

Constitution

The Constitution of Brunswick Valley Landcare Incorporated herein are in accordance with Schedule 11 of the *Associations Incorporation Act 2009 (NSW)*, and the *Associations Incorporation Regulation 2016 (NSW)*

Adopted 25th October 2018

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Part 1 – Preliminary

1) Definitions

a) In this constitution:

Annual general meeting means a general meeting of the association held annually in accordance with the *Associations Incorporation Act 2009 (NSW)* and clause 32 (*Annual general meetings – holding of*) and 33 (*Annual general meetings – calling of and business at*) of this Constitution.

Director-General means the Director-General of the NSW Department of Finances and Services.

Membership officer means a member of the association who has been appointed by the committee to manage the financial members' master list and to process membership applications approved by the committee.

Office bearer has the meaning set out at clause 19 (*Office bearers of the Association*) of this Constitution.

Ordinary committee member means a member of the committee who is not an office bearer of the association.

President has the meaning set out in clause 22 (*President*) of this Constitution.

Quorum Half the number of committee members plus one constitute a quorum for the transaction of business at any meeting of the committee. Five association members, entitled to vote under this constitution, constitute a quorum at annual or special general meetings.

Secretary has the meaning set out in clause 24 (*Secretary*) of this Constitution.

Special general meeting means a general meeting of the association other than an annual general meeting held in accordance with and clause 35 (*Special general meetings – calling of*) and 36 (*Special general meeting - notice*) of this Constitution.

School means a government or non-government school registered under the *Education Act 1990 (NSW)*

The Act means the *Associations Incorporation Act 2009 (NSW)*.

The Regulation means the *Associations Incorporation Regulation 2016 (NSW)*.

The Committee refers to the committee of management of the association, as defined in clause 18 (*Composition and membership of committee*) of this Constitution.

Treasurer has the meaning set out in clause 25 (*Treasurer*) of this Constitution.

Vice President has the meaning set out at clause 23 (*Vice President*) of this Constitution.

b) In this constitution:

- i) reference to a function includes a reference to a power, authority and duty, and
- ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

c) The provisions of the *Interpretation Act 1987 (NSW)* 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.

Part 2 – Objects of the Association

2) Name

The name of the association shall be Brunswick Valley Landcare Incorporated (referred to in these rules as “the association.”)

3) Mission

To conserve and restore our natural environment from the forest to the foreshore.

4) Objectives

The objectives for which the association is established are:

- a) to value, protect and enhance the natural environment,
- b) to draw the attention of the local community to the need to use ecologically sustainable land use and conservation practices,
- c) to promote the adoption of land use and management practices that create a balanced ecosystem and conserve biodiversity thereby ensuring the future livelihood of local people,
- d) to foster cooperation between land users and land managers wherever action is needed to rehabilitate degraded habitats and undertake joint projects when needed,
- e) to conduct regular meetings at which will be transacted the normal business of the association and at which films may be screened, the services of local and visiting lecturers utilised and other activities associated with the development of these objectives conducted,
- f) to conduct regular outings and field days to areas where members may participate in the study of landcare projects,
- g) to promote the preservation of flora, fauna, fungi, geological and geographical features, environmental and habitat units by all lawful means, including, but not by way of limitation, the following:
 - i) by educating, by all possible means, all sections of the community in an understanding of the principals of Landcare and conservation and preservation of the environment,
 - ii) by discouraging the wanton destruction of any such flora, fauna, fungi, geological or geographical features and particularly those sites known to have sacred or cultural significance for the Aboriginal people,
 - iii) by accepting affiliation from, or cooperating or affiliating with, any society or corporation in Australia or elsewhere for the furtherance of the foregoing objectives,
- h) to cooperate fully with all local government departments, landholders and others to ensure that they are aware of environmental concerns before making major planning decisions that could affect land management,
- i) to seek corporate sponsorship or government funding to finance the publication and distribution of such information to interested parties,
- j) to make submissions on Landcare matters and to take all legal actions to ensure environmentally appropriate decisions are made,
- k) to publish regular newsletters to keep members informed of the association’s activities and future events, and
- l) by all such other acts or things as are incidental or conducive to the attainment of the above objectives.
- m) to establish and maintain a public fund to be called the “Brunswick Valley Landcare Fund” for the specific purpose of supporting the environmental objects of Brunswick Valley Landcare Inc. 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.

Part 2 - Membership

5) Membership generally

- a) A person is eligible to be a member of the association if the person has been approved for membership of the association in accordance with clause 7 (*Application for membership*).
- b) A person is taken to be a member of the association if:
 - i) the person is a natural person, and
 - ii) the person was:
 - (1) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (2) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (3) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- c) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

6) Classes of Membership

- a) The membership of the association shall consist of any of the following classes of members:
 - i) ordinary members,
 - ii) organisations
 - iii) government associate members, and
 - iv) honorary life members.
- b) The number of ordinary members and organisations shall be unlimited.
- c) The type of organisation allowed to become a member is at the association's discretion.
- d) Government associate members may be selected from the association's local government area and nominated officers of State government departments. The number of government associate members shall be unlimited.
- e) The association may, at its discretion, award honorary life membership to any person considered to have served the association in an outstanding manner or who has contributed substantially towards the attainment of its objectives.
- f) Nominations for honorary life membership may be passed by quorum at any committee meetings. Nominations may also be brought forward at any annual general meeting by a financial member and the granting of such membership shall be conditional on the favourable vote of not less than 75% of the financial members present at such meeting. The number of honorary life members shall be unlimited.

7) Application for membership

- a) An application of a person for membership of the association:
 - i) must be made in writing through the membership application form that has been approved by the committee, and

- ii) must be lodged with the secretary or membership officer of the association, and
 - iii) must be accompanied by a bank deposit, cheque or money order to the sum payable by a member as membership fees as determined by the committee.
- b) As soon as practicable after receiving an application for membership the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- c) As soon as practicable after the committee makes that determination the secretary or membership officer must:
- i) notify the applicant, in writing, that the committee approved or rejected the application (whichever is applicable), and
 - ii) if the committee approved the application, and the applicant has not already paid, request that the applicant pay the sum payable under this constitution by a member as entrance fee and annual subscription within the period of twenty-eight (28) days after receipt by the nominee of the notification.
- d) The secretary or membership officer must, on approval of application and acceptance of payment by the applicant of the sum payable as membership fees within the period referred to in this provision, 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 the association.

8) Register of members

- a) The association must establish and maintain a register of members of the association specifying the name, contact details and the date on which the membership commences of each person who is a member of the association.

9) Cessation of membership

- a) A person ceases to be a member of the association if the person:
- i) dies, or
 - ii) resigns membership, or
 - iii) is expelled from the association, or
 - iv) fails to pay the annual membership fee under clause 12 (*Fees and subscriptions*) within a reasonable timeframe as determined by the committee.

10) Membership entitlements not transferable

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

11) Resignation of membership

- a) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one (1) month (or such other period as the committee 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.

- b) If a member of the association ceases to be a member under sub-clause 9 a) (*Cessation of Membership*), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12) Fees and subscriptions

- a) A member of the association must, on admission to membership, pay to the association membership fees as determined by the committee.
- b) The life membership fee shall be a one off payment.
- c) The annual membership shall be paid:
 - i) except as provided by sub-clause 12 b) (*Fees and subscriptions*), before 1 July in each calendar year, or
 - ii) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- d) Unless otherwise determined by the committee, a school is not required to pay a membership fee.

13) Members' liabilities

- a) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 12 (*Fees and subscriptions*).

14) Resolution of disputes

- a) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.
- b) If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- c) The *Commercial Arbitration Act 2010 (NSW)* applies to any such dispute referred to arbitration.

15) Disciplining of members

- a) A complaint may be made to the committee by any person that a member of the association:
 - i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - ii) has wilfully acted in a manner prejudicial to the interests of the association.
- b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c) If the committee decides to deal with the complaint, the committee:
 - i) must cause notice of the complaint to be served on the member concerned, and
 - ii) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - iii) must take into consideration any submissions made by the member in connection with the complaint.

- d) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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 proved and the expulsion or suspension is warranted in the circumstances.
- e) If the committee expels or suspends a member, the secretary must, within seven (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 committee for having taken that action and of the member's right of appeal under clause 16 (*Right of appeal of disciplined member*).
- f) The expulsion or suspension does not take effect:
 - i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 16 (*Right of appeal of disciplined member*), whichever is the later.

16) *Right of appeal of disciplined member*

- a) A member may appeal to the association in a special general meeting against a resolution of the committee under clause 15 (*Disciplining of members*), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b) 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.
- c) On receipt of a notice from a member under sub-clause 16 a) (*Right of appeal of disciplined member*), the secretary must notify the committee which is to convene a special general meeting of the association to be held within twenty-eight (28) days after the date on which the secretary received the notice.
- d) At a special general meeting of the association convened under sub-clause 16 c) (*Right of appeal of disciplined member*):
 - i) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - ii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Committee

17) Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in an annual general meeting, the committee:

- a) is to control and manage the affairs of the association with all the powers of an individual including, but not limited to, the power to:
 - i) enter into contracts,
 - ii) acquire, hold, deal with and dispose of property,
 - iii) make charges for services and facilities it supplies, and
- b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by an annual general meeting of members of the association, and
- c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

18) Composition and membership of committee

- a) The committee is to consist of:
 - i) the president,
 - ii) the vice-president,
 - iii) the secretary,
 - iv) the treasurer, and
 - v) ordinary committee members,each of whom is to be elected at the annual general meeting of the association under clause 21 (*Election of committee members*).
- b) A committee member may hold up to two offices (other than both the president and vice-president offices).
- c) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

19) Office bearers of the association

- a) The office bearers of the association are:
 - i) the president,
 - ii) the vice-president,
 - iii) the secretary,
 - iv) the treasurer, and
 - v) the public officer.

20) Register of committee members

- b) The association must establish and maintain a register of committee members of the association specifying:
 - i) the position, name, date of birth and contact details,
 - ii) the date on which the committee member takes office,
 - iii) the date on which the committee member vacates office,of each person who is a committee member of the association.
- c) The register of members must be kept in New South Wales:
 - i) at the main premises of the association, or
 - ii) at the association's official address.
- d) The register of committee members may also be kept electronically.
- e) Any changes to the committee's membership must be recorded in the register within one (1) month after the change occurs.
- f) The register of members must be open for inspection, free of charge, by any person of the association at any reasonable hour.

21) Election of committee members

- a) Nominations of candidates for election as office bearers of the association or as ordinary committee members:
 - i) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - ii) must be delivered to the secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f) The ballot for the election of office bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- g) A person nominated as a candidate for election as an office bearer or as an ordinary committee member of the association must be a member of the association.

22) President

- a) The duties of the president include
 - i) ensuring that regular committee meetings are organised,
 - ii) ensuring that the constitution and rules are adhered to,

- iii) determining that a quorum is present in order to commence a meeting,
- iv) presiding as the chairperson at all committee meetings, annual general meetings and special general meetings,
- v) conducting all committee meetings, annual general meetings and special general meetings in accordance with the agenda,
- vi) deciding on issues in relation to voting and procedure at committee meetings, annual general meetings and special general meetings, and
- vii) representing the organisation at all levels of the community.

23) Vice President

- a) The duties of the vice president include:
 - i) assisting the president with their duties on an as need basis, and
 - ii) acting as president in the absence of the president.

24) Secretary

- a) The secretary is the person holding office under this constitution as secretary of the association. If no such person holds that office, the committee is to appoint a committee member or members to assume the roles and responsibilities of the secretary.
- b) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her contact details.
- c) It is the duty of the secretary to keep minutes of:
 - i) all appointments of office-bearers and members of the committee, and
 - ii) the names of members of the committee present at a committee meetings, annual general meetings or special general meetings, and
 - iii) all proceedings at committee meetings, annual general meetings and special general meetings.
- d) Minutes of proceedings at a meeting must be affirmed by the chairperson of the meeting or a committee member who attended the meeting plus one additional committee member.
- e) The duties of the secretary include:
 - i) ensuring all correspondence and official records of the association are up to date, accurate, in order (other than the financial records) and available to be looked at by those authorised to do so,
 - ii) assisting the president or chairperson to organise and run all meetings;
 - iii) ensuring that meeting papers (agenda, correspondence and previous minutes) are distributed to the meeting attendees,
 - iv) working with the committee to ensure that all correspondence is dealt with in a timely manner, and
 - v) knowing the rules of the organisations and taking responsibility for all the legal requirements of incorporation.

25) Treasurer

- a) As soon as practicable after the end of each financial year the treasurer shall prepare or cause to be prepared a financial statement, according to the requirements for a Tier 1 or Tier 2 association as per the *Associations Incorporation Act 2009 (NSW)*, containing particulars of:
 - i) the income and expenditure for the financial year just ended, and
 - ii) the assets and liabilities of all mortgages, charges and securities affecting the property of the association at the close of that year.
- b) The duties of the treasurer include:
 - i) overseeing the financial affairs of the organisation,
 - ii) ensuring that all money due to the association is collected and received and that all payments authorised by the association are made,
 - iii) presenting financial information to committee meetings for approval, in a clearly understood manner, including organising and presenting the annual balance sheet and accounts to members of the organisation at the annual general meeting,
 - iv) ensuring that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

26) Public Officer

- b) The association must appoint a public officer who is a person aged 18 years or more and is ordinarily resident in New South Wales.
- c) The position may, but need not be, held by a committee member, at the discretion of the committee.
- d) Within twenty-eight (28) days of taking appointment as the association's public officer, the public officer must notify the Director-General in the approved form:
 - i) the person's full name and date of birth,
 - ii) the person's residential or business address for service of notices, and
 - iii) the fact that the person has taken office as public officer.
- e) The public officer is, by virtue of that office, an authorised signatory for the association.
- f) The duties of the public officer include:
 - i) acting as the official contact for the association, including taking delivery of documents served on the association,
 - ii) notifying NSW Fair Trading of any changes to the official affairs of the association and its financial position including signatories,
 - iii) keeping a register of committee members and signatories,
 - iv) lodging relevant documents with NSW Fair Trading, within specified timeframe, including the annual summary of financial affairs, and
 - v) ensuring all association documents from former committee members are delivered to new committee members.

27) Casual vacancies

- a) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association 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.
- b) A casual vacancy in the office of a member of the committee occurs if the member:
 - i) dies,
 - ii) ceases to be a member of the association,
 - iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*,
 - iv) resigns office by notice in writing given to the secretary,
 - v) is removed from office under clause 28 (*Removal of committee members*),
 - vi) becomes a mentally incapacitated person,
 - vii) is absent without the consent of the committee from three consecutive meetings of the committee,
 - viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months,
 - ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth)*.

28) Removal of committee members

- a) The association in an annual general meeting or special general meeting:
 - i) may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office, and
 - ii) may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) If a member of the committee to whom a proposed resolution referred to in sub-clause 27 a) (*Casual vacancies*) relates makes written submissions to the secretary or president (not exceeding a reasonable length) and requests that the written submissions be distributed to the association, the secretary or the president may:
 - i) send a copy of the written submissions to each member of the association, or
 - ii) if the written submissions are not sent, the member is entitled to require that the written submissions be read out at the meeting at which the resolution is considered.
- c) There is no right of appeal for a committee member's removal from office under this section.

29) Committee meetings and quorum

- a) The committee must meet at least 6 times in each period of twelve (12) months at such place and time as the committee may determine.
- b) Additional meetings of the committee may be convened by the president or by any member of the committee.

- c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under sub-clause 29 c) (*Committee meetings and quorum*) must be given in a way decided by the committee and must specify the general nature of the business to be transacted at the meeting.
- e) Half the number of committee members of the committee plus one constitute a quorum for the transaction of the business of a meeting of the committee.
- f) No business is to be transacted by the committee 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 be adjourned to as soon as the secretary can possibly rearrange the meeting.
- g) 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.
- h) At a meeting of the committee:
 - i) the president or, in the president's absence, the vice-president is to preside, or
 - ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting, is to preside.

30) *Delegation by committee to sub-committee*

- a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - i) this power of delegation, and
 - ii) a function which is a duty imposed on the committee by the Act or by any other law.
- b) 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.
- c) 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.
- d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- e) 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 committee.
- f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- g) A sub-committee may meet and adjourn as it thinks proper.
- h) A sub-committee may elect a chairperson of its meetings.
- i) If no such chairperson is elected, or, if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

31) Voting and decisions

- a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a quorum of the votes of members of the committee or sub-committee present at the meeting.
- b) Each member present at a meeting of the committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Subject to clause 29 (*Committee meetings and quorum*) the committee may act despite any vacancy on the committee.
- d) A resolution in writing, including electronic communication, signed by a quorum of members of the committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by, including electronically, one or more members of the committee.
- e) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General Meetings

32) *Annual general meetings - holding of*

- a) The association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.
- b) The association must hold its annual general meetings:
 - i) within six (6) months after the close of the association's financial year, or
 - ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

33) *Annual general meetings - calling of and business at*

- a) The annual general meeting of the association is, subject to the Act and to clause 32 (*Annual general meetings – holding of*), to be convened on such date and at such place and time as the committee thinks fit.
- b) 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:
 - i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - ii) to elect office bearers of the association and ordinary committee members,
 - iii) to elect a patron (if so desired) and any honorary life members (if any are nominated), and
 - iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- c) An annual general meeting must be specified as such in the notice convening it.

34) *Annual general meetings - notice*

- a) The secretary must, at least fourteen (14) days before the date fixed for the holding of the annual general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) If the nature of the business proposed to be dealt with at an annual general meeting requires a special resolution of the association under sub-clause 41 (*Special resolutions*), the secretary must, at least twenty-one (21) days before the date fixed for the holding of an annual general meeting, cause notice to be given to each member. The notice must specify, in addition to the matters required under sub-clause 33 b) (*Annual general meetings – calling of and business at*), the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice convening an annual general meeting is to be transacted at the meeting except business which may be transacted under sub-clause 33 b) (*Annual general meetings – calling of and business at*).
- d) A member desiring to bring any business before an annual general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling an annual general meeting given after receipt of the notice from the member.

35) *Special general meetings - calling of*

- a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- b) The committee must, on the requisition in writing of at least 5 % (5 per cent) of the total number of members, convene a special general meeting of the association.
- c) A requisition of members for a special general meeting:
 - i) must state the purpose or purposes of the meeting, and
 - ii) must be signed by the members making the requisition, and
 - iii) must be lodged with the secretary, and
 - iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the committee fails to convene a special general meeting to be held within one (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 three (3) months after that date.
- e) A special general meeting convened by a member or members as referred to in sub-clause 35 d) (*Special general meetings – calling of*) must be convened as nearly as is practicable in the same manner as annual general meetings are convened by the committee.

36) *Special general meeting – notice*

- a) The secretary must, at least fourteen (14) days before the date fixed for the holding of a special general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) No business other than that specified in the notice convening a special general meeting is to be transacted at the meeting.

37) *Quorum for annual general meetings and special general meetings*

- a) No item of business is to be transacted at annual general meetings or special general meetings unless a quorum of committee members is present during the time the meeting is considering that item.
- b) No item of business is to be transacted at annual general meetings or special general meetings unless a quorum of members is present during the time the meeting is considering that item. Five members present, being members entitled under this constitution to vote, constitute a quorum for the transaction of the business of an annual general meeting or special general meeting.
- c) If within half an hour after the appointed time for the commencement of an annual general meeting or special general meetings a quorum is not present, the meeting:
 - i) if convened on the requisition of members, is to be dissolved, and
 - ii) in any other case, is to stand adjourned to as soon as the secretary can possibly rearrange the meeting.

38) *Presiding member*

- a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each annual general meeting and special general meeting of the association.
- b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

39) Adjournment

- a) The chairperson of an annual general or special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting, 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.
- b) If an annual general meeting or special general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

40) Making of decisions

- a) An issue requiring a decision arising at an annual general meeting or special general meeting of the association is to be determined by either:
 - i) a show of hands, or
 - ii) if on the motion of the chairperson or if one-fifth of the members present at the meeting decide that the decision should be determined by a written ballot.
- b) Every decision, matter or resolution shall be decided by consensus, but if this is not reached within a period which shall be at the discretion of the chairperson of the meeting, then the question, matter or resolution shall be decided by majority of votes of members present.
- c) If the decision 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 the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- d) If the decision is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

41) Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act, summarised as:

- a) A resolution is passed by an association as a **special resolution**:
 - i) at a meeting of the association of which notice has been given to its members no later than twenty-one (21) days before the date on which the meeting is held, or
 - ii) in a postal ballot conducted by the association, or
 - iii) in such other manner as the Director-General may direct,
 - iv) if it is supported by at least 75 % of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

42) Voting

- a) On any question arising at an annual general meeting or special general meeting of the association a member has one vote only.
- b) In the case of an equality of votes on a question at an annual general meeting or special general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- c) A member is not entitled to vote at any annual general meeting or special general meeting of the association unless all money due and payable by the member to the association has been paid.
- d) A member is not entitled to vote at any an annual general meeting or special general meeting of the association if the member is under 18 years of age.

43) Proxy votes permitted

- a) A member may vote in person, through an attorney or by proxy.
- b) The instrument appointing a proxy shall be in writing, in the form that has been approved by the committee, under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- c) A proxy may, but need not be, a member of the association.
- d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- e) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

44) Postal or electronic ballots

- a) The association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 16 (*Right of appeal of disciplined member*)).
- b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

45) *Locality Groups*

- a) Locality groups may be formed at the discretion of the committee after receiving representation from an association of members of their intent to so form.
- b) Locality groups shall in the conduct of their activities be subject to such policies and rules as determined by the committee or passed by members at the annual general meeting or a special general meeting shall determine.

46) *Insurance*

The association may effect and maintain insurance.

47) *Funds - source*

- a) The funds of the association are to be derived from membership fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in a general meeting, such other sources as the committee determines.
- b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

48) *Funds - management*

- a) Subject to this constitution and any resolution passed by the association in an annual general meeting or special general meeting the funds of the association are to be used in pursuance of the objectives of the association in such manner as the committee determines.
- b) The funds of the association must be kept in the name of Brunswick Valley Landcare Incorporated in a financial institution decided by the committee.
- c) All expenditure of the committee is to be determined by the committee.
- d) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- e) The assets and income of the association shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association, with the authority of the committee.

49) *Requirements of the Public Fund*

- a) The objective of the fund is to support the association's environmental purposes.
- b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the association.
- c) 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.

- d) 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.
- e) Receipts are to be issued in the name of the fund and property accounting records and procedures are to be kept and used for the fund.
- f) The fund will be operated on a not-for-profit basis.
- g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- h) The association must inform the Department responsible for the environment as soon as possible if:
 - i. It changes its name or the name of its public fund; or
 - ii. There is any change to the membership of the management committee of the public fund; or
 - iii. There has been any departure from the model rules for public funds location in the Guidelines to the Register of Environmental Organisations.
- i) The association 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.
- j) The income and property of the association shall be used and applied solely in promotion of its objects and no proportion 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 association.
- k) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
- l) In the case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- m) 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. An Audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

50) Conduit Policy

- a) The association has a policy on not acting as a mere conduit for the donation of money or property to other organisations, bodies or persons.
- b) Any allocation of funds or property to other organisations or persons will be made in accordance with the established objectives of the association and not be influenced by the expressed preference or interest of a particular donor to the association.

51) Distribution of surplus property

- a) The surplus property of the association refers to the property of the association after satisfaction of the debts and liabilities of the associations and the costs, charges and expenses of the winding up of the association.
- b) In a winding up of the association the surplus property shall be distributed in accordance with a special resolution of the association.
- c) Such a distribution of surplus property:
 - i) must be approved by the Director-General,
 - ii) is not to be made for the benefit of any member or former member of the association or any person to be held on trust for any member or former member of the association unless the member or former member is an association (incorporated or unincorporated) whose constitution, at the time of distribution, prohibits distribution of property to its members, and
 - iii) is subject to any trust affecting that property or any part of it.
- d) Surplus property or any part of it that constituted property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department of authority that supplied it or to a body nominated by the department of authority.

52) Change of name, objects and constitution

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

53) Custody of books etc.

- a) Except as otherwise provided by this constitution:
 - the treasurer must keep in his or her custody or under his or her control all records, books and other documents relating to the financial affairs of the association, and
 - the secretary must keep in his or her custody or under his or her control all other records, books and other documents relating to the association.
- b) The committee may, by agreement, alter the office bearer responsible for the custody of books and other documents under clause 52 a) (*Custody of books etc.*).

54) Inspection of books etc.

- a) The following documents must be open to inspection, free of charge, by a member of the association:
 - i) records, books and other financial documents of the association,

- ii) this constitution,
 - iii) minutes of all committee meetings, annual general meeting or special general meeting of the association.
- b) A request to inspect documents must be made in writing with at least fourteen (14) days notice of the proposed inspection date. Inspection will be organised at a reasonable time as convenient to the committee and the member of the association.

55) Service of notices

- a) For the purpose of this constitution, a notice may be served on or given to a person:
- i) by delivering it to the person personally, or
 - ii) by sending it by pre-paid post to the address of the person, or
 - iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - ii) 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
 - iii) 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.

56) Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of twelve (12) months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.