the outdoor activity program. Up to 4 awards may be granted each year.

Organisational Support Award

For outstanding contribution to organisational or administrative support. Up to 2 awards may be granted each year.

State Conservation Award

For outstanding contribution to State-wide nature conservation projects. Up to 2 awards may be granted each year.

Excellence in Conservation Award

For outstanding service to the Association and the nature conservation sector. The award may only be granted occasionally.

Allen and Beryl Strom Award

For exceptional service to the Association, the nature conservation sector and the wider community. The award may only be granted occasionally.

Further awards

- (5) A person must not receive a further award within an interval of 5 years unless the voluntary service provided is of a substantially different kind or degree, or there are exceptional circumstances such as a life-threatening illness.

Nominations

- (6) Nominations may only be made during the advertised nomination period by members, a group of members, branch committees or staff.

Note. Current practice is to call for nominations during September. Notices will be placed in the Association's Journal, newsletters, website and social media.

- (7) Nominations should include appropriate supporting information that demonstrates why the person deserves to receive the nominated award. This information may also be used in award presentations.
- (8) Nominations for the Allen and Beryl Strom Award must be supported by extensive documentation of the nominee's actions, achievements and character. For example, biographical notes, outstanding qualities, dates and periods of service, major successes and their significance, other awards or recognition, photos, documents, reminiscences or anecdotes.

Determination of awards

- (9) Nominations for Local Achievement awards will be determined by the relevant branch or group committee.
- (10) All other awards will be determined by the Recruitment and Awards Committee. The Committee may consult with appropriate persons on a confidential basis before making its determination. Decisions will be conveyed to the Executive and the Operations Manager.

Notification of results

- (11) The Operations Manager will notify results to all persons who made a nomination, relevant branch presidents, and award recipients. The notice will include details of presentation functions (if known).

Presentation of awards

- (12) Local Achievement awards will be presented at local functions organised by the relevant branch or group. The committee must liaise with the Operations Manager regarding award certificates and prizes.
- (13) All other awards will be presented at a Statewide function, such as the annual general meeting, annual dinner or annual picnic. However, a recipient may elect to receive their award at a local function organised by the relevant branch or group committee.
- (14) Each award recipient will be presented with:
- an inscribed award certificate, and
 - a complimentary 1 year household membership (if the recipient is not a member), and
 - a prize or gift voucher (subject to availability and equity considerations).

Expenses

- (15) An award recipient is responsible for all travel and accommodation expenses in connection with attending their award presentation.
- (16) The cost of award certificates and complimentary memberships will be borne by head office. The Operations Manager will organise for suitable prizes or gift vouchers to be donated by appropriate sources. Branch or group committees may arrange additional prizes at their own expense.

6 External awards

- (1) Nominations to external award schemes are also encouraged, such as:
- Australian Honours ("Order of Australia"),
 - NSW Environment Awards offered by the Nature Conservation Council of NSW,
 - awards offered by national or international environmental organisations,
 - regional or local awards.
- (2) The Recruitment and Awards Committee may prepare or assist with nominations to State, national and international bodies. Persons interested in making a nomination should approach the Committee.
- (3) Branch or group committees may prepare or assist with nominations to regional and local bodies.

7 Register of volunteer awards

The Secretary is to compile and keep a register of all volunteer awards conferred by the Association.

Addendum:**Honorary life members, 1963 - present**

Recipient	Conferred	Dec.
Allen Axel Strom AM (1915-1997)	13 Sep 1963	†
Myles Joseph Dunphy OBE (1891-1985)	1 Dec 1964	†
James Gordon McKern (1888-1975)	Nov 1965	†
Thomas White Moppett DFC (1912-2000)	Oct 1967	†
Roderick William Earp (1909-1987)	1970	†
Paul Henry Barnes OAM (1921-2015)	12 Aug 1978	†
Cyril Patrick ('Chris') Humphries (d. 1997)	5 Jun 1982	†
Herbert Clifford Dorman ('John') (1925-2018)	1983	†
Flora Graham (1914-2004)	1985	†
Ann Offermans	mid 1980s	†
Jack Offermans	mid 1980s	†
Enid Griffin	mid 1980s	
Neville Kenneth Wran AC (1926-2014)	1987	†
Milo Kanangra Dunphy AM (1928-1996)	2 Feb 1991	†
Alan Catford (1924-2014)	2 Aug 1997	†
Andrew Peter Sourry OAM (1920-2010)	2 Aug 1997	†
Beryl Joan Strom OAM	2 Aug 1997	†
Richard Mason	2 Nov 2002	
Anne Elizabeth Reeves OAM	2 Nov 2002	
Alex Tucker	2 Nov 2002	†
Prudence Tucker (d. 2014)	2 Nov 2002	†
Beth Williams (1928-2021)	2 Nov 2002	†
Bob Carr (b. 1947)	6 Aug 2005	
Allan Maitland Fox OAM (1931-2013)	5 Aug 2007	†
Heather Roy (1922-2016)	5 Aug 2007	†
Peter Morgan	5 Aug 2007	
Richard Thompson	5 Aug 2007	
James Tedder (d. 2014)	2 Nov 2013	†
Jean Blackman	1 Mar 2014	
Kate Boyd	13 Nov 2021	
Brian Everingham	13 Nov 2021	

Note. This list may be incomplete, and will be updated as required.

D11 Inappropriate behaviour

Adopted 26 Jun 2021; to be reviewed by Jun 2025.

1 Purpose

This policy sets out the Association's approach to dealing with inappropriate behaviour.

2 Objective

The policy aims:

- (a) to make a definitive statement about the forms of behaviour that are inappropriate in any forum or setting connected with the Association, and
- (b) to set a behavioural standard, and
- (c) to inform members, volunteers, staff and others of their rights and responsibilities, and
- (d) to establish a process for making complaints about inappropriate behaviour, including guidance on how complaints should be handled.

3 Scope

- (1) The policy applies to the behaviour of members, volunteers, employees, contractors, visitors or any other persons who interact with the Association or participate in its activities (together called **persons involved with NPA**).
- (2) Behaviour covered by the policy may occur:
 - (a) during official NPA activities, such as meetings, events, bushwalks or other outdoor activities, or
 - (b) at the workplace or in connection with work (even if it occurs outside normal working hours), whether the work is performed voluntarily, as paid employment or under contract, or
 - (c) at events like conferences or social functions, or
 - (d) on email, social media or other forums in which people interact and their actions may affect others.

4 Relevant laws

Various Federal and New South Wales laws regulate personal behaviour and declare certain forms of bullying, harassment and discrimination unlawful. These include:

- *Age Discrimination Act 2004* [Cth]
- *Anti-Discrimination Act 1977* [NSW]
- *Australian Human Rights Commission Act 1986* [Cth]
- *Crimes Act* [NSW & Cth]
- *Disability Discrimination Act 1992* [Cth]
- *Fair Work Act 2009* [Cth]
- *Racial Discrimination Act 1975* [Cth]
- *Sex Discrimination Act 1984* [Cth]
- *Work Health and Safety Act 2011* [NSW].

5 Behavioural standard

- (1) Persons involved with NPA are entitled to enjoy a safe and healthy environment free from unlawful discrimination, harassment, violence, bullying or victimisation resulting from having reported such behaviour (together called **Inappropriate Behaviour**).
- (2) It is expected that persons involved with NPA will not engage in Inappropriate Behaviour.

- (3) It is expected that persons involved with NPA will:
 - (a) behave in a responsible and professional manner, and
 - (b) treat others with courtesy and respect (for example, in the workplace, at meetings, and during events or activities), and
 - (c) listen and respond appropriately to the views and concerns of others, and
 - (d) be fair and honest in their dealings with others.

6 Bullying

Definitions

- (1) **Bullying** means repeated verbal, physical, social or psychological behaviour that is harmful, and can involve the misuse of power by an individual or group towards one or more persons. Bullying can involve humiliation, domination, intimidation and victimisation. Bullying includes cyber bullying and workplace bullying.
- (2) **Cyber bullying** is any bullying undertaken using information communication technology.
- (3) **Workplace bullying** occurs if a worker is at work and an individual (or group of individuals) repeatedly behave unreasonably towards the worker (or group of workers of which the worker is a member) and that behaviour creates a risk to health and safety. A person is a worker if the person carries out work in any capacity for NPA, including as an employee, contractor or volunteer.

Examples

- (4) Bullying can happen in many places: at work, travelling to and from work, or in meetings, activities or internet forums. Bullying behaviour can be:
 - (a) *verbal*—such as name calling, teasing, abuse, putdowns, sarcasm, insults, threats, intimidation, yelling, screaming, offensive language, or
 - (b) *physical*—such as hitting, punching, kicking, scratching, tripping, spitting, intimidation, or
 - (c) *social*—such as ignoring, excluding, isolating, ostracising, alienating, withholding information inappropriately, giving impossible jobs, making inappropriate gestures, or
 - (d) *psychological*—such as spreading rumours, dirty looks, hiding or damaging possessions, malicious SMS and email messages, inappropriate use of camera phones.

Fair Work Commission orders

- (5) Part 6-4B of the *Fair Work Act 2009* [Cth] allows the Fair Work Commission to order workplace bullying to stop.

Unlawful bullying

- (6) Bullying can be unlawful if:
 - (a) it is linked to, or based on, one of the matters covered by the discrimination laws (such as the person's age, sex, race or disability), or
 - (b) it is workplace bullying that is the subject of an order under the *Fair Work Act 2009* [Cth], or
 - (c) it is behaviour covered by workplace health and safety laws.

Behaviour that is unlikely to constitute bullying

- (7) Workplace counselling, coaching or managing poor performance is not bullying. Legitimate comment and advice, including relevant negative feedback, from managers and supervisors on the work performance or work-related behaviour of an individual or group is not bullying or harassment. Providing negative feedback to staff during a formal performance appraisal, or counselling workers or volunteers regarding their work performance, can be challenging. Managers should handle these conversations with sensitivity but they should not avoid their responsibility to provide full and frank feedback.
- (8) Occasional differences in opinions and non-aggressive conflicts or problems in relationships are not bullying.
- (9) Conflict between equals and single incidents are unlikely to be bullying.
- (10) People not getting along well, a situation of mutual conflict, or a single episode of nastiness is unlikely to constitute bullying.

7 Violence

Definition

- (1) **Violence** means the attempted or actual exercise by a person of any force so as to cause injury to a person, including any threatening statement or behaviour which gives the person reasonable cause to believe he or she is at risk of physical harm.

Examples

- (2) Violence can include (but is not limited to):
 - (a) injuring another person physically through direct contact (such as kicking, punching, pushing) or indirect contact (such as using weapons or throwing objects), or
 - (b) behaviour that creates a reasonable fear of injury to another person, including verbal threats or threatening behaviour, or
 - (c) behaviour that evokes extreme emotional distress in another individual, or
 - (d) intentionally damaging property in a violent manner.

8 Unlawful discrimination

Definition

- (1) **Unlawful discrimination** means discrimination that is declared unlawful by Federal or New South Wales laws, including discrimination on the basis of a person's:
 - (a) race, including colour, nationality or ethnic origin, or
 - (b) sex, sexuality or pregnancy, or
 - (c) marital or carer status, or
 - (d) age or disability.
- (2) Unlawful discrimination occurs when a person or group of persons is treated less favourably than another person or group because of their background or certain personal characteristics. Discrimination can be either direct or indirect.

Exemptions

- (3) There are exemptions from anti-discrimination laws. If an exemption applies, the conduct is not unlawful.

9 Harassment

Definition

- (1) **Harassment** means persistently or repeatedly disturbing, attacking or tormenting someone (*Macquarie Dictionary*). Harassment involves a pattern of behaviour, or course of conduct, by an individual that is designed to intimidate or distress another individual. The behaviour must be oppressive and not a mere irritation or annoyance.
- (2) Harassment includes unlawful harassment (such as sexual harassment), and offensive behaviour based on racial hatred or an offence under the Crimes Acts.

Unlawful harassment

- (3) Under discrimination laws, it is unlawful to treat a person less favourably on the basis of particular protected attributes such as a person's sex, race, disability or age. Treating a person less favourably can include harassing or bullying a person. There are specific provisions that make sexual harassment, racial hatred and disability harassment unlawful.

Examples

- (4) Unlawful harassment can include behaviour such as:
 - (a) telling insulting jokes about particular racial groups,
 - (b) sending explicit or sexually suggestive emails or text messages,
 - (c) displaying racially offensive or pornographic posters or screen savers,
 - (d) making derogatory comments or taunts about a person's disability,
 - (e) asking intrusive questions about someone's personal life, including their sex life.

Specific forms of unlawful harassment

- (5) Sexual harassment in the workplace by employers, co-workers and other "workplace participants" is prohibited under the *Sex Discrimination Act 1984* [Cth] and *Anti-Discrimination Act 1977* [NSW]. It is also unlawful in the provision of services (for example, during NPA bushwalks or other activities).
- (6) Sexual harassment is broadly defined as unwelcome sexual conduct that a reasonable person would anticipate would offend, humiliate or intimidate the person harassed. A one-off incident can constitute sexual harassment.
- (7) The *Disability Discrimination Act 1992* [Cth] prohibits harassment in the workplace, or the provision of services, based on or linked to a person's disability or the disability of an associate.
- (8) The *Racial Discrimination Act 1975* [Cth] prohibits a range of offensive behaviour based on racial hatred. Racial hatred is defined as something done in public that offends, insults or humiliates a person or group of people because of their race, colour or national or ethnic origin.
- (9) Unlawful stalking is a crime and complaints can be made to Police.
- (10) Using a telecommunications service to menace or harass is an offence under s.474-15 of the *Criminal Code* [Cth].

10 Consequences

- (1) There are a range of potential consequences if a person involved with NPA is found to have engaged in Inappropriate Behaviour. This can range from a simple warning or having to make an apology, up to very serious disciplinary or legal action. Potential consequences include:
 - (a) members may be subject to disciplinary action under the NPA Constitution, including suspension or expulsion,
 - (b) officeholders may be removed from their position,
 - (c) staff may be subject to counselling or disciplinary action up to and including termination of employment,
 - (d) visitors or other persons may be removed from meetings, barred from participation in NPA activities or forums, or face other sanctions on their relationship with NPA.
- (2) In addition to the actions taken by NPA, the Police may become involved if a person engages in violence or other potentially criminal activity. Other government regulators may also become involved with other forms of Inappropriate Behaviour.

11 Complaints

Request to stop behaviour

- (1) A person involved with NPA who feels they have been subject to Inappropriate Behaviour should wherever possible tell the person, who they feel has engaged in Inappropriate Behaviour, that their behaviour is unwelcome and inappropriate, and that they should stop engaging in the behaviour.

Making a complaint

- (2) If the Inappropriate Behaviour does not stop, the person aggrieved by the behaviour may make a written or verbal complaint as follows:
 - (a) a member or visitor should complain to either the relevant branch president (if the matter involves branch meetings, events or activities) or to the Senior Vice President (or Vice President if there is no Senior Vice President),
 - (b) staff or office volunteers should complain to their supervisor or to the Chief Executive Officer, but any complaint by or concerning the Chief Executive Officer must be made to the President,
 - (c) all other persons should complain to the Senior Vice President (or Vice President if there is no Senior Vice President),
 - (d) if the nominated recipient is the subject of the complaint, the person should complain instead to whichever of the President, Senior Vice President or Vice President is not the subject of the complaint.
- (3) A branch president who receives a complaint must report the matter to the Senior Vice President (or Vice President if there is no Senior Vice President).

Deciding who should handle a complaint

- (4) The decision as to who should handle a complaint is to be determined as follows:

- (a) if the complaint is received by the President, Senior Vice President or Vice President—by the recipient, or
- (b) if the complaint is received by a branch president—by the Senior Vice President (or Vice President if there is no Senior Vice President), or
- (c) if the complaint is received by the Chief Executive Officer or a staff supervisor—by the Chief Executive Officer, but the Chief Executive Officer must consult with the President of NPA if the complaint involves a member or volunteer, or appears to warrant being handled externally.

Dealing with complaints

- (5) The person who handles a complaint is responsible for determining how best to deal with it. This could include interventions such as:
 - (a) discussion,
 - (b) counselling,
 - (c) discipline,
 - (d) requesting that the complaint be made in writing,
 - (e) formally investigating the complaint,
 - (f) mediation.

Note. For mediation, see [Policy D6 Dispute resolution](#).

- (6) All complaints will be treated with appropriate confidence and sensitivity, and according to principles of fairness and respect, including:
 - (a) considering the complaint on its merits,
 - (b) objectively evaluating facts and evidence,
 - (c) excluding involvement by persons who might be biased in the matter,
 - (d) giving persons named in the complaint with an opportunity to respond (if appropriate),
 - (e) no adverse treatment of the complainant as a result of their having made a complaint.
- (7) A complaint will not be dealt with if it is considered abusive, trivial or vexatious.
- (8) The person responsible for handling a complaint may seek advice on appropriate procedures from the Senior Vice President, Vice President or Chief Executive Officer.
- (9) Conduct that is subject to a complaint may be reported to the Police or other authorities, if appropriate.
- (10) The response to a complaint that is formally investigated is to explain the outcome of the investigation, and may provide reasons if any evidence provided in the complaint is not accepted.

Review of outcome or determination

- (11) If a person is not satisfied with the outcome of their complaint or the manner in which it was dealt with, they may request that the matter be reviewed by the NPA Executive before lodging a complaint to a relevant government agency, such as:
 - (a) New South Wales Anti-Discrimination Board,
 - (b) Australian Human Rights Commission,
 - (c) SafeWork (for workplace health and safety issues),
 - (d) Fair Work Commission (for workplace bullying),
 - (e) the Police (if criminal conduct is alleged).

D12 Participation in outdoor activities

Adopted 25 Jun 2022; to be reviewed by Jun 2025.

1 Purpose

This policy sets out the Association's approach to managing participation in outdoor activities, including by members, visitors, children and the general public.

2 Objective

The policy aims:

- (a) to promote safe, healthy and rewarding outdoor activities, and
- (a) to outline arrangements for managing different categories of participants and activities, and
- (c) to strengthen risk management, record keeping and incident reporting in line with legal, insurance and prudential considerations, and
- (d) to clarify certain responsibilities held by activity leaders.

3 Scope

- (1) The policy applies to outdoor activities that are held by the Association. These fall into two main categories:
 - (a) **the NPA Activities Program**—including bushwalking, camping, cycling, kayaking, canyoning and related recreational activities, and
 - (b) **community outdoor activities**—including landcare work, field surveys, educational, social, cultural or artistic events, protests or other gatherings.
- (2) An outdoor activity is held by the Association if it is officially publicised as such, or is undertaken to investigate or prepare for a publicised activity.
- (3) The policy applies regardless of whether an activity is publicised at a Statewide, branch or local level.

4 Role of outdoor activities

- (1) Outdoor activities are central to the Association's purpose and existence. They provide opportunities for members to:
 - (a) explore, study and care for nature,
 - (b) develop bush skills and self-reliance,
 - (c) investigate places of conservation significance,
 - (d) monitor threats to the natural environment,
 - (e) share memorable and rewarding experiences.
- (2) Outdoor activities must be conducted in keeping with the Association's objects and ethos, including respect for natural places and their associated cultural values.

5 Key terms

'**activity leader**' is the person or team responsible for organising and conducting an outdoor activity.

'**adult**' is a person who is aged 18 years or over.

'**carer**' is an adult who is authorised by a parent to accompany and take responsibility for a child.

'**child**' and '**children**' are persons aged under 18 years.

'**parent**', of a child, is a person having parental responsibility for the child, and includes a guardian.

'**visitor**' is a person who is not a member of NPA.

6 Participation in outdoor activities generally

Participation in an outdoor activity is subject to:

- (a) availability of places, and
- (b) having sufficient health, fitness, training, experience, food, clothing, equipment or other necessities to safely undertake the activity (as determined by the activity leader), and
- (c) acceptance of the terms of participation referred to clause 14, and
- (d) any other requirements outlined in the policy that are relevant to the circumstances or participant.

7 Participation by members

- (1) Outdoor activities are open to all members.
- (2) Available places are to be allocated on a 'first come, first served' basis.

8 Participation by visitors

- (1) Outdoor activities are open to visitors.
- (2) Visitor access to the NPA Activities Program is subject to the following limitations:
 - (a) a visitor may not participate in more than three specific activities in any 2 year period unless they have lodged an application for membership, and
 - (b) an activity leader may limit the number of places available to visitors to ensure that members have a reasonable opportunity to join a specific activity.

9 Participation by children See Explanatory Note A

- (1) Outdoor activities are open to children (whether as members or visitors) if accompanied by a responsible adult. The following requirements must be observed:
 - (a) a parent must discuss arrangements with the activity leader before the day of the activity, and
 - (b) the activity leader must agree to allow the child to participate in the activity, and
 - (c) the child must be supervised throughout the activity by an adult having full responsibility for the child's safety and behaviour (that is, either a parent or a carer), and
 - (d) if the child will be supervised by a carer, a parent must provide their written consent, and must agree to waive any claim arising from the activity against the National Parks Association of NSW, the activity leader or other participants.
- (2) These requirements apply on each occasion that a child participates in an outdoor activity.
- (3) An activity leader has full discretion on whether to accept a child, and does not have to give any reasons.
- (4) An activity leader may not act as a carer.
- (5) An activity leader may supervise a child as a parent, but only if this would not cause an unreasonable distraction from their role as activity leader (taking into account the nature of the activity and the maturity of the child).
- (6) 'Family friendly activities' that cater for family groups are encouraged. However, due to significant regulatory and resourcing issues, NPA is unable to offer activities, programs or services that are primarily for children, or that place children under the care or supervision of NPA volunteers or staff.

10 Participation by persons with a disability

- (1) Outdoor activities are open to persons with a disability. Suitability and proposed arrangements should be discussed with the activity leader.
- (2) Visitor limits will not apply to a person providing disability assistance.
- (3) Assistance animals are permitted, subject to any rules applicable to the particular location.

11 Participation by members of other bodies

- (1) The NPA Activities Program is open to members of other bodies in accordance with any applicable reciprocal agreement. Visitor limits will not apply.
- (2) An outdoor activity may be offered jointly with another body. Participants will be subject to the requirements of the respective body with which they are associated.

12 Participation by the general public

Special activities or events may be offered from time to time that are directed primarily to the public, including on a 'general admission' basis. Such activities are to be managed in a manner that is appropriate to the particular circumstances (for example, as determined following a thorough hazard assessment). Visitor limits will not apply. Child participation requirements may be modified as appropriate.

13 Record of attendance

- (1) A record of attendance is to be made at all outdoor activities. The record is to be kept in accordance with insurance and general record-keeping requirements.
- (2) A record of attendance need not be kept for landcare work conducted on public land if an equivalent record is maintained by the relevant land manager.

14 Terms of participation

- (1) Each adult who participates in an outdoor activity must confirm their acceptance of the following terms:
 - (a) to co-operate with any reasonable instructions given by the activity leader,
 - (b) to remain with the rest of the party, and not to leave the activity without first advising the activity leader,
 - (c) to supervise any child in their care, and to accept full responsibility for the child's safety and behaviour,
 - (d) to complete any attendance form or register, and respond to any roll call,
 - (e) to inform the activity leader of any relevant medical or physical condition or other limitation,
 - (f) to take note of any risk warning that is given,
 - (g) to participate in the activity at their own risk,
 - (h) to waive any claim arising from the activity against the National Parks Association of NSW, the activity leader or other participants, including any claim relating to a child in their care,
 - (i) such other terms as may be appropriate.

Note: See Explanatory Note C at the end of the policy.

- (2) Acceptance of the terms of participation may be confirmed for a particular activity:
 - (a) by signing an attendance form for the activity—if the terms are stated or summarised on the form, or
 - (b) by joining the activity—if a summary of the terms is read out aloud before the activity commences.
- (3) Alternatively, acceptance of the terms of participation may be confirmed by annual registration, as described in clause 15.

15 Annual registration

- (1) A registration system may be established for members who participate in outdoor activities on a continuing basis, including the NPA Activities Program and landcare work. As far as possible, the system is to be integrated with or linked to the renewal of membership subscriptions.
- (2) The purpose of registration is:
 - (a) to provide participants with an appropriate risk warning, and
 - (b) to enable the terms of participation to be accepted on a standing basis, and
 - (c) to enable accurate information on the number of participants to be provided to the insurer, and
 - (d) to support targeted health and safety guidance.
- (3) Registration is to be optional unless the State Council determines that all participants in any particular category of outdoor activity must be registered.
- (4) To remain registered, a person will need to renew their registration annually. This is stipulated by the insurer.
- (5) Any determination made by the State Council to require registration may not take effect until at least 12 months after the determination is made.

16 Number of participants

- (1) Group size must be appropriate for the type of activity and local conditions, taking into account safety issues, remoteness, environmental factors, and any regulations or directions issued by the land manager, the police, emergency services or other public authority.
- (2) A maximum group size of 20 persons generally applies to the NPA Activities Program, except for activities conducted in urban or tourist locations.
- (3) Activities with more than 40 persons (such as community outdoor activities) must be approved by the relevant land manager.

Note: Events exceeding 40 persons held in national parks or other NPWS reserves require a 'small scale event application'. Public assemblies such as protests may require written notice to the police or court approval (see *Summary Offences Act 1988*). Restrictions on public gatherings may operate under public health orders during a pandemic.

17 Alteration or cancellation of activities

An activity leader may at any time alter, re-arrange or cancel an outdoor activity if, in their opinion, circumstances make such action necessary.

18 Leader responsibilities – before the activity

An activity leader has important responsibilities affecting the health, safety and enjoyment of activity participants. These responsibilities begin well before the activity itself. They are presented here as a check list.

Assess health and safety issues

- ☑ Assess health and safety issues that are directly relevant to the type of activity, the location and time of the activity, or while travelling to or from the activity, and identify any appropriate responses. Refer to the relevant NPA health and safety guide.

Set an appropriate group size

- ☑ Set a maximum group size that is appropriate for the activity and local conditions, and that complies with any applicable regulations, directions or permits. For remote locations, also set an appropriate minimum size (such as 4-5 persons).

Scrutinise participants

- ☑ Scrutinise any persons who may not have sufficient health, fitness, training, experience, food, clothing, equipment or other necessities to safely undertake the activity. Beginners, new faces and children require close attention. A person should not be permitted to join the activity if safety concerns cannot be allayed or managed.

Ensure appropriate supervision of children

- ☑ Discuss arrangements for supervision of children with a parent. Written parental permission must be obtained if the child will be supervised by a carer.

Obtain permits and licences

- ☑ Obtain any necessary permits or licences, such as for large events, surveys, restricted areas or private land.

Check for adverse conditions

- ☑ Check for severe weather or other conditions that might present a serious safety hazard. Be prepared to cancel or alter plans. An activity must not proceed if contrary to a direction or closure issued by a public authority. Relevant matters include:
 - regional weather forecasts
 - severe weather and flood warnings
 - fire danger ratings and total fire bans
 - active fires and hazard reduction burning
 - air quality warnings
 - reserve closures and safety alerts.

Ensure that all attendees are recorded

- ☑ Circulate the official attendance form immediately before the activity commences. All those present must sign on and include their contact details and status as a member, visitor or child. Leaders can speed up the process by pre-filling contact details before the activity.

Brief the participants about the activity

- ☑ Provide a briefing before the activity commences. All participants must be present and within audible range.

The purpose of the briefing is to provide a warm welcome, give general information and instructions, outline the terms of participation, provide a risk warning, and allow participants to ask questions.

Draw attention to any hazards and precautions that are particularly relevant to the activity or location, especially any that may be unfamiliar.

Note: See Explanatory Note B at the end of the policy.

19 Leader responsibilities – during the activity

Record early departures

- ☑ Make a record on the attendance form if a person intentionally leaves the activity before it has concluded. Note the time and any advice or instruction that was given for the person to remain with the party.

20 Leader responsibilities – after the activity

Send in attendance and consent forms

- ☑ Send attendance and parental consent forms to the NPA office within 48 hours.

Report all incidents

- ☑ Send incident reports to the Finance Officer within the timeframes described in clause 21.

Prompt attention is critical due to very strict legal obligations. Failure to return forms may result in withdrawal of the person's role as an activity leader.

21 Incident reporting

- (1) An **incident** is any occurrence that involves:
 - (a) the death of a person, or
 - (b) an injury or illness requiring immediate medical treatment (a **serious injury or illness**), or
 - (c) exposure to a serious health or safety risk (a **dangerous incident**), or
 - (d) any other accident or injury requiring medical attention, or
 - (e) any other situation that could potentially have resulted in an accident or injury, or
 - (f) a potential insurance claim.
- (2) The following incidents must be reported to the Finance Officer **immediately** and by the fastest means:
 - (a) the death of a person, or
 - (b) a serious injury or illness, or
 - (c) a dangerous incident.
- (3) All other incidents must be reported to the Finance Officer within 48 hours.
- (4) Incidents are to be reported by the activity leader, or if unavailable, by another person who is best placed to report the incident. An incident form is available.
- (5) The Finance Officer must:
 - (a) immediately inform the President and the Chief Executive Officer of any death or serious injury or illness, and
 - (b) keep the Chief Executive Officer informed about incidents generally, and
 - (c) keep the Field Activities Committee informed about incidents concerning the NPA Activities Program, and
 - (d) inform SafeWork NSW and the insurer about notifiable incidents as per mandatory timeframes.
- (6) Members or participants are encouraged to report any safety concerns to the relevant activity leader or branch activities co-ordinator. If the concerns have not been satisfactorily addressed they should report the matter to the Finance Officer.
- (7) The President and the Chief Executive Officer must keep Executive and State Council members informed about incidents generally.

22 Insurance cover

- (1) NPA maintains public liability and accident insurance cover for its outdoor activities. The NPA Activities Program and community outdoor activities generally come under separate insurance policies.
- (2) Landcare work will generally also come under separate insurance cover maintained by the relevant land manager (such as the National Parks and Wildlife Service, a local council or Natural Areas Pty Ltd).
- (3) Participants may seek information about insurance cover maintained by NPA. Enquiries should be directed to the Finance Officer.
- (4) A participant may make an insurance claim in relation to an activity only if their attendance can be confirmed from the relevant attendance form or register.
- (5) A person who is proposing to make an insurance claim should inform the Finance Officer of their intention as soon as possible and, unless there are exceptional circumstances, must do so within 7 days of the incident giving possible cause for a claim.

23 Natural Areas Pty Ltd

This policy also applies, with any necessary changes, to outdoor activities conducted by Natural Areas Pty Ltd, including landcare work and field surveys.

Note: Natural Areas Pty Ltd is wholly owned by NPA.

Explanatory notes

A. Participation by children

Throughout its history, NPA has welcomed children on its outdoor activities. Participation has always been on the basis that children remain under the care and supervision of a responsible adult. This was expressly stated, for example, in NPA's original *Field Outing Rules* dating from 1957. The present policy clarifies and formalises longstanding practice.

Children may participate if accompanied by a parent or guardian, or (with written parental permission) by a nominated carer. Children may attend regular outdoor activities or those catering for family groups. Activity leaders retain full discretion on whether to accept a child.

It is not possible for NPA to offer activities, programs or services that primarily cater for children, or that place NPA volunteers or staff in the role of providing care or supervision of children. To do so would involve 'child-related work', triggering the need to comply with complex child protection rules, standards, record keeping and mandatory reporting under the (NSW) *Child Protection (Working with Children)* and *Children's Guardian* legislation. Meeting these requirements is beyond NPA's financial and administrative capacity. In addition, all volunteers and staff involved would need to hold a current 'Working with Children Check Clearance'.

It is important to note that while the policy outlines child participation requirements, it does not advance specific measures for promoting child protection beyond a strict requirement that children always remain under the care and supervision of a parent or nominated carer. Any suspected criminal conduct that is reported to an activity leader, volunteer, officeholder or employee—whether towards a child or any other participant—will be reported to the police in line with *Policy D11 Inappropriate Behaviour*.

B. Effect of giving a 'risk warning'

The (NSW) *Civil Liability Act 2002* includes specific provisions about the role and significance of giving a 'risk warning' in relation to a 'recreational activity'. These provisions are highly relevant to the policy, as most outdoor activities conducted by NPA are likely to constitute a 'recreational activity' as defined by the Act. In general terms, recreational activities include sporting or leisure pursuits, as well as other activities conducted in places ordinarily used for recreation, such as public open space.

A 'risk warning' is a warning that is given in a manner that is reasonably likely to result in people being warned of the risk before engaging in the activity. It can be given orally or in writing. It can be a general warning of risks, so long as it warns of the general nature of particular risks.

Giving a risk warning is both prudent and specifically required by the insurer. It may provide protection against potential negligence claims for breach of a 'duty of care' owed to persons who engage in a recreational activity. This is an important measure for minimising potential civil liability, and therefore helps to keep insurance premiums low.

Outdoor activities may expose participants to risks such as injury, illness, death, and loss/ damage to personal property. Sources of risk are commonly referred to as 'hazards'. Hazards may relate to the external environment (such as slippery rocks or freezing temperatures), or to inadequacies on the part of the participants (such as their fitness, capability, clothing, equipment or judgement). The variety of hazards and their incidence or magnitude varies enormously according to the type and location of the activity, the particular conditions at the time of the activity, and the profile of the participants themselves.

The attendance form for outdoor activities includes a general risk warning. However, we rely on activity leaders to provide participants with more specific guidance on hazards and precautions that is contextualised for the particular activity, location and conditions. These matters should be addressed in the 'pre-activity briefing' conducted before the activity commences. The activity leader is responsible for ensuring that all participants are present at the briefing, and must sign the attendance form confirming this.

C. Effect of 'waiver of claim'

The policy requires participants to confirm their acceptance of various terms of participation. The (NSW) *Civil Liability Act 2002* would recognise these terms as forming part of a contract for the supply of recreation services.

The Act contains provisions that enable those terms to exclude, restrict or modify any liability resulting from a breach of an express or implied warranty that the services will be rendered with reasonable care and skill.

As permitted by the Act, the terms of participation include a specific requirement whereby participants agree to engage in the activity at their own risk, and that they 'waive' (that is, forgo or abandon) any legal claim for damages they might otherwise have against NPA, the activity leader or other participants. This represents a further important measure for minimising potential civil liability. It supports NPA's capacity to offer volunteer-led activities that are subject to many intrinsic risks and hazards.

Appendix E Guide to internal structure

[By-Law 1.8]

E1 Purpose of the guide

This Guide provides a general overview of the Association's internal structure and governance.

E2 Principal governance documents

NPA is an incorporated association and a registered charity. Its broad governance framework is controlled by the *Associations Incorporation Act 2009* [NSW] and the *Australian Charities and Not-for-profits Commission Act 2012* [Cth]. Other laws may also be relevant.

Governing rules are the internal rules that govern how NPA operates. They are binding on members. There are two separate source documents.

- The **NPA Constitution** (1988) is the principal governing document. It sets basic rules and entitlements, and may only be altered by members via a 'special resolution'.
- The **NPA By-Laws** (2018) are subordinate rules that have the same force as the constitution. They are approved by the State Council and can be more easily amended. They typically set out finer procedural details.

The governing rules are accessible via the NPA website, and also via the ACNC Charity Register. Appended to the governing rules are various other supporting documents. They are summarised as follows.

Governance standards are issued by the Australian Charities and Not-for-profits Commission. Compliance is essential to retain eligibility for charity registration. See Appendix A.

Governance policies are adopted by the State Council. They provide guidelines to support legal compliance, ethical conduct and acceptable practice. See Appendix D.

Charters set out the objectives and role of subsidiary groups, such as branch committees, specialist groups and Executive committees. See Appendix B.

Instruments of delegation allow the authority held by a particular person or group to be exercised by others. There are delegations from the State Council to the Executive. The Executive has in turn sub-delegated certain functions to the President and the Chief Executive Officer. See Appendix C.

E3 Internal bodies and officers

NPA has a decentralised structure with several levels and many officeholders. Their respective roles are summarised in the following sections and illustrated on the next page.

Body or officeholder	Section
General meetings	E4
Branch general meetings	E5
Electorates	E6
Member groups	E7
State Council	E8
Executive	E9
Office-bearers	E10
Executive committees	E11
Ancillary officers	E12
Staff	E13

E4 General meetings

A general meeting is a meeting to which all members are entitled to receive notice and attend. However, only 'voting members' may vote on proposed resolutions. Associate members, unfinancial members and junior members do not have voting rights. There are two types of general meeting.

An **annual general meeting** (AGM) must be held within 6 months of the end of each financial year, and is usually held in November. Its role is to promote transparency and accountability to members, including through consideration of the annual report and audited accounts. Members have the right to ask questions or make comments on the Association's affairs. Officeholders are not elected or appointed at the annual general meeting (unlike most other organisations).

A **special general meeting** (SGM) is a general meeting that is not an annual general meeting. SGMs are held infrequently to consider important or contentious matters. Decisions to alter or replace the constitution, alter the name of the Association, change to a different type of incorporation, or wind up the Association may only be made by a 'special resolution', which must be carried by a three-quarters majority. A SGM can also hear appeals against a decision to expel or suspend a member. SGMs are convened by the State Council. Members representing 5% of total membership may demand a SGM. Proxy voting is permitted.

E5 Branch general meetings

The State Council may establish branches consisting of members who reside within a defined region ('branch area') or who otherwise request to be assigned to a particular branch. Branch areas correspond to well-recognised regions with a distinct identity (such as the Hunter, Central Coast or Illawarra regions).

A branch general meeting performs a similar role to a general meeting, but its authority extends only to the affairs of the particular branch concerned. Only those members who are assigned to the relevant branch are entitled to vote.

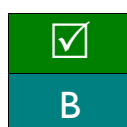
Branch annual general meetings serve an accountability role through the presentation of annual reports and financial accounts to members by the branch committee. Their other principal role is to elect the branch committee, including State Council members. A branch may decide to affiliate with local organisations. Some roles set out in the constitution are now largely obsolete or in disuse, such as powers to make branch rules, rescind a branch committee decision, remove State Council members (two-thirds majority required), and vote to rescind a State Council decision. To be effective, such a vote must be carried by a majority of branches representing half of all voting members.

Branch extraordinary meetings may be held to consider contentious matters on the demand of one third of total branch membership.

FIGURE: SIMPLIFIED MATRIX SHOWING ROLES HELD BY PRINCIPAL BODIES & OFFICERS

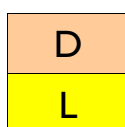
Role or function	General meeting	Branch general meeting	Branch committee	Specialist group	State Council	Executive	President	CEO
Accountability to members	✓	B	⊗	⊗	⊗	⊗	⊗	⊗
Advice & recommendations	✓	✓	✓	✓	✓	✓	✓	✓
Advocacy & campaign activities	⊗	⊗	B	L	○	D	D	D
Annual budget - develop & implement	⊗	⊗	B	⊗	○	✓	⊗	D
Annual budget - approve [E = endorse]	⊗	⊗	B	⊗	E	✓	⊗	⊗
Annual reporting	⊗	⊗	B	⊗	○	✓	D	D
Assets & property	⊗	⊗	B	⊗	○	D	⊗	D
Contracts & documents	⊗	⊗	B	⊗	○	D	D	D
External relations & media	⊗	⊗	B	⊗	○	D	D	D
Financial management	⊗	⊗	B	⊗	○	✓	⊗	D
Governance review, by-laws, convene special general meetings	⊗	⊗	⊗	⊗	✓	⊗	⊗	⊗
Members - acceptance of new members, register of members	⊗	⊗	⊗	⊗	○	D	⊗	D
Members - subscription fees, disputes, awards	⊗	⊗	⊗	⊗	✓	⊗	⊗	⊗
Members - discipline	✓	⊗	⊗	⊗	✓	⊗	⊗	⊗
Member groups - formation, supervision, reorganisation	⊗	⊗	⊗	⊗	✓	⊗	⊗	⊗
Officeholders - election, appointment, removal	⊗	B	⊗	⊗	✓	L	L	⊗
Real estate - purchase, lease, etc.	⊗	⊗	⊗	⊗	✓	⊗	⊗	⊗
Special resolutions - alter constitution, change of name	✓	⊗	⊗	⊗	⊗	⊗	⊗	⊗
Staff & operations	⊗	⊗	⊗	⊗	○	D	D	D
Strategic plan & policies - develop	⊗	⊗	B	⊗	✓	✓	⊗	D
Strategic plan & policies - approve	⊗	⊗	B	⊗	✓	⊗	⊗	⊗

KEY:



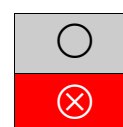
General authority

Branch-specific authority



Delegated authority

Limited authority



Authority not in active use

No authority

E6 Electorates

The State Council may establish electorates consisting of members who reside within a defined region not covered by a branch. The role of an electorate is to elect State Council members by an annual postal or electronic ballot. No electorates have ever been established.

E7 Groups

Groups comprise members working together to advance NPA's objects at the community level. NPA has several types of groups.

A **branch committee** (or 'regional group') is a group of active members that manages the affairs of a branch. Committee members are elected by branch members at a branch annual general meeting. Branch committees have a wide power to do all things necessary to further NPA's objects. They may keep separate banking arrangements and hold custody of assets. Branch committees operate within their local region under a generic charter that authorises the following activities:

- undertaking conservation projects
- supporting State-wide campaigns
- monitoring and reporting on local NPA affairs
- making submissions and representations
- coordinating bushwalking, nature study, field survey, educational and other nature-oriented activities
- recruiting new members
- communicating with local members
- collaborating with conservation networks
- generating publicity.

A **State Council Committee** (or 'specialist group') is a group of active members that conducts NPA affairs relating to a special interest or subject field. Committee members are usually appointed by the committee itself, and need not be a State Council member. The committee convenor, who is appointed annually by the State Council, is automatically appointed as a State Council member. Committees currently operate in relation to Landscape Conservation, Park Management and Field Activities. Each committee operates under its own charter. Issue-based committees have limited delegated powers, such as providing specialist advice to the State Council and Executive, and making relevant submissions and representations. It is also possible to form a geographically-focused State Council committee for a region in which there is no branch in existence.

Informal groups may be created or arise spontaneously from time to time. Examples include 'sub-branches', working groups, book clubs, discussion groups, email groups or similar. While having no formal existence, membership or powers, and typically few resources, informal groups can often be highly effective. They also provide a foundation for establishing more formal structures.

E8 State Council

The State Council is made up from branch representatives, affiliate delegates, committee convenors, Executive members and appointed members. Its principal role is to set strategic direction and policy, supervise and support member groups, represent member interests, elect or appoint officeholders, and oversee the Executive. Day-to-day business or operational affairs are not part of its role.

The State Council has extensive constitutional authority, including all of the Association's residual or unspecified powers. In practice, only the following powers are in active use.

Officeholders

- electing, appointing and removing officeholders

Governance

- making by-laws
- adopting governance policies
- reviewing governance arrangements

Special general meetings

- convening SGMs
- making recommendations to members at SGMs

Strategic planning and policy

- input to, approval, oversight and review of the Strategic Plan and related policies

Members

- approving membership fees, benefits and entitlements
- taking disciplinary action against members
- initiating dispute resolution procedures
- conferring honorary life membership or other awards

Groups

- formation, scope of affairs, governance, supervision, coordination, reorganisation or closure of groups
- financial provision for groups

Affiliation

- approving affiliations with other organisations

Real property

- approving dealings in real property.

Supervision of Executive

- broad overview of Executive decisions
- giving advice or recommendations.

Remaining powers have been delegated to the Executive to support its management role. The State Council may continue to exercise management powers, but must ensure that decisions are in the best interests of NPA.

Extraordinary State Council meetings may consider contentious matters, such as the removal of an officeholder.

E9 Executive

The Executive consists of office-bearers and general Executive members who are elected by the State Council from nominations invited from the general membership.

The Executive's principal role is to manage the Association's financial and operational affairs, undertake business planning, and develop, approve and oversee implementation of the annual budget. To support this role, all operational functions have been delegated to the Executive, including:

- financial management
- employment of staff
- executing contracts and documents
- custody and control of property
- external relations and communications, and
- annual reporting
- determining membership applications
- maintaining the register of members.

Management powers are exercised on a day-to-day basis under delegations to staff. The Executive members are not permitted to delegate their legal duties and responsibilities.

E10 Office-bearers

Office-bearers are Executive members who hold key positions of authority. They are elected by the State Council from nominations invited from the general membership.

The President chairs all general, State Council and Executive meetings. The Chair has a general power to direct efficient and orderly proceedings, and must ensure that decisions reflect the general will of the meeting. The President also holds delegated authority to:

- act as an official spokesperson
- sign correspondence and documents
- review media statements and commentary
- represent NPA at public occasions
- determine representation at conferences and functions
- report on the current state of the Association
- oversee preparation of the annual report
- supervise and give direction to the Chief Executive Officer
- act on urgent matters.

The **Senior Vice President** and the **Vice President** are authorised to chair meetings when the President is absent. They otherwise assist the President.

The **Secretary** is responsible for key procedural matters relating to the holding of meetings and the keeping of records. Principal matters include:

- notifying General, State Council and Executive meetings
- advising the Chair on the validity of meeting proceedings
- ensuring accurate records of meetings
- ensuring accurate registers of members and officeholders
- reporting on the proper governance of the Association
- carrying out the functions of the Public Officer.

The **Treasurer** provides leadership in all financial matters. However, overall responsibility for financial management rests with the Executive as a whole. Functions include:

- monitoring, reviewing and reporting financial affairs
- developing financial policies
- ensuring accurate financial accounts
- chairing the Finance Committee
- overseeing preparation of the Annual Budget
- liaising with the Auditor.

E11 Executive committees

Executive committees are appointed by the Executive to assist with managing financial, administrative or operational affairs. A committee consists of three or more members (two of whom must be Executive members), and is usually attended by relevant staff members. Delegated powers are generally limited to providing advice and recommendations.

E12 Ancillary officers

Ancillary officers serve specialised or supporting roles.

The **Auditor** is an external qualified auditing professional who provides an independent report on the annual financial statements to the annual general meeting.

The **Returning Officer** conducts secret ballots for Executive positions and as required for special general meetings, including administration of proxy voting. The appointee must be independent and impartial.

The **Public Officer** is a position that is automatically held by the Secretary. The position acts as an authorised signatory, is the nominated person for receiving documents served on the Association, and is responsible for notifications to NSW Fair Trading, the Australian Taxation Office and the Australian Charities and Not-for-profits Commission.

Authorised signatories have the power to execute documents in the name of the Association, such as contracts, deeds or cheques.

Representatives are persons who are appointed to conduct relations with other organisations. They are authorised to act or speak in the name of NPA at meetings or in other dealings. Representatives must convey adopted NPA perspectives, vote in accordance with any directions, and keep the State Council and Executive regularly informed.

Nominees are persons nominated for positions appointed by other bodies (including government agencies). Nominees are expected to convey NPA perspectives and keep NPA informed, but essentially act in their private capacity.

E13 Staff

Staff are engaged under employment contracts. They do not hold any constitutional authority other than delegated powers and any rights held as a member.

The Executive has delegated to the Chief Executive Officer a variety of powers required in connection with the management of day-to-day business. These relate principally to:

- tasks listed in the CEO's position description
- acting as an authorised agent
- contracts and documents
- correspondence
- media, public relations and advocacy
- finance and expenditure, subject to specified limits
- management of staff
- membership applications and the register of members.

The Chief Executive Officer may sub-delegate necessary powers to subordinate staff.

To ensure an appropriate separation between management and governance roles, staff members do not have voting rights at meetings (unless attending in a personal capacity as an NPA member). Similarly, staff cannot be an officeholder (some limited exceptions apply).

Appendix F Member ballots (postal or electronic)

[By-Law 5.7]

Reproduced from: Schedule 3, Associations Incorporation Regulation 2022 [NSW]

Note. References to 'the committee' should be taken as referring to the State Council.

1 Ballots

- (1) The committee must do the following—
 - (a) prepare a statement setting out the details of the matter to be determined by a ballot,
 - (b) appoint a returning officer for the ballot,
 - (c) fix the date for the closing of the ballot.
- (2) The ballot must be conducted by the returning officer appointed by the committee.

2 Returning officers

- (1) Any person, except a committee member, may be appointed as a returning officer.
- (2) The returning officer may appoint a person who would otherwise be eligible to be a returning officer to assist the officer in the performance of the officer's duties.

3 Voting rolls

- (1) The returning officer must prepare a roll that contains the full names and addresses of the members of the association who are entitled to vote.
- (2) A person whose name is not listed on the roll cannot vote in the ballot.

4 Postal voting

- (1) This section applies to a ballot to be conducted by postal voting.
- (2) The returning officer must give the following to each member entitled to vote at least 14 days, or 21 days for a proposed special resolution, before the date fixed for the closing of the ballot—
 - (a) a copy of the statement prepared by the committee under this Schedule, section 1(1)(a),
 - (b) a ballot paper that contains—
 - (i) instructions for completing the ballot paper, and
 - (ii) the question to be determined, and
 - (iii) a space for the member to record the member's vote,
 - (c) a notice that contains—
 - (i) the closing date of the ballot, and
 - (ii) the address where the ballot paper is to be returned,
 - (d) a returning envelope that—
 - (i) is addressed to the returning officer, and
 - (ii) contains the name and address of the member on the reverse,
 - (e) if the ballot is a secret ballot—an envelope marked "Ballot Paper".
- (3) The member must vote by marking the ballot paper in accordance with the instructions given.

- (4) The member must, after completing the ballot paper—
 - (a) enclose and seal in the returning envelope—
 - (i) the ballot paper, or
 - (ii) for a secret ballot—the sealed envelope marked "Ballot Paper" in which the ballot paper is enclosed, and
 - (b) post or give the envelope to the returning officer so that it is received by the returning officer before the close of the ballot.
- (5) On receiving a returning envelope, the returning officer must—
 - (a) compare the information on the envelope with the information on the voting roll to confirm that the vote was cast by a member entitled to vote, and
 - (b) ensure the ballot paper is securely stored until the votes are counted.

5 Electronic voting

- (1) This section applies to a ballot to be conducted by electronic voting.
- (2) Electronic voting must be conducted, as determined by the committee—
 - (a) by email, or
 - (b) using a voting website, or
 - (c) by other electronic means.
- (3) The returning officer must give the following to each member entitled to vote at least 14 days, or 21 days for a proposed special resolution, before the date fixed for the closing of the ballot—
 - (a) a copy of the statement prepared by the committee under this Schedule, section 1(1)(a),
 - (b) access to an electronic ballot paper, or a voting website or other electronic application containing an electronic ballot paper, that contains—
 - (i) instructions for completing the ballot paper, and
 - (ii) the question to be determined, and
 - (iii) the means by which the member is to record the member's vote,
 - (c) access to the following information—
 - (i) the closing date of the ballot,
 - (ii) if voting by email—the email address to which the ballot paper must be sent,
 - (iii) if voting by other electronic means—instructions for accessing the electronic voting system and returning the ballot paper.
- (4) If the ballot is a secret ballot, the returning officer must ensure the identity of the member cannot be ascertained from the ballot paper.

- (5) The member must—
 - (a) vote in accordance with the instructions given, and
 - (b) return the ballot paper to the returning officer so that it is received by the returning officer before the closing date.
- (6) The returning officer must ensure each ballot paper is securely stored until the votes are counted.

6 Informal votes

- (1) A ballot paper completed by postal or electronic voting is informal if the member failed to record a vote in accordance with the instructions given by the returning officer.
- (2) Despite subsection (1), a ballot paper completed by postal voting is not informal merely because it contains an unnecessary mark if, in the returning officer's opinion, the intended vote is clearly indicated.
- (3) If a ballot is to be conducted using a voting website or other electronic application, not including electronic voting by email, the website or application must give a warning message to a person attempting to cast an informal vote that the vote is informal.

7 Ballot results

- (1) As soon as practicable after the close of a ballot conducted by postal or electronic voting, the returning officer must—
 - (a) for a secret ballot conducted by postal voting—open the envelopes marked “Ballot Paper” and remove the ballot papers, and
 - (b) reject all informal ballot papers, and
 - (c) ascertain the result of the ballot by—
 - (i) for a postal ballot—counting the votes that are not rejected, or
 - (ii) for an electronic ballot—reviewing the information and reports about the ballot.
- (2) The returning officer must—
 - (a) prepare and sign a statement of the result of the ballot, and
 - (b) give a copy of the statement to the secretary of the association.
- (3) On receiving the statement of the result, the secretary must—
 - (a) make an entry in the minute book showing the result, and
 - (b) for a ballot for a proposed special resolution—give written notice to members of the result as soon as practicable after receiving the statement.
- (4) The member presiding at the next general meeting of the association must announce the result of the ballot at the meeting.
- (5) In this section—

“informal ballot paper” means a ballot paper that is informal in accordance with this Schedule, section 6.

8 Keeping of ballot records

The returning officer must keep the following in secure storage, as they relate to a ballot conducted in accordance with this Schedule, for at least 8 weeks after the date fixed for the closing of the ballot or a longer period specified in a written direction of the committee—

- (a) voting rolls,
- (b) ballot papers, including rejected ballot papers from a postal ballot,
- (c) all records, whether formal or informal, relating to an electronic ballot.

Appendix G Table of alterations

This edition is a compilation of the *National Parks Association of NSW By-Laws 2018* as in force at 1 December 2022, and incorporates all amendments made up to that date. It includes notes (shown in blue type), Explanatory Guides, Examples and Appendices that are provided for convenience, but which do not form part of the By-Laws.

Approved by the State Council 3 March 2018.

Commenced at the conclusion of the State Council meeting held on 3 March 2018.

As amended by:

Amendment No. and date	Provision affected	How affected
No. 1 [29 Jun 2019]	cl. 1.1 (4): commencement of By-Laws	Omitted
	cl. 1.3 (3): explanatory guides not part of By-Laws	Amended
	cl. 3.4: induction of State Councillors	Amended
	cl. 3.7: circular resolutions	Substituted
	cl. 4.4 (1): duties of President	Amended
	cl. 4.5: induction of Executive members	Amended
	cl. 4.6 (3): appointment of acting office-bearers	Inserted
	cl. 4.7 (2) & (3); convening of Executive meetings	Amended
	cl. 4.7 (7): attendance at Executive meetings by CEO	Omitted
	cl. 4.8: circular resolutions	Substituted
	cl. 4.10: leave of absence	Inserted
	cl. 5.5 (13A): written ballot to be conducted by Returning Officer	Inserted
	cl. 6.1 (2), 6.7 (3): general Executive members (change of terminology)	Amended
	cl. 6.5 (4): nomination of candidates	Amended
	cl. 6.6: roll of electors	Amended
	cl. 6.7: holding of ballots	Amended
	cl. 6.8: counting of votes	Substituted
	cl. 7.8 (6) & (7): duties of Returning Officer	Amended
	cl. 7.9: Public Officer	Amended
	cl. 8.2 (3) and (4): term of operation and review of committee charters	Amended
	cl. 8.4 (3): convening of committee meetings	Amended
	cl. 8.6: advocacy and campaign activities	Substituted
	cl. 9.3: branch annual general meetings	Amended
	cl. 9.5 (1): branch president taken to be elected as State Councillor	Substituted
	cl. 9.6 (2): requirements for meetings	Amended
	cl. 9.7: advocacy and campaign activities	Substituted
	cl. 10.3 (3): payment of branch operating allowance	Amended
	cl. 10.4: member involvement in political activities	Inserted
	cl. 10.5: staff members	Inserted
	No. 2 [9 Nov 2019]	cl. 1.7: governance policies
cl. 1.8: guide to structure of authority		Inserted
cl. 4.9(1)(c): reporting on implementation of delegation		Inserted
cl. 4.11: payments to Executive members		Inserted
Part 11 Delegation		Inserted
Appendix C Instruments of delegation		Inserted
Appendix D Governance policies		Inserted
Appendix E Guide to structure of authority		Inserted

No. 3 [25 Sep 2020]	cl. 3.10: electronic ballots by State Council	Inserted
	cl. 5.3 (2) & (3): meeting technology at general meetings	Inserted
	cl. 5.4 (1A): notice of annual general meetings held using technology	Inserted
	cl. 5.5 (1A): notice of special general meetings held using technology	Inserted
	cl. 5.7: member ballots - postal or electronic	Inserted
	cl. 6.1: definitions of 'annual election' and 'by-election'	Substituted
	cl. 6.5 (1): nomination of candidates	Substituted
	cl. 6.7: Executive elections - general requirements for ballots	Substituted
	cl. 6.7A: Executive elections - ballots at State Council meetings	Inserted
	cl. 6.7B: Executive elections - electronic ballots	Inserted
	cl. 6.9: Executive elections - declaration of results	Amended
	cl. 9.3 (1A) & (1B): meeting technology at branch general meetings	Inserted
	cl. 9.3 (2): notice of branch annual general meetings held using technology	Substituted
	cl. 9.4 (5) & (6): vacancies in branch committee positions	Inserted
Appendix F: Member ballots (postal or electronic)	Inserted	
No. 4 [10 Sep 2022]	cl. 10.2: register of members (replaced by cl. 12.7)	Omitted
	cl. 11.3 "exclusive State Council powers" - omit para (l) member applies	Amended
	cl. 11.4 (2)(g) delegation to Exec - insert para (g) membership applications	Amended
	Part 12 Members	Inserted
	all references to "Executive Officer" replaced by "Chief Executive Officer"	Amended