

4 November 2022

Notice of Special Resolution

To be proposed at the 56th Annual General Meeting of the Australian Conservation Foundation Incorporated (ABN 22 007 498 482) on Friday 25 November 2022.

Notice is hereby given that at the 56th AGM of the Australian Conservation Foundation Incorporated (ACF), the ACF Board intends to propose the following motion as a **Special Resolution**:

THAT rule 43.1 of the Constitution of the Australian Conservation Foundation Incorporated be amended to state (additions in italics) “The Board may, by resolution, delegate *all or some of its functions* under this Constitution (except this power of delegation) to a committee or committees consisting of the Member or Members of ACF and other persons that the Board considers appropriate. Every delegation under this Rule will be revocable by resolution of the Board and no delegation will prevent the exercise of any power or function by the Board. *The Board remains accountable for the operation of its committees and for the exercise of any delegated authority by those committees.*”

Information about the Special Resolution

This is an administrative change to ensure the rule, in its current form (below), cannot be misinterpreted to allow the ACF Board to delegate accountability. While boards can delegate functions, they retain accountable for any functions they delegate.

The current rule to be replaced:

- 43.1 The Board may, by resolution, delegate all or any of its powers or functions under this Constitution (except this power of delegation) to a committee or committees consisting of the Member or Members of ACF and other persons that the Board considers appropriate. Every delegation under this Rule will be revocable by resolution of the Board and no delegation will prevent the exercise of any power or function by the Board.