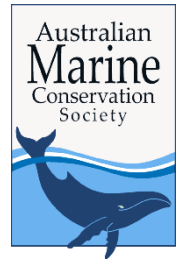


Rules of the Australian Marine Conservation Society Inc.

March 2017



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GENERAL

1. WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

- 1.1 A word or expression that is not defined in this Constitution but is defined in the Associations Incorporation Act (Qld) 1981 has, if the context permits, the meaning given by that Act.

2. NAME

- 2.1 The name of the Association is the "Australian Marine Conservation Society Inc." ("AMCS").

3. BINDING CONSTITUTION

- 3.1 This Constitution is binding on the National Management Committee, the National Office, the Branches, AMCS staff members, AMCS volunteers and the Members.

4. DEFINITIONS

- 4.1 In this Constitution, unless the context otherwise requires:
- a) '**Absolute majority**' means more than half of the persons entitled to vote;
 - b) '**Australia**' means Australia and its States and territories, its continental shelflands and super incumbent waters;
 - c) '**Branch**' means a group of Members within a defined area which conducts meetings at a local level and works actively at implementing the Objects;
 - d) '**Branch Annual General Meeting**' means the Annual General Meeting of a Branch;
 - e) '**Branch President**' means the President of a Branch appointed in accordance with this Constitution;
 - f) '**Branch Secretary**' means the Secretary of a Branch appointed in accordance with this Constitution;
 - g) '**Branch Treasurer**' means the Treasurer of a Branch appointed in accordance with this Constitution;
 - h) '**Branch Management Committee**' means the management committee of a Branch formed in accordance with this Constitution;
 - i) '**Committee Member**' means a member of the National Management Committee;
 - j) '**Ecosystem Based Management**' means management, usually of human activities and their effects, which seeks to identify and address direct and indirect effects on ecosystem components and to integrate planning and management activities across sectors within ecosystem-defined units;
 - k) '**Formal notice**' means notice given in writing or by electronic means. Electronic signatures and/or responses are acceptable as formal notice.
 - l) '**Majority**' means more than half of the persons voting;
 - m) '**Marine and Estuarine Environments**' means the maritime area extending, in the case of watercourses, up to the freshwater limit and including intertidal zones, estuary, bay, harbour, shoreline, coastal wetlands, nearshore and offshore waters;
 - n) '**Marine Protected Area**' means an area of land and/or sea especially dedicated to the protection and maintenance of biological diversity of natural and associated cultural resources, and managed through legal or other effective means;



- o) **'Member'** means a person, organisation or group of persons or organisations duly admitted to membership of the AMCS by the National Management Committee upon payment of the membership fee in accordance with this Constitution;
- p) **'National Annual General Meeting'** means the annual general meeting of the AMCS;
- q) **'National Management Committee'** or **'Committee'** or **'Board'** means the management committee of the AMCS formed in accordance with this Constitution;
- r) **'National Office'** means the central management office from which the day to day operations of the AMCS are coordinated;
- s) **'National President'** means the President of the AMCS appointed in accordance with this Constitution;
- t) **'National Secretary'** means the Secretary of the AMCS appointed in accordance with this Constitution;
- u) **'National Treasurer'** means the Treasurer of the AMCS appointed in accordance with this Constitution;
- v) **'Objects'** means the objects of the AMCS as set out in this Constitution;
- w) **'Register of Members'** means a register of the Members of the AMCS which is maintained by the National Office, in accordance with clause 14.
- x) **'Show of hands'** means those present at a meeting (either physically or otherwise) voting on a proposal;
- y) **'Special Branch Meeting'** means a special meeting of a Branch called by the Branch Secretary to deal with a specific resolution or issue;
- z) **'Special National Meeting'** means a special meeting of the AMCS called by the National Secretary to deal with a specific resolution or issue;
- aa) **'Special resolution'** means a resolution passed by 75% of the members who are present and entitled to vote on the resolution at a meeting of the Members (or, if applicable, a meeting of the members of a Branch);
- bb) **'State'** means a state or territory of the Commonwealth of Australia; and
- cc) **'Sustainable Fisheries'** means fisheries in which fishing activities do not cause or lead to undesirable changes in biological and economic productivity, biological diversity, or ecosystem structure and functioning from one human generation to the next.

5. OBJECTS

5.1 The Objects of the AMCS include the following:

- a) **Ecosystem Based Management:** ensure that the management of coastal and marine resources is founded on integrated ecosystem approaches that recognise the linkages between terrestrial, freshwater and marine environments and the need for policies and programs to protect marine biodiversity and ecosystems.
- b) **Marine Protected Areas:** support and promote:
 - I. the establishment of a comprehensive, adequate and representative system of Marine Protected Areas around Australia; and
 - II. a well-resourced and successfully managed Australia-wide system of Marine Protected Areas.
- c) **Sustainable Fisheries:** support the sustainable management of wild harvest and aquaculture fisheries within an ecosystem-based management framework and other sustainable fisheries generally.
- d) **Threatened Species:** work to prevent the loss of Australian marine species, habitats and communities and to support and promote the recovery of threatened marine species and their habitats.
- e) **Coastal development:** work strategically to improve Australia's performance in avoiding, minimising and



mitigating the impacts of coastal developments including marine infrastructure, coastal defence, ports and residential, recreational and tourism developments, working to promote sustainability in such development.

- f) **Land-based Sources of Pollution:** work strategically to improve Australia's performance in addressing land-based sources of marine pollution.
- g) **Shipping, Introduced Marine Pests and Ballast Water:** work strategically to improve Australia's performance in minimising, and where possible eliminating, the risks associated with introduced marine pests, ballast water and shipping.
- h) **Mining, Extractive Industry and Offshore Oil and Gas Exploration and Production:** work strategically to improve Australia's performance in:
 - I. addressing the impacts of mining and other extractive industries which affect coastal and marine environments; and
 - II. minimising, and where possible eliminating, the risks associated with offshore oil and gas exploration and production.
- i) **Climate change:** work to promote
 - I. the adoption of climate change adaptation strategies for the marine environment to help future proof our oceans and their resources from the impacts of climate change; and
 - II. the adoption of climate change mitigation strategies that limit the extent of climate change impacts upon the marine environment.
- j) **Community:** work to:
 - I. encourage the broader community to value, appreciate, celebrate and actively support conservation of the marine environment; and
 - II. promote the involvement of community interest groups in the development and implementation of government policy and management arrangements for natural resources minimising,
- k) **Strategic Research:** collate and disseminate scientific information and rationale for the purpose of developing Ecosystem Based Management systems.
- l) **Operations:** facilitate the strategic involvement of the National Office and Branches in a wide range of marine conservation initiatives at the international, national, regional and local level.
- m) **Public Fund:** To establish and maintain a public fund which complies with subdivision 30-E of the *Income Tax Assessment Act (Cth) 1997* for the specific purpose of receiving all gifts of money or property in support of the Objects.

6. POWERS of the AMCS

- 6.1 Provided that all powers of the AMCS are exercised in the furtherance of the Objects and in accordance with this Constitution, the AMCS may:
- a) subscribe to, become a member of, or cooperate with, any other society, club or organisation, whether incorporated or not, whose objects are similar to those of the AMCS, but the AMCS shall not subscribe to, or support with its funds any club, society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the AMCS under clauses 7 and 47;
 - b) buy, sell or deal in all kinds of articles, commodities and provisions;
 - c) purchase, lease, hire or otherwise acquire any lands, buildings, easements, real property, personal property or any rights or privileges;
 - d) enter into any arrangements with government or government authorities;
 - e) obtain from any government or government authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - f) appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may



be necessary or convenient for the purposes of the AMCS;

- g) remunerate any person or body corporate for services rendered including by way of guarantees or the placing of unsecured notes, debentures or other securities;
- h) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences;
- i) invest and deal with money of the AMCS not immediately required;
- j) hold interests in shares, debentures or other securities of any body corporate;
- k) lend and advance money to any person or body corporate;
- l) give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person and otherwise to assist any person;
- m) borrow or raise money either alone or jointly with any other person in such manner as may be thought proper or otherwise to secure any moneys borrowed by mortgage, charge, lien or other security upon the whole or any part of the AMCS's property or assets whether present or future;
- n) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- o) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the AMCS;
- p) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the AMCS's property of whatsoever kind sold by the AMCS, or any money due to the AMCS from purchasers and others;
- q) take any gift of property whether subject to any trust or not,
- r) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the AMCS in the shape of donations, annual subscriptions or otherwise;
- s) print and publish any newspapers, periodicals, books or leaflets;
- t) amalgamate with any incorporated societies having objects similar to those of the AMCS and which prohibit the distribution of income and property among members to an extent at least as great as that imposed upon the AMCS under clauses 7 and 48;
- u) make donations for charitable or community purposes; and
- v) enter into agreements, partnerships or contractual arrangements and donor relationships with businesses or corporations.
- w) do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the AMCS.

7. PAYMENTS TO MEMBERS

- 7.1 The AMCS is not formed or carried on for the purpose of trading or securing pecuniary benefits to any Member.
- 7.2 The property and income of the AMCS shall be applied solely towards the promotion of the Objects and no part of the property or income of the AMCS shall be applied for the pecuniary benefit of any Member.
- 7.3 No remuneration or other pecuniary benefit shall be paid by the AMCS to any Member in respect of anything done in that Member's capacity as a Member except in the case of:
 - a) repayment of out-of-pocket expenses;



- b) interest for money lent to the AMCS at a rate not exceeding the rate charged from time to time by Australian banks for comparable loans;
- c) reasonable and proper rent for premises rented to the ACMS by a Member;
- d) reasonable payment in good faith to any Member in return for any services actually rendered to the AMCS as a consultant, adviser or employee of the ACMS; or
- e) reasonable payment for goods supplied in the ordinary course of business.

8. CLASSES OF MEMBERS

8.1 The membership of the AMCS shall consist of ordinary Members and any of the following classes of Members:

- a) life members;
- b) corporate members;
- c) concessional members;
- d) honorary members;
- e) library members;
- f) family members;
- g) overseas members; or
- h) any other class of member as defined by the National Management Committee.

8.2 All membership classes are entitled to vote and are eligible for election to the National Management Committee except for the following:

- a) Library membership - May not vote (unless permitted by law) and are not eligible for election to the management committee.
- b) Corporate members - May not vote (unless permitted by law) and are not eligible for election to the management committee.
- c) Family Members – entitled to only one vote.
- d) The number of members is unlimited.
- e) All members must support the Objects of the AMCS.

9. MEMBERSHIP

9.1 Subject to this Constitution, all persons who wish to actively further the Objects shall be eligible for membership if they submit an application for membership which is:

- a) proposed by a Member and seconded by another Member;
- b) in writing; and
- c) otherwise in the form prescribed by the National Management Committee.



10. MEMBERSHIP FEES

10.1 The membership fee for each class of membership shall be:

- a) the amount decided by the Members from time to time at a National Annual General Meeting or Special National Meeting; and
- b) payable when, and in the way, the National Management Committee decides.

11. ADMISSION AND REJECTION OF MEMBERS

11.1 The National Management Committee must consider an application for membership at the next meeting of the Committee following receipt of:

- a) the application; and
- b) the prescribed membership fee for the application.

11.2 The National Management Committee must decide at the meeting whether to accept or reject the application.

11.3 If a Majority at the Committee meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member in the class of membership applied for.

11.4 As soon as practicable after the National Management Committee decision to accept or reject an application, the National Secretary of the AMCS must give the applicant formal notice of the decision.

12. WHEN MEMBERSHIP ENDS

12.1 A Member may resign from the AMCS by giving a formal notice of resignation to the National Secretary.

12.2 The resignation takes effect on:

- a) the day and at the time the notice is received by the secretary; or
- b) if a later day is stated in the notice - the later day.

12.3 The National Management Committee may terminate a Member's membership if the Member:

- a) is convicted of an indictable offence;
- b) does not comply with any of the provisions of this Constitution;
- c) has membership fees in arrears for at least three months; or
- d) engages in conduct which is considered by the National Management Committee to be injurious or prejudicial to the reputation or interests of the AMCS.

12.4 Before the National Management Committee terminates a Member's membership, the Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.

12.5 If, after considering representations made by the Member, the National Management Committee decides to terminate the membership, the National Secretary must give the member a formal notice of the decision.

12.6 Irrespective of the previous clauses, any membership with fees in arrears of at least two years may be terminated by decision of the National Management Committee without any formal notice of the termination of membership required.

13. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

13.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the National Secretary formal notice of their intention to appeal against the decision.



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- 13.2 A notice of intention to appeal must be given to the National Secretary within one month after the person receives formal notice of the decision.
 - 13.3 If the National Secretary receives a notice of intention to appeal, the National Secretary must, within three months after the day of receipt, call a National Management Committee meeting to decide the appeal.
 - 13.4 At the meeting, the appellant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
 - 13.5 In the case of the appellant being unable to attend the meeting, the appellant may nominate a proxy on their behalf and/or provide a written submission.
 - 13.6 An appeal must be decided by a vote of the National Management Committee present at the meeting.
 - 13.7 If a Majority at the meeting vote to accept the appeal, the appellant shall be reinstated. Otherwise, the termination shall stand and shall be final.

14. REGISTER OF MEMBERS

- 14.1 The National Office must keep a register of all the AMCS's Members.
- 14.2 The Register of Members must include the following particulars for each Member:
 - a) the full name and residential address of the Member;
 - b) the date of admission as a Member;
 - c) if applicable, the date of death or resignation of the Member;
 - d) details about any termination or reinstatement of membership; and
 - e) any other particulars the National Management Committee or the Members at a National Special Meeting or National Annual General Meeting decide.

15. GENERAL ORGANISATION STRUCTURE

- 15.1 Subject to this Constitution, the National Management Committee shall have full authority and powers to govern the AMCS.
- 15.2 All decisions of the Committee shall be binding upon the AMCS and its Members and Branches.
- 15.3 The Committee may, by resolution passed by a Majority at a Committee meeting, delegate all or any of its powers or functions under this Constitution to any employee of the AMCS or any subcommittee or Member.
- 15.4 The Committee may make such regulations as it considers necessary or expedient for the purpose of giving effect to his Constitution or carrying out its powers, functions and duties under this Constitution.

NATIONAL MANAGEMENT

16. MEMBERSHIP OF NATIONAL MANAGEMENT COMMITTEE

- 16.1 The general control and management of the administration of the AMCS shall be by a National Management Committee consisting of a National President, National Secretary, National Treasurer and up to seven other persons as appointed by a Majority of the Members at a National Annual General Meeting or Special National Meeting from time to time or otherwise in accordance with clause 19.
- 16.2 A person must be a Member to be eligible to be a Committee Member (other than in the case of the National Secretary).



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- 16.3 Subject to clause 16.4, at each National Annual General Meeting of the AMCS by rotation, three Committee Member must retire from office but shall be eligible for re-election upon nomination.
- 16.4 The National President is ineligible for re-election if he or she has served in that position for the previous three consecutive years, unless no other candidate is nominated for the position and the National President is re-appointed by a Majority of the National Annual General Meeting.
- 16.5 The National Management Committee may establish subcommittees to address specific tasks or issues.
- 16.6 Subcommittees shall report regularly to the National Management Committee.
- 16.7 The National Management Committee may dissolve subcommittees as required.

17. NATIONAL SECRETARY

- 17.1 If a vacancy occurs in the office of National Secretary, the other Committee Members must ensure a National Secretary is elected within one month of the vacancy occurring.
- 17.2 The National Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is
- a) a Member and elected by the AMCS as National Secretary; or
 - b) appointed by the National Management Committee as secretary (whether or not the individual is a Member).
- 17.3 A Majority of any National Management Committee meeting may appoint and remove the National Secretary at any time. The Committee must give the outgoing National Secretary formal notice of the decision.

18. ELECTION OF NATIONAL MANAGEMENT COMMITTEE

- 18.1 Subject to clause 17.3, a Committee Member may only be elected as follows:
- a) Any two Members may nominate another Member (the "Candidate") to serve as a member of the National Management Committee.
 - b) Subject to sub-clause (d), the nomination must be:
 - i. in writing;
 - ii. signed by the Candidate and the nominating Members; and
 - iii. given to the National Secretary at least two days before the National Annual General Meeting or Special National Meeting at which the election is to be held.
 - c) Each current Member present at the National Annual General Meeting or Special National Meeting may vote for any number of Candidates, provided that that number is not more than the number of vacancies.
 - d) If, at the start of the meeting there are less than six Candidates, nominations may be taken from the floor of the meeting.
- 18.2 A Member may contact the National Secretary prior to the National Annual General Meeting to obtain information on the proposed Candidates.
- 18.3 If required by the outgoing National Management Committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.

19. VACANCIES ON NATIONAL MANAGEMENT COMMITTEE

- 19.1 If there is a casual vacancy on the National Management Committee, the continuing Committee Members may appoint another Member to fill the vacancy until the next National Annual General Meeting by a majority vote. The nomination to fill the vacancy must be made in writing, signed by the candidate and two nominating Members.



- 19.2 The continuing Committee Members may act despite a casual vacancy on the National Management Committee.
- 19.3 However, if the number of Committee Members is less than five, the continuing Committee Members may act only to call a Special National Meeting of the AMCS to elect new members to the National Management Committee.

20. RESIGNATION OR REMOVAL FROM NATIONAL MANAGEMENT COMMITTEE

- 20.1 A Committee Member may resign from the Committee by giving formal notice of resignation to the National Secretary.
- 20.2 The resignation takes effect on:
- a) the day and at the time the notice is received by the National Secretary; or
 - b) if a later day is stated in the notice - the later day.
- 20.3 Unless a Majority of Committee Members meeting otherwise decide, a Committee Member shall retire from office if they fail to attend three consecutive meetings without permission from the Committee.
- 20.4 A Committee Member shall be removed from office at a National Management Committee meeting if a Majority of the National Management Committee vote in favour of removing the Committee Member.
- 20.5 Before a vote of Committee Members is taken about removing a member from office, the Committee Member must be given a full and fair opportunity at the meeting to show cause why he or she should not be removed from office.
- 20.6 Notwithstanding the rest of this clause 20, membership to the National Management Committee may be terminated if the Committee Member:
- a) obstructs the ability of the AMCS to operate effectively;
 - b) is convicted of an indictable offence;
 - c) does not comply with any of the provisions of this Constitution;
 - d) has membership fees in arrears for at least three months; or
 - e) engages in conduct which is considered by the National Management Committee to be injurious or prejudicial to the reputation or interests of the AMCS
- 20.7 A Committee member has no right of appeal against removal from office under this section.

21. FUNCTIONS OF NATIONAL MANAGEMENT COMMITTEE

- 21.1 Subject to this Constitution, or a resolution carried by a Majority at a National Annual General Meeting or Special National Meeting, the National Management Committee shall:
- a) have the general control and management of the administration of the affairs, property and funds of the AMCS;
 - b) have authority to interpret the meaning of this Constitution and any matter relating to the AMCS on which this Constitution is silent; and
 - c) exercise any of the powers of the AMCS as set out in clause 6:

22. MEETINGS OF NATIONAL MANAGEMENT COMMITTEE

- 22.1 Subject to this clause, the National Management Committee may meet and conduct its proceedings as it considers appropriate.



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- 22.2 At a National Management Committee meeting, an Absolute Majority of Committee Members shall constitute a quorum.
- 22.3 The National Management Committee must meet at least once every four months to exercise its functions.
- 22.4 The Committee Members may participate in meetings in person or by telephone, video link or other effective form of communication.
- 22.5 If the National Secretary receives a written request that has been signed by at least 33% of the Committee Members, the National Secretary must call a special meeting of the Committee at a location and time as reasonably requested by such Committee Members.
- 22.6 A request for a special meeting of the Committee must state:
- why the special meeting is being called; and
 - the business to be conducted at the meeting.
- 22.7 A motion put forward at a Committee meeting shall be carried by a Majority and shall not be carried if the votes are equal.
- 22.8 A Committee Member must not vote on a question about a contract or proposed contract with the AMCS if the Committee Member has an interest in the contract or proposed contract, and if the Committee Member does vote that vote must not be counted.
- 22.9 The National Secretary must give each Committee Member at least seven days' notice of a special meeting of the Committee.
- 22.10 A notice of a special Committee meeting must state:
- the day, time and place of the meeting; and
 - the business to be conducted at the meeting.
- 22.11 The National President shall be chairperson of Committee meetings or, if there is no National President or if the National President is not present within ten minutes after the time fixed for the meeting, the members may choose one of their number to preside as chairperson at the meeting.
- 22.12 If a quorum is not present within thirty minutes after the time fixed for a Committee meeting called on the request of Committee members, the meeting shall lapse.
- 22.13 A member of the National Management Committee may appoint another member of the same Committee to be their proxy. An instrument appointing a proxy must be signed, faxed or emailed in a form substantially similar to that set out below. If the appointed proxy is not present at the meeting, the proxy passes to the meeting Chair.
- AMCS:
I, _____ of _____, being a member of the AMCS National Management Committee, appoint _____, as my proxy to vote for me on my behalf at the next National Management Committee Meeting of the AMCS,
- Signed this ____ day of _____, 20__ .
- Signature. _____
- 22.14 If a quorum is not present within thirty minutes after the time fixed for a National Management Committee meeting called other than on the request of Committee members, the meeting is to be adjourned to:
- the same day, time and place in the next week; or
 - a day, time and place decided by the Committee.



22.15 If, at the adjourned meeting, a quorum is not present within thirty minutes after the time fixed for the meeting, the meeting shall lapse.

22.16 The National Secretary must;

- a) ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each National Management Committee meeting are entered in a minute book; and
- b) ensure the minute book for each Committee meeting is open for inspection at all reasonable times by any Member who applies to the National Secretary for the inspection.

22.17 To ensure the accuracy of Committee meeting minutes, the minutes of each Committee meeting must be verified and signed by the chairperson of the meeting or the chairperson of the next Committee meeting.

23. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

23.1 An act performed by the Committee or a delegate of the Committee shall be taken to have been validly performed even if the act was performed whilst there was a defect in the appointment of a Committee member or delegate.

24. RESOLUTIONS OF NATIONAL MANAGEMENT COMMITTEE WITHOUT MEETING

24.1 A written resolution signed by each member of the National Management Committee entitled to receive notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

24.2 A resolution of the type mentioned in 24.1 may consist of separate documents in identical form, each signed by one or more members of the Committee, and may take the form of postal or electronic mail.

24.3 A resolution of the type mentioned in 24.1 may also be considered as taken with the formal approval of a majority of members of the National Management Committee. Approval may take the form of written or electronic mail.

25. NATIONAL ANNUAL GENERAL MEETING

25.1 A National Annual General Meeting must be held:

- a) at least once each year; and
- b) within three months after the end of the AMCS's previous financial year.

26. BUSINESS TO BE CONDUCTED AT THE NATIONAL ANNUAL GENERAL MEETING

26.1 The following business must be conducted at each National Annual General Meeting:

- a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the AMCS for the previous financial year;
- b) receiving the auditor's report on the financial affairs of the AMCS for the previous financial year;
- c) presenting the audited statement and/or report to the meeting for adoption;
- d) electing members of the National Management Committee; and
- e) appointing an auditor.

27. SPECIAL NATIONAL MEETING

27.1 The National Secretary shall call a Special National Meeting by giving each Member of the AMCS at least seven days notice of the meeting after:



- a) being directed to call the meeting by the National Management Committee; or
- b) being given a written request signed by:
 - I. at least 50% of the Committee Members; or
 - II. at least twenty Members.

27.2 A request of the type mentioned in clause 27.1 must state:

- a) why the Special National Meeting is being called; and
- b) the business to be conducted at the meeting.

28. NOTICE OF NATIONAL ANNUAL GENERAL MEETING OR SPECIAL NATIONAL MEETING

28.1 The National Secretary must give at least seven days notice of each National Annual General Meeting or Special National Meeting to each Member.

28.2 The National Management Committee may decide the way in which the notice must be given.

28.3 A notice of a National Annual General Meeting or Special National Meeting must state the business to be conducted at the meeting.

29. QUORUM FOR AND ADJOURNMENT OF MEMBERS' MEETINGS

29.1 A quorum for a National Annual General Meeting or Special National Meeting shall be the number of Members equal to double the number of Members of the AMCS presently on the National Management Committee, plus one.

29.2 No business may be conducted at a National Annual General Meeting or Special National Meeting unless a quorum of Members is present when the meeting proceeds to business.

29.3 If a quorum is not present within thirty minutes after the time fixed for a National Annual General Meeting, the meeting shall be adjourned to the same day, time and place in the following week or such other time and location as decided by the Committee.

29.4 If a quorum is not present within thirty minutes after the time fixed for a Special National Meeting, the meeting shall lapse.

30. PROCEDURE AT MEMBERS' MEETINGS

30.1 Subject to this Constitution and the Corporations Law, at each National Annual General Meeting or Special National Meeting:

- a) the National President shall be chairperson or, if there is no National President or if the National President is not present within fifteen minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson for the entire meeting;
- b) the chairperson must conduct the meeting in a proper and orderly way;
- c) each question, matter or resolution must be decided by a Majority;
- d) each Member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
- e) a Member is not entitled to vote at the meeting if the Member's annual subscription is in arrears at the date of the meeting;
- f) voting may be by a show of hands or a division of members, unless at least 20% of the Members present demand



a secret ballot;

- g) if a secret ballot is to be held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides;
- h) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held;
- i) a Member may only vote in person or by proxy or by attorney;
- j) Unless otherwise instructed, the proxy may vote as the proxy considers appropriate;
- k) each instrument appointing a proxy must be given to the National Secretary before the start of the meeting at which the person named in the instrument proposes to vote;
- l) a proxy may be a member of the AMCS or another person;
- m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- n) an instrument appointing a proxy or attorney must be signed and in a form substantially similar to that set out below;

AMCS:

I, _____ of _____, being a member of the AMCS, appoint of _____, as my proxy to vote for me on my behalf at the National Annual General Meeting or Special National Meeting of the AMCS, to be held on the ____ day of _____, 20__, and at any adjournment of the meeting.

Signed this ____ day of _____, 20__.

Signature. _____

This form is to be used - in favour of the resolution; or against the resolution. (Strike out whichever is not desired).

30.2 The National Secretary must:

- a) ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each National Annual General Meeting and National Special Meeting are entered in a minute book; and
- b) ensure the minute book is open for inspection at all reasonable times by any Member who applies to the National Secretary for the inspection.

30.3 To ensure the accuracy of Committee meeting minutes, the minutes of each Committee meeting must be verified and signed by the chairperson of the meeting or the chairperson of the next National Management Committee meeting.

BRANCHES

31. ESTABLISHMENT OF BRANCHES

31.1 The AMCS may establish Branches if approved by the National Management Committee.

31.2 Each Member may nominate a Branch to which they wish to be affiliated by indicating as such on the AMCS membership application form at the time of joining the AMCS or when renewing their membership.

31.3 A Member who does not nominate a Branch shall be affiliated to the AMCS's National Office.

31.4 A Branch Management Committee shall be appointed by the members of each Branch and shall have the general control and management of the Branch.

31.5 Each Branch must have its own constitution or other rules of internal governance, which must be approved by the National Management Committee.



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- 31.6 Each Branch's constitution or other rules of internal governance shall, to the extent of any inconsistency with this Constitution, be subject to the terms of this Constitution.
- 31.7 The Objects of each Branch shall be the same as the Objects of the AMCS as set out in this Constitution.
- 31.8 Branches shall have such powers as are vested in them by this Constitution provided that those powers shall be subject to decisions and policies of the National Management Committee.

32. FUNCTIONS OF UNINCORPORATED BRANCHES

- 32.1 The name of each unincorporated Branch shall be "Australian Marine Conservation Society" followed by the name of the locality in which the management of the local Branch is carried on, and the word "Branch".
- 32.2 Subject to the approval of and any conditions set by the National Management Committee, a Branch Management Committee may choose to incorporate the Branch under the Associations Incorporation Act (Qld) 1981 or other similar legislation.

33. DISSOLVING A BRANCH

- 33.1 An unincorporated Branch shall be dissolved by the Branch Management Committee:
- a) if, at any time, the membership is less than five persons; or
 - b) upon the vote of more than 75% of the members of the Branch present at any Branch Annual General Meeting or Special Branch Meeting.
- 33.2 The National Management Committee may dissolve a Branch if:
- a) the membership has less than five persons at any time;
 - b) the Branch does not comply with any of the provisions of this Constitution;
 - c) the Branch does not operate in accordance with the objects as set out in the Constitution; or
 - d) the Branch is managed in a way considered by the National Management Committee to be injurious or prejudicial to the reputation or interests of the AMCS.
- 33.3 Before the National Management Committee dissolves a Branch, the National Management Committee must give the Branch a full and fair opportunity to show why the Branch should not be dissolved.
- 33.4 If, after considering all representations made by the Branch, the National Management Committee decides to dissolve the Branch, the National Secretary must give each of the Members of the Branch a formal notice of the decision
- 33.5 All property and other assets of a Branch that remain after the payment of expenses and other liabilities shall be transferred to the AMCS.

34. BRANCH MANAGEMENT COMMITTEE

- 34.1 Each Branch Management Committee shall be subject to the rules that apply to the National Management Committee as set out in clauses 14 to 24 (other than 16.2) when read as if "National" and "AMCS" mean "Branch"

35. BRANCH MEMBERS' MEETINGS

- 35.1 Each Branch Annual General Meeting and Special Branch Meeting shall be subject to the rules that apply to the National Management Committee as set out in clauses 25 to 30 when read as if "National" and "AMCS" mean "Branch" and as if the period stated in clause 25.1(b) is "four months" instead of "three months".



36. BRANCHES' USE OF ACN, NAME AND LOGO

- 36.1 Branches must receive the written consent of the National Management Committee before using the AMCS incorporation number, name or logo on any document circulated to any persons, including (without limitation) applications for government grants or other project funds.
- 36.2 All grants or funds to be received by a Branch from a government or government body, and all other "project funds" as defined by the National Management Committee from time to time, must be directed to the National Office for distribution to the applicant Branch subject to any terms set by the National Management Committee.

OTHER MATTERS

37. BY-LAWS

- 37.1 The National Management Committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the AMCS.
- 37.2 A by-law may be set aside by a resolution of a Majority of Members at a National Annual General Meeting or Special National Meeting of the AMCS.

38. ALTERATION OF RULES

- 38.1 Subject to the Associations Incorporation Act (Qld) 1981, this Constitution may be amended or replaced by a Special Resolution carried at a National Annual General Meeting or Special National Meeting.
- 38.2 However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

39. COMMON SEAL

- 39.1 The National Management Committee must ensure the AMCS has a common seal.
- 39.2 The common seal must be:
 - a) kept securely by the National Management Committee; and
 - b) used only under the authority of the National Management Committee.
- 39.3 Each instrument to which the seal is attached must be signed by a member of the National Management Committee and countersigned by:
 - a) the National Secretary;
 - b) another member of the National Management Committee; or
 - c) another person appointed by the National Management Committee.

40. NATIONAL OFFICE FUNDS AND ACCOUNTS

- 40.1 The funds of the AMCS must be kept in an account in the name of the AMCS in a financial institution decided by the National Management Committee.
- 40.2 Records and accounts must show full and accurate particulars of the financial affairs of the AMCS.
- 40.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 40.4 If an amount of \$100 or more is paid by cheque, the cheque must be signed by any two of the following:
 - a) the National President;



- b) the National Secretary;
 - c) the National Treasurer;
 - d) another person authorised by the National Management Committee for the purpose.
- 40.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 40.6 All non-routine expenditure above \$1,000.00 must be approved or ratified at a National Management Committee meeting. Any expenditure that is not provided for in the approved AMCS annual budget is deemed 'non-routine expenditure' and therefore requires approval by the National Management Committee if that expenditure exceeds \$1,000.00.
- 40.7 The National Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- a) the income and expenditure for the financial year just ended;
 - b) the AMCS's assets and liabilities at the close of the year;
 - c) the mortgages, charges and securities affecting the property of the AMCS at the close of the year.
- 40.8 The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next National Annual General Meeting following the financial year for which the audit was made.
- 40.9 The income and property of the AMCS must be used solely in promoting the AMCS's Objects and exercising the powers of the AMCS.

41. NATIONAL DOCUMENTS

- 41.1 The National Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the AMCS.

42. BRANCH DOCUMENTS

- 42.1 The Branch Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the AMCS.

43. FINANCIAL YEAR

- 43.1 The financial year of the AMCS closes on 31 December in each year.

44. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 44.1 In this section, Surplus Assets has the meaning as defined in the Associations Incorporation Act (Qld) 1981.
- 44.2 This clause applies if the AMCS:
- a) is wound-up in accordance with the *Associations Incorporation Act (Qld) 1981*; and
 - b) has surplus assets after satisfaction of all liabilities and expenses.
- 44.3 The surplus assets must not be distributed among the AMCS members.
- 44.4 The surplus assets must be given to another entity which:
- a) has objects similar to the AMCS's Objects;



- b) has rules which prohibit the distribution of the entity's income and assets to its members; and
- c) is on the Register of Environmental Organisations.

45. ESTABLISHMENT OF A PUBLIC FUND

- 45.1 The AMCS shall establish and maintain a public fund to be called the AMCS Public Fund for the specific purpose of supporting the Objects ("the Fund").
- 45.2 The Fund shall be established to receive all gifts of money or property for the purpose of furthering the Objects and any money received through such gifts must be credited to its bank account.
- 45.3 The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act (Cth) 1997 (as amended from time to time).
- 45.4 The Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the National Management Committee of the Society.
- 45.5 The National Management Committee must inform the government department responsible for the environment as soon as possible if:
- a) The AMCS changes its name or the name of the Fund;
 - b) there is any change to the membership of the Fund's management committee; or
 - c) there has been any departure from the rules and obligations set out in this clause.
- 45.6 The AMCS shall comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 45.7 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the AMCS and shall not be influenced by the preference of the donor.
- 45.8 Statistical information requested by the Treasurer and the Department responsible for the environment regarding donations to the Fund will be provided within four months of the end of the financial year.
- 45.9 An audited financial statement for the AMCS and the Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.
- 45.10 If the Fund is wound up, any surplus assets must be given to another entity which:
- a) has objects similar to the AMCS's Objects;
 - b) has rules which prohibit the distribution of the entity's income and assets to its members; and
 - c) is on the Register of Environmental Organisations.
- 45.11 The Fund will be subject to the AMCS Public Fund Rules which are attached as a schedule to this Constitution.



46. SCHEDULE – THE AMCS PUBLIC FUND RULES

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| THE AMCS PUBLIC FUND RULES |
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The object of the AMCS Public Fund ('the Fund') is to support the environmental purposes of the AMCS as set out in the AMCS Objects.

Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the AMCS.

Money from interest accrued on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the AMCS.

Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

The Fund will be operated on a non-profit basis.

A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the National Management Committee. A majority of the members of the committee shall be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

