

27/2/21

Australian Association of Bush Regenerators Constitution



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1 PRELIMINARY

1.1 DEFINITIONS

1.1.1 In this constitution:

- **Accreditation standing** means status afforded to members who have applied for accreditation and have satisfied AABR's accreditation criteria.
- **AABR** means the Australian Association of Bush Regenerators.
- **Bushland** means a remnant, regrowth, or fully restored stand of locally native vegetation of any ecological type, or, if currently degraded, an area containing at least sufficient local native species (above or below ground) for such a vegetation stand to recover with appropriate restoration management.
- **Bush regeneration** means a field of ecological restoration practice that utilises, reinstates, and reinforces a natural ecosystem's ongoing natural regeneration processes.
- **Board** (the Board) means the lead Board of AABR, whose members are voted in at the AABR Annual General Meeting. This Board is responsible for all reporting to government bodies. The Board is the equivalent to the Committee as defined under the Act.
- **Board Member** is also referred to as a director under the Act
- **Committee member** is a member of a sub-committee
- **Current member** means a paid-up member of AABR.
- **Director-General** means the Director-General, Secretary, Deputy Secretary, or designated head of the Department responsible for administering the [Associations Incorporation Act 2009 \(NSW\)](#).
- **Ecological restoration** means: the intentional practice of assisting the recovery of damaged, degraded or destroyed ecosystems to the highest practicable extent, taking into account intrinsic ecosystem change.
- **Land managers** means all owners or managers of land or water ecosystems.

- **Secretary means:**
 - the person holding office under this constitution as secretary of AABR, or
 - if no such person holds that office - the public officer of AABR.
- **Special general meeting** means a general meeting of AABR other than an annual general meeting.
- **Sub-committee** means subsidiary committees of the Board, which may be formed as State/Territory branches, project or thematic groups and are governed by special arrangements with the Board.
- **The Act** means the Associations Incorporation Act 2009.
- **The Regulation** means the Associations Incorporation Regulation 2010.
- **'contributions'** and **'fund-raising event'** have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

1.1.2 In this constitution:

- 1.1.2.1** a reference to a function includes a reference to a power, authority, and duty and
- 1.1.2.2** a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 1.1.2.3** the provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 NAME, PURPOSE, OBJECTS AND STRUCTURE

2.1 NAME

Australian Association of Bush Regenerators AABR Inc.

2.2 PURPOSE OF AABR

The Australian Association of Bush Regenerators is established as a charity with a purpose of protecting and enhancing the natural environment of Australia, by promoting, developing, and fostering the ecologically sound management and repair of ecosystems.

2.3 OBJECTS

2.3.1 The objects of AABR shall be any activities pursue the charitable purpose of AABR particularly including:

2.3.1.1 Advocating for the appropriate management of Australian ecosystems by:

- engaging with communities (including First Nations) and all levels of government to promote the sound ecological management and repair of natural areas.
- promoting and advancing the study and practice of ecological restoration, particularly emphasising the role of assisted natural regeneration (bush regeneration)
- encouraging land managers to develop and implement ecologically based policies, strategies, programs and plans of management.
- fostering education, research, and any other means of advancing knowledge in bush regeneration and any aspects of ecological restoration.
- demonstrating publicly the contribution of ecological restoration and bush regeneration to the continuing benefit of natural areas and human welfare.
- working cooperatively with other organisations with related aims on specific issues.

2.3.1.2 Engaging in education, communication, and dissemination of information to build capacity of land managers to appropriately manage the natural environment of Australia by:

- instituting and promoting lectures, seminars, symposia, and demonstrations on pertinent subjects and providing a forum for the discussion and dissemination of information about ecological restoration.

- printing or publishing any periodicals, books, papers, videos, and online materials for the promotion of AABR's objectives.

2.3.1.3 Promoting and facilitating appropriate training and skill of all people and organisations engaging in management of the natural environment of Australia by:

- promoting, establishing, and maintaining a suitable standard of practice by both volunteer and paid practitioners, managers and planners engaged in the ecological restoration and management of natural areas.
- establishing and implementing an accreditation system for bush regeneration practitioners and, where needed, practitioners of other ecological restoration activities.
- developing and promoting training resources pertaining to the practice of restoration.
- fostering equitable working conditions and recognition of the skills and status of ecological restoration practitioners and bush regenerators.

2.3.1.4 Establishing and maintaining a Public Fund to be called the Australian Association of Bush Regenerators Public Fund for the specific purpose of supporting the environmental objects/purposes of the Australian Association of Bush Regenerators Inc (AABR). The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. 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 1997](#).

2.4 STRUCTURE

2.4.1 AABR is a national not-for-profit incorporated body which is established to be and continue as a charity.

2.4.2 AABR is governed by a Board (the Board), satisfying the role of 'Committee' under the Act which can appoint sub-committees (including those acting as branches) and working groups, as set out in this constitution.

2.4.3 An Executive comprising the president, secretary and treasurer can make day-to-day operational decisions, in consultation with the Executive Officer, to carry out activities consistent with objects of the association and where delegated by the Board.

2.4.4 AABR can employ staff, contractors, and consultants to carry out activities consistent with objects of the association.

3 MEMBERSHIP

3.1 MEMBERSHIP ELIGIBILITY – CLASSES OF MEMBERSHIP

- 3.1.1 Membership is open to all persons of good standing with interest in supporting the Purpose and Objects of the association. There are three classes of membership:
- 3.1.1.1 Natural person members who are also AABR-accredited bush regeneration practitioners. These members have full voting rights.
- 3.1.1.2 Natural person Members who are not also AABR-accredited bush regeneration practitioners. These members have the right to vote on all matters except those relating to AABR bush regeneration accreditation.
- 3.1.1.3 Businesses, corporations, government, and non-government organisations which shall be known as corporate members. An authorised representative of a corporate member shall be registered with AABR and has the right to vote on all matters except those relating to AABR bush regeneration accreditation or changes to the constitution.

3.2 APPLICATION FOR MEMBERSHIP

- 3.2.1 An application from a person for membership of AABR:
- 3.2.1.1 must be made in writing in the form approved by the Board and set out on the AABR website.
- 3.2.1.2 must be lodged with the AABR secretary or membership officer or by the online form approved by the Board.
- 3.2.1.3 As soon as practicable after receiving an application for membership, the executive officer or secretary must inform the membership officer of the application.
- 3.2.2 The membership officer is delegated by the Board to approve the membership application, upon receipt of the membership fee, without reference to the Board.
- 3.2.3 The application is to be assumed to be approved unless further questions are raised by the membership officer, with a final decision made by the Board.
- 3.2.4 The secretary or membership officer must, on payment by the applicant of the membership fee, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of AABR.

3.3 CESSATION OF MEMBERSHIP

- 3.3.1 A person ceases to be a member of AABR if the person:
- 3.3.1.1 dies, or
- 3.3.1.2 resigns membership, or

- 3.3.1.3 is expelled from AABR, or
- 3.3.1.4 fails to pay the annual membership fee under clause 3.7. A member of AABR must pay to AABR an annual membership fee based on a fee structure determined by the Board on an annual basis within 6 months after the fee is due.

3.4 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 3.4.1 A right, privilege, or obligation which a person has by reason of being a member of AABR:
 - 3.4.1.1 is not capable of being transferred or transmitted to another person, and
 - 3.4.1.2 terminates on cessation of the person's membership.

3.5 RESIGNATION OF MEMBERSHIP

- 3.5.1 A member of AABR may resign from membership of AABR by first giving to the secretary or membership officer written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3.5.2 If a member of AABR ceases to be a member under clause 3.5.1. A member of AABR may resign from membership of AABR by first giving to the secretary or membership officer written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member, and in every other case where a member ceases to hold membership, the secretary or membership officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.6 REGISTER OF MEMBERS

- 3.6.1 The membership officer of AABR must establish and maintain a register, whether in written or electronic form, of members of AABR specifying the name and postal, residential or email address of each person who is a member of AABR together with the date on which the person became a member. The register will also indicate whether that member holds an AABR accreditation.
- 3.6.2 The register of members must be kept in New South Wales:
 - 3.6.2.1 at the main premises of AABR, or
 - 3.6.2.2 if AABR has no premises, at AABR's official address.
- 3.6.3 The register of members must be open for inspection, free of charge, by any member of AABR at any reasonable hour.
- 3.6.4 A member of AABR may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

- 3.6.5** If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 3.6.6** A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 3.6.6.1** the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to AABR or other material relating to AABR, or
- 3.6.6.2** any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.7 MEMBERSHIP FEES AND SUBSCRIPTIONS

- 3.7.1** A member of AABR must pay to AABR an annual membership fee based on a fee structure determined by the Board on an annual basis.

3.8 MEMBERS' LIABILITIES

- 3.8.1** The liability of a member of AABR to contribute towards the payment of the debts and liabilities of AABR or the costs, charges, and expenses of the winding up of AABR is limited to the amount, if any, unpaid by the member in respect of their membership of AABR as required by clause 3.7.1

3.9 RESOLUTION OF DISPUTES

- 3.9.1** Where a dispute between a member and another member (in their capacity as members) of AABR, or a dispute between a member or members or a sub-committee and the Board cannot be resolved by internal processes, it is to be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](#)
- 3.9.2** If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3.9.3** The [Commercial Arbitration 2010](#) applies to any such dispute referred to arbitration.

3.10 DISCIPLINING OF MEMBERS

- 3.10.1** A complaint may be made to the Board (by any person) that a member of AABR has:
- 3.10.1.1** refused or neglected to comply with a provision or provisions of this constitution, or
- 3.10.1.2** wilfully acted in a manner prejudicial to the interests of AABR.
- 3.10.2** The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3.10.3** If the Board decides to deal with the complaint, the Board:

- 3.10.3.1** must cause notice of the complaint to be served on the member concerned, and
- 3.10.3.2** must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
- 3.10.3.3** must take into consideration any submissions made by the member in connection with the complaint.
- 3.10.4** The Board may, by resolution, expel the member from AABR or suspend the member from membership of AABR if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven and the expulsion or suspension is warranted in the circumstances.
- 3.10.5** If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 3.11.
- 3.10.6** The expulsion or suspension does not take effect:
 - 3.10.6.1** until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - 3.10.6.2** if within that period the member exercises the right of appeal, unless and until AABR confirms the resolution under clause 3.11, whichever is the later.

3.11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 3.11.1** A member may appeal to AABR in general meeting against a resolution of the Board under clause 3.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 3.11.2** The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3.11.3** A member may appeal to AABR in general meeting against a resolution of the Board under clause 3.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect. The secretary must notify the Board which is to convene a general meeting of AABR to be held within 28 days after the date on which the secretary received the notice.
- 3.11.4** At a general meeting of AABR convened under clause 3.11, on receipt of a notice from a member under clause 3.10. A member may appeal to AABR in general meeting against a resolution of the Board under clause 3.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect. The secretary must notify the Board which is to convene a general meeting of AABR to be held within 28 days after the date on which the secretary received the notice:
 - 3.11.4.1** no business other than the question of the appeal is to be transacted, and

- 3.11.4.2 the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- 3.11.4.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.11.5 The appeal is to be determined by a simple majority of votes cast by members of AABR.

4 THE BOARD

4.1 POWERS OF THE BOARD

- 4.1.1 Subject to *the Act, the Regulation*, and this constitution and to any resolution passed by AABR at a general meeting, the Board:
 - 4.1.1.1 is to control and manage the affairs of AABR,
 - 4.1.1.2 may exercise all such functions as may be exercised by AABR, other than those functions that are required by this constitution to be exercised by a general meeting or special resolution of members of AABR, and
 - 4.1.1.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of AABR and to fulfil the Purpose and Objects of AABR.

4.2 COMPOSITION AND MEMBERSHIP OF BOARD

- 4.2.1 The Board is to consist of:
 - 4.2.1.1 the three office-bearers of AABR, and
 - 4.2.1.2 at least 2 ordinary Board members.
- 4.2.2 All Board Members are to be elected at an annual general meeting of the association as per clause 4.4.
- 4.2.3 The minimum number of Board Members is to be 5 and the maximum is to be 15
- 4.2.4 The office-bearers of AABR are as follows:
 - 4.2.4.1 the president,
 - 4.2.4.2 the treasurer,
 - 4.2.4.3 the secretary.
- 4.2.5 The Public Officer may be a member of the Board.

- 4.2.6** A Board Member may hold up to 2 offices (other than both the president and vice-president offices).
- 4.2.7** There is no maximum number of consecutive terms for which a Board Member may hold office.

4.3 ROTATION OF BOARD MEMBERS

- 4.3.1** Board Members will be elected on rotation for a two-year term, so that the appointment of half of the Board expires each year.
- 4.3.2** To implement the rotational system:
- 4.3.2.1** The Board, on registration of the constitution, will only hold office until the first AGM after that date and will be eligible for reappointment:
- At the first AGM after registration of the constitution:
 - Half of the Board will be appointed for a term of two years; and
 - The other half of the Board will be appointed for a term of one year; and
 - At subsequent AGMs, the appointment of any Board Members at that AGM will be for two years.
- 4.3.3** Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting held approximately two years from the year of the member's election but is eligible for re-election.
- 4.3.4** At least 60% of the Board must hold AABR bush regenerator accreditation

4.4 ELECTION OF BOARD MEMBERS

- 4.4.1** A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of AABR must be a financial member of AABR.
- 4.4.2** Nominations of candidates for election as office-bearers of AABR or as ordinary Board members can be made at the AGM or in advance of the meeting. If made in advance of the meeting they must be:
- 4.4.2.1** made in writing, state the specific office to which the nomination applies, include a personal profile, be signed by 2 members of AABR and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- 4.4.2.2** delivered to the secretary of AABR at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 4.4.3** If only one nomination is received for one vacancy, the candidate nominated is taken to be elected.
- 4.4.4** If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

- 4.4.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 4.4.6 The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

4.5 SECRETARY

- 4.5.1 The secretary of AABR must, as soon as practicable after being appointed as secretary, lodge notice with AABR of his or her address.
- 4.5.2 It is the duty of the secretary to keep minutes of:
 - 4.5.2.1 all appointments of office-bearers and members of the Board, and
 - 4.5.2.2 the names of members of the Board present at a Board meeting or a general meeting, and
 - 4.5.2.3 all proceedings at Board meetings and general meetings.
- 4.5.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

4.6 TREASURER

- 4.6.1 It is the duty of the treasurer of AABR to ensure:
 - 4.6.1.1 that all money due to AABR is collected and received and that all payments authorised by AABR are made, and
 - 4.6.1.2 that correct records and accounts are kept showing the financial affairs of AABR, including full details of all receipts and expenditure connected with the activities of AABR, and
 - 4.6.1.3 funds are distributed, expended, and reported on appropriately in respect to the operation of AABR, and the provisions of this constitution.

4.7 MEMBERSHIP OFFICER

- 4.7.1 The membership officer may or may not be a Board member.
- 4.7.2 It is the duty of the membership officer to ensure:
 - 4.7.2.1 that all applications for membership are processed within 30 days of their receipt.
 - 4.7.2.2 that a register of members as described in clause 3.6 is maintained and kept up-to date.

4.8 CASUAL VACANCIES

- 4.8.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of AABR to fill the vacancy and the member so appointed is to hold office,

subject to this constitution, until the conclusion of the next annual general meeting following the date of the appointment.

4.8.2 A casual vacancy in the office of a member of the Board occurs if the member:

4.8.2.1 dies, or

4.8.2.2 ceases to be a member of AABR, or

4.8.2.3 becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth.)*, or

4.8.2.4 resigns office by notice in writing given to the secretary, or

4.8.2.5 is removed from office under clause 4.9, or

4.8.2.6 becomes a mentally incapacitated person, or

4.8.2.7 is absent without the consent of the Board from 3 consecutive meetings of the Board, or

4.8.2.8 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

4.8.2.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth.)*.

4.9 REMOVAL OF BOARD MEMBERS

4.9.1 AABR in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

4.9.2 If a Board member to whom a proposed resolution referred to in clause 4.9.1 relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of AABR, the secretary or the president may send a copy of the representations to each member of AABR or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.10 BOARD MEETINGS AND QUORUM

4.10.1 The Board must meet at least 4 times in each period of 12 months at such place (or through a nominated communications platform) and time as the Board may determine.

4.10.2 Additional meetings of the Board may be convened by the president or by any member of the Board.

- 4.10.3** Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 4.10.4** Notice of a meeting given under clause 4.10.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 4.10.5** Any 40% of members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 4.10.6** No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 4.10.7** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 4.10.8** At a meeting of the Board:
- 4.10.8.1** the president or, in the president's absence, the vice-president is to preside, or
- 4.10.8.2** if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Board as may be chosen by the members present at the meeting, is to preside.

4.11 DELEGATION BY BOARD TO SUB-COMMITTEES

- 4.11.1** The Board may, by instrument in writing, delegate to one or more sub-committees, the exercise of such of the functions of the Board as are specified in the instrument, other than:
- 4.11.1.1** this power of delegation, and
- 4.11.1.2** a function which is a duty imposed on the Board by the Act or by any other law.
- 4.11.2** A sub-committee is to be made up of members of AABR, with the makeup of the sub-committee (and any ex-officio non-member specialists invited by the sub-committee) to be approved by the Board.
- 4.11.3** A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 4.11.4** A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4.11.5** Despite any delegation under this clause, the Board may continue to exercise any function delegated.

- 4.11.6 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 4.11.7 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 4.11.8 A sub-committee may meet and adjourn as it thinks proper.
- 4.11.9 Each sub-committee shall report to the Board on a regular basis to be decided by the Board.

4.12 ACCREDITATION SUB-COMMITTEES

- 4.12.1 AABR will maintain an accreditation system for members who practise Bush Regeneration.
- 4.12.2 Other accreditation sub-committees can be established by the Board as required.
- 4.12.3 All AABR accreditation categories or systems will be based on competencies developed by the relevant AABR accreditation sub-committee and approved by the Board.
- 4.12.4 Each accreditation category or system will have a standard and a non-standard pathway.
- 4.12.5 All of the following clauses shall apply to all accreditation sub-committees:
 - 4.12.5.1 AABR accreditation sub-committees shall be established separately for each category of accreditation.
 - 4.12.5.2 AABR accreditation sub-committees will consist of at least 3 members with an upper limit to be determined by the Board.
 - 4.12.5.3 Each accreditation sub-committee shall consist of a chairperson and ordinary sub-committee members. The chairperson shall be appointed within 7 days of the formation of the sub-committee.
 - 4.12.5.4 All members of each accreditation sub-committee will be current AABR members and will hold AABR accreditation in the accreditation category that is the subject of that sub-committee.
 - 4.12.5.5 The Board directly elects a new accreditation sub-committee from nominees with long-standing expertise in the relevant accreditation category.
 - 4.12.5.6 Any AABR member with accreditation may nominate for an accreditation sub-committee if they hold AABR accreditation in the relevant category.
 - 4.12.5.7 Except in the case of a new such sub-committee, accreditation sub-committee nominees require endorsement of at least 80% of the current sub-committee and approval by the Board.
 - 4.12.5.8 The relevant accreditation sub-committee will consider accreditation applications to that sub-committee from members and then make a recommendation to the Board, who will make the final decision on that application.

- 4.12.5.9** The accreditation sub-committees may review and recommend policies and procedures to the Board, relating to their relevant accreditation category, to be approved by the Board.
- 4.12.5.10** Each accreditation sub-committee shall report to the Board on a regular basis and at least two representatives meet with the Board at least once a year.
- 4.12.6** An accreditation sub-committee has the power to recommend that the Board remove accreditation standing from a member accredited by that sub-committee, of the accreditation category that they are the sub-committee for, should any of the following occur:
- 4.12.6.1** The person resigns as a member of AABR, brings AABR into disrepute because of their behaviour, or has their membership cancelled, or
- 4.12.6.2** The professional conduct of that member is found by the accreditation sub-committee to be inconsistent with the competencies of that accreditation category; or
- 4.12.6.3** Any other breach of these rules occurs.

4.13 FORMATION AND OPERATION OF SUB-COMMITTEES OPERATING AS BRANCHES

- 4.13.1** Any members of the Association within a geographically defined area may apply to the Board to constitute themselves with the purpose of acting as a Branch of the Association.
- 4.13.2** Branches may be at the scale of State/Territory or at a smaller scale.
- 4.13.3** If a request is made to the Board to allow the formation of a branch in a region already covered by a State/Territory Branch, the Board will consult with that State/Territory Branch before approving the new branch.
- 4.13.4** Branches will be overseen by sub-committees of the Board and will be initially appointed by the Board. Each branch's sub-committee will subsequently nominate and elect its members and hold annual elections.
- 4.13.5** State/Territory and Regional Branches are technically sub-committees of the Board

4.14 VOTING AND DECISIONS AT BOARD OR SUB-COMMITTEE MEETINGS

- 4.14.1** Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 4.14.2** Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.14.3** Subject to clause 4.10.5, the Board may act despite any vacancy on the Board.

- 4.14.4** Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

5 ACCREDITATION

5.1 ACCREDITATION PURPOSE AND FEES

- 5.1.1** The purpose of accreditation is to offer status to individuals who have achieved certain standards of training and experience in specific specialised fields of ecological restoration, such as bush regeneration.
- 5.1.2** Persons seeking accreditation must be a current AABR member and must remain a member of AABR for accreditation status to be valid.
- 5.1.3** An annual fee of an amount determined by the Board will be payable concurrently with membership fees by those members who have been granted accreditation. These fees shall be applied to the administration of the accreditation system. Any fees that are raised in addition to those needed to run the accreditation system will be allocated by the Board to the charitable purposes of AABR.
- 5.1.4** Any members whose application for accreditation is declined by the AABR accreditation sub-committee must wait 12 months before re-applying for accreditation.
- 5.1.5** Failure of a member to pay their annual membership subscription or annual accreditation fee, their resignation from AABR, or loss of membership for any other reason, will result in suspension, cancellation, or forfeiture of accreditation.
- 5.1.6** A member shall have their accreditation standing removed from the particular category they are accredited for, if they are found to be behaving in a manner that is incompetent and/or unprofessional, and/or their practice is inconsistent with AABR's objectives and/or contrary to the interests of AABR.
- 5.1.7** Any recommendations for removal of accreditation standing will be made by the accreditation sub-committee to the Board. The Board will be the only Board able to remove accreditation from a member.
- 5.1.8** Accreditation categories may be added to these rules by the Board, after special resolution.

5.2 BUSH REGENERATION ACCREDITATION

- 5.2.1** Bush Regeneration competencies, both through standard and non-standard application processes, are to be based on competencies developed by the Bush Regeneration Accreditation Sub-committee and approved by the Board.

- 5.2.2** A member applying for bush regeneration accreditation shall have satisfied all the following criteria (standard application process):
- 5.2.2.1** Have completed a minimum of 500 hours and 2 years bush regeneration field experience under the supervision of a person recognised by AABR; and
 - 5.2.2.2** Have successfully completed an AABR recognised course in bush regeneration.
- 5.2.3** Under exceptional circumstances, a person may be awarded Bush Regeneration accreditation without meeting the above criteria if they can demonstrate to AABR assessors, through the relevant non-standard assessment process, that they have gained equivalent competencies through other means.
- 5.2.4** Any unusual costs incurred in gathering this evidence and demonstrating compliance with these criteria must be borne by the applicant.

6 GENERAL MEETINGS

6.1 FORMS OF MEETINGS

- 6.1.1** All meetings of a Board, sub-committee or working group can be held in person, by teleconferencing technology or other communications platforms.
- 6.1.2** A 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.

6.2 ANNUAL GENERAL MEETINGS - HOLDING OF

- 6.2.1** AABR must hold its first annual general meeting within 18 months after its registration under the Act.
- 6.2.2** AABR must hold its annual general meetings:
- 6.2.2.1** within 6 months after the close of AABR's financial year, or
 - 6.2.2.2** within such later time as may be allowed by the Director-General or prescribed by the Regulation.

6.3 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 6.3.1** The annual general meeting of AABR is, subject to the Act and to clauses 6.2.1 and 6.2.2, to be convened on such date and at such place and time as the Board thinks fit.
- 6.3.2** In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- 6.3.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - 6.3.2.2 to receive from the Board reports on the activities of AABR during the last preceding financial year,
 - 6.3.2.3 to elect office-bearers of AABR and ordinary Board members,
 - 6.3.2.4 to receive and consider any financial statement or report required to be submitted to members under the Act.
- 6.3.3 An annual general meeting must be specified as such in the notice convening it.

6.4 SPECIAL GENERAL MEETINGS - CALLING OF

- 6.4.1 The Board may, whenever it thinks fit, convene a special general meeting of AABR.
- 6.4.2 The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of AABR.
- 6.4.3 A requisition of members for a special general meeting:
- 6.4.3.1 must state the purpose or purposes of the meeting, and
 - 6.4.3.2 must be signed by the members making the requisition, and
 - 6.4.3.3 must be lodged with the secretary, and
 - 6.4.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 6.4.4 If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the 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.
- 6.4.5 A special general meeting convened by a member or members as referred to in clause 6.4.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

6.5 NOTICE

- 6.5.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of AABR, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this) and the nature of the business proposed to be transacted at the meeting.

- 6.5.2** If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of AABR, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 6.5.1, the intention to propose the resolution as a Special Resolution.
- 6.5.3** No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 6.3.
- 6.5.3.1** A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

6.6 QUORUM FOR GENERAL MEETINGS

- 6.6.1** No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 6.6.2** Five members present (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.
- 6.6.3** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 6.6.3.1** if convened on the requisition of members, is to be dissolved, and
- 6.6.3.2** in any other case, is to stand adjourned to the same day in the following week at the same 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.
- 6.6.4** 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 at least 3) are to constitute a quorum.

6.7 PRESIDING MEMBER

- 6.7.1** The president or, in the president's absence, a Board Member appointed by other Board Members present, is to preside as chairperson at each general meeting of AABR.
- 6.7.2** If the president or appointed Board Member are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

6.8 ADJOURNMENT

- 6.8.1** 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 6.8.2** If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of AABR stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.8.3** Except as provided in clauses 6.8.1 and 6.8.2, 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.

6.9 MAKING OF DECISIONS

- 6.9.1** A question arising at a general meeting of AABR is to be determined by either:
- 6.9.1.1** a show of hands (or equivalent), or
- 6.9.1.2** if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- 6.9.2** If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of AABR, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 6.9.3** If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

6.10 SPECIAL RESOLUTIONS

- 6.10.1** A Special Resolution may only be passed by AABR in accordance with section 39 of the Act.

6.11 VOTING

- 6.11.1** After an AABR accreditation system has been implemented, only AABR members with the relevant AABR accreditation can vote on constitutional changes affecting that AABR accreditation system.
- 6.11.2** On any question arising at a general meeting of AABR a member has one vote only.
- 6.11.3** 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.
- 6.11.4** A member is not entitled to vote at any general meeting of AABR unless all money due and payable by the member to AABR has been paid.

6.11.5 A member is not entitled to vote at any general meeting of AABR if the member is under 18 years of age.

6.12 PROXY VOTES NOT PERMITTED

6.12.1 Proxy voting must not be undertaken at or in respect of a general meeting.

6.13 POSTAL BALLOTS

6.13.1 AABR may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 3.11).

6.13.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

7 PUBLIC FUND

7.1.1 AABR will maintain a Public Fund for the purpose of receiving and recording funds and gifts of deductive gift recipient status.

7.1.2 The objective of the Fund is to support the organisation's environmental purposes.

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

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

7.1.5 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 organisation.

7.1.6 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.

7.1.7 The Fund will be operated on a not-for-profit basis.

7.1.8 The Board of AABR will appoint a management committee (as a sub-committee of the Board) of no fewer than three persons which will administer the Fund. A majority of the members of the sub-committee are required to be 'responsible persons' as defined by the [Guidelines to the Register of Environmental Organisations](#).

7.1.9 The Board of AABR will inform the Department responsible for the environment as soon as possible if:

7.1.9.1 it changes its name or the name of its Public Fund; or

- 7.1.9.2 there is any change to the membership of the management committee of the Public Fund;
or
- 7.1.9.3 there has been any departure from the model rules for Public Funds located in the Guidelines to the Register of Environmental Organisations
- 7.1.10 The Australian Association of Bush Regenerators agrees to 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.
- 7.1.11 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.
- 7.1.12 In case of the winding-up of the Public Fund, any surplus assets are to be transferred to another Fund with similar objectives that is on the Register of Environmental Organisations.
- 7.1.13 Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
- 7.1.14 An audited financial statement for the organisation and its Public Fund will be supplied with the annual statistical return.
- 7.1.15 The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets

8 MISCELLANEOUS

8.1 INSURANCE

- 8.1.1 AABR may affect and maintain insurance.

8.2 FUNDS (OTHER THAN THE PUBLIC FUND) – SOURCE

- 8.2.1 The funds of AABR (other than the Public Fund) are to be derived from entrance fees, annual subscriptions and accreditation fees of members, donations, grants and, subject to any resolution passed by AABR in general meeting, such other sources as the Board determines.
- 8.2.2 All money received by AABR must be deposited as soon as practicable and without deduction to the credit of AABR's bank or other authorised deposit-taking institution accounts.
- 8.2.3 AABR must, as soon as practicable after receiving any money, issue an appropriate receipt.

8.3 FUNDS (OTHER THAN THE PUBLIC FUND) - MANAGEMENT

- 8.3.1** Subject to any resolution passed by AABR in general meeting, the general funds of AABR (other than those in the Public Fund) are to be used in pursuance of the objects of AABR in such manner as the Board determines.
- 8.3.2** All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments (including online instruments) must be authorised by any 2 members of the Board, relevant sub-committee, or employees of AABR, being members or employees authorised to do so by the Board.
- 8.3.3** Petty cash expenditures (e.g., through a direct debit account) can be authorised by one employee or Board or sub-committee member authorised to do so by the Board to limits determined by the Board.

8.4 NOT-FOR-PROFIT CLAUSE

- 8.4.1** The income and property of the organisation shall be used and applied solely in promotion of its purpose and objects and no portion shall be distributed, paid, or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

8.5 CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 8.5.1** An application to the Director-General for registration of a change in AABR's name, objects, or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

8.6 CUSTODY OF BOOKS ETC

- 8.6.1** Except as otherwise provided by this constitution, the public officer, the relevant officer, or person delegated by the Board for this role, must keep in his or her custody or under his or her control all records, books and other documents relating to AABR including online records. e.g., the relevant officer, the treasurer, keeps the financial records.

8.7 INSPECTION OF BOOKS ETC

- 8.7.1** The following documents must be open to inspection, free of charge, by a member of AABR at any reasonable hour:
- 8.7.1.1** records, books, and other financial documents of AABR,
 - 8.7.1.2** this constitution,
 - 8.7.1.3** minutes of all Board meetings and general meetings of AABR.
- 8.7.2** A member of AABR may obtain a copy of any of the documents referred to in clause 8.7 on payment of a fee of not more than \$1 for each page copied.

8.8 SERVICE OF NOTICES

8.8.1 For the purpose of this constitution, a notice may be served on or given to a person:

8.8.1.1 by delivering it to the person personally, or

8.8.1.2 by sending it by pre-paid post to the address of the person, or

8.8.1.3 by sending it by some form of electronic or digital transmission to an address specified by the person for giving or serving the notice.

8.8.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

8.8.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

8.8.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

8.8.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

8.9 FINANCIAL YEAR

8.9.1 The financial year of AABR is:

8.9.1.1 the period of time commencing on the date of incorporation of AABR and ending on the following 30 June, and

8.9.1.2 each period of 12 months after the expiration of the previous financial year of AABR, commencing on 1 July and ending on the following 30 June.

8.10 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

8.10.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

8.10.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges, and expenses of the winding up of the association.