

Constitution of
Hastings Landcare Incorporated
(under the Associations Incorporation Act, 1984).

Part 1 - Preliminary

Name

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

Objectives

2. The objectives of The Association are to:

a. The principal purpose of The Association is to promote and support sustainable land, water and vegetation management practices and principles in order to enhance the natural environment of the Hastings and Camden Haven River catchments.

b. Assist the existing network of care groups and individual landholders with access to funding, information, and training.

c. Assist in the development of timely, relevant, practical projects that help landholders efforts with regard to sustainable property management.

d. Provide opportunities for training and skills improvement.

e. Provide a mechanism to assist local landholders and care groups to develop local projects to meet local needs.

f. Act as a conduit for local concerns about natural resource management issues between local communities and the relevant local, State and Federal Government bodies and organisations in office and existence at the time, whilst maintaining political independence.

g. The Association shall establish and maintain a public fund called the “Hastings Landcare Gift Fund” (referred to in these rules as “The Fund”) for the

specific purpose of supporting the environmental objects/purposes of The Association. 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.

Interpretation

3. When an interpretation of this Constitution and or subordinate document is required the person chairing any meeting then in progress will consider options available then make a determination. The interpretation will be recorded in the minutes of that meeting and may be reviewed at any subsequent Annual General Meeting.

4. If any such interpretation is required other than during a meeting The President will make it, again subject to Annual General Meeting Review.

Standing Directions

5. The Association has adopted Standing Directions to elaborate upon the content of this Constitution and to record issues of administrative or lesser significance.

6. Standing Directions may be added, deleted or amended by any meeting of The Association except for Sub-Committee meetings but, where such changes were instigated by a Committee meeting they are to be ratified by the next Annual General Meeting.

7. If there is conflict between the Constitution and a Standing Direction then the Constitution will prevail.

8. Standing Directions are as at Annex A to this Constitution.

9. The application for membership proforma is at Annex B to this Constitution.

10. The proxy voting proforma is at Annex C to this Constitution.

Part 2 - Membership

Eligibility

11. An organisation is eligible to be a member of The Association if the group is a community-based, not for profit association involved in natural resource management and is carrying out voluntary on-ground activities in the Hastings and Camden Haven River catchments of the mid-north coast of New South Wales.

11A. An individual person is eligible to be a member of the Association.

Nomination

12. A qualified organisation or individual may nominate in writing for membership of The Association.

13. The Secretary will submit every nomination for membership to the Committee. The Committee will accept or reject the nomination. The Secretary will inform the nominating organisation or individual of the Committee's decision. If accepted, the organisation

or individual will be liable to pay an annual membership fee and the Secretary will enter the organisation's name in a register of members.

Cessation

14. Membership of The Association will cease if the member:

- a. is wound up,
- b. resigns (by notification in writing to the Secretary), or
- c. fails to pay outstanding membership fees for six months after the due date for payment.

Transfer Not Allowed

15. Membership of The Association together with associated rights, privileges or obligations cannot be transferred to another person or organisation.

Limited Liability

16. 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.

Part 3 – Meetings

Categories

17. The Association will hold Annual General Meetings, Special General Meetings, Committee Meetings and Sub-Committee Meetings.

Presiding

18. At any meeting the President or, in the President's absence, the Vice-President is to preside, or if the President and the Vice-President are absent such one of the remaining members as may be chosen by the members present is to preside.

Quorum

19. Unless otherwise specified in this Constitution at any meeting three members including at least one office bearer, constitute a quorum. In the case of Committee meetings all three members must be Committee members.

Voting

20. Every motion tabled and seconded is to be voted on and decided by a majority vote of people whose organisation has paid-up current membership and are physically present; however proxy votes are permitted. Every person will have one vote. These rules are subject to the following modifications:

- a. In the case of Committee Meetings only members of the Committee may vote, with each member organisation entitled to a maximum of two (2) votes.
- b. Voting proxies are to be registered on the appropriate form prior to the opening of the meeting.
- c. In the case of a tied vote the person chairing the meeting may elect to adjourn the motion or to exercise a casting vote.

General Meetings

21. There will be two categories of general meetings: Annual General Meetings and Special General Meetings.

22. Every member of The Association is to be invited to every General Meeting.

Annual General Meetings

23. The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of The Association, convene an Annual General Meeting.

Special General Meetings

24. A Special General Meeting will be convened when:

- a. the Committee thinks it desirable, or
- b. five (5) percent or more of paid-up members of The Association petition the Committee to convene a special general meeting.

Special Resolutions to General Meetings

25. The difference between a special resolution and any other resolution is that, to be passed, a special resolution requires a quorum and is supported by at least three-quarters of members present.

26. The following matters can be resolved only by a special resolution submitted to a General Meeting:

- a. A change of The Association's name.
- b. A change of The Association's rules.
- c. A change of The Association's objectives.
- d. An amalgamation with another incorporated association.
- e. Voluntarily winding up of The Association and distribution of its surplus property.

f. Application for registration as a company or co-operative.

Committee Meetings

27. At least three Committee meetings must be held each period of 12 months, beginning 1 July, at such place and time as the Committee may determine.

28. The President may convene additional meetings.

Part 4 -The Committee

Authority and Power

29. The Association will have a Committee of Management. Subject to the State of New South Wales Law, this Constitution and to any resolution passed by The Association in General Meeting, the Committee:

- a. is to control and manage the affairs of The Association, and
- b. may exercise all such functions as may be exercised by The Association, other than those functions that are required to be exercised by a General Meeting of The Association

Structure

30. Committee membership will be comprised of office bearers of The Association, and up to two ordinary representatives from each member organisation and the non-aligned group, noting that the said representatives are eligible to be office bearers.

31. The office-bearers of The Association are to be:

- a. The President,
- b. The Vice-President,
- c. The Treasurer, and
- d. The Secretary.

32. The Committee may create additional positions to assist office bearers in the performance of their functions. Such appointments are to be filled by other Committee members.

33. All members of the Committee are to be 18 years old or older and resident in New South Wales.

Creation of Sub-Committees

34. The Committee may, by instrument in writing, delegate to one or more sub-Committees the exercise of such functions of the Committee as are specified in the instrument.

35. The Committee will appoint the members of Sub-Committees. The names of such appointees are to be recorded in Committee Meeting minutes and amended whenever a change of Sub-Committee membership occurs.

Election of Office Bearers

36. Nominations of candidates for election as office-bearers of The Association or as ordinary members of the Committee are to be made before or at Annual General Meetings.

37. If insufficient nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies and may therefore be filled by people appointed by the Committee.

38. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated will be taken to be elected.

39. If the number of nominations received exceeds the number of vacancies to be filled, a vote is to be held.

40. Each office bearer is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of that person's election, but is eligible for re-election.

41. In the event of a casual vacancy the Committee may appoint a member of The Association to fill the office-bearer vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

42. If no suitable member of The Association is available to fill a Committee position then the Committee may appoint a person, not a member of the Association, to fulfill the duties of the vacant position under contract.

Public Officer and Custody of Records

43. The Committee shall appoint a Public Officer and keep that position filled.

44. The Public Officer is the official custodian of The Association's books and records.

45. Where such records are stored electronically the Public Officer will ensure that duplication arrangements are adequate to ensure restoration in case of damage or loss affecting the original versions.

Termination of Office Bearer or Public Officer Appointment

46. Any office bearer or the Public Officer shall be deemed to have vacated their position in the following circumstances:

- a. resignation;
- b. removal by the majority vote of a General Meeting, or
- c. incapacity to perform the duties of the position.

47. In the case of an office bearer (not the Public Officer) absence without the consent of the Committee from all

meetings of the Committee held during a period of six months will also result in the position being declared vacant.

48. The Association in a General Meeting may by resolution remove any office bearer from their office and may appoint another person to hold office for the unexpired period of the removed office bearer's term.

Part 5 – Miscellaneous

Common Seal

49. The Association will have a common seal. The common seal will be stamped on official documents as evidence of authenticity and origin at the President's discretion. The President will determine arrangements for safeguarding the common seal.

Financial Year

50. The Association's financial year will begin on 1 July and end on the following 30 June.

Employees

51. The Association may employ staff either as salaried personnel or as contractors.

52. The Association shall endeavour to employ contemporary best practice in determining conditions for employment and supervision.

Resolution of Internal Disputes

53. Disputes between members (in their capacity as members) of The Association, and disputes between members and The Association, are to be

referred to a community justice center for mediation.

Disciplining of Members

54. The Association will not attempt to discipline any member. Any issue of disagreement that cannot be settled amicably or through the process described above may be pursued through normal legal processes.

Insurance

55. The Association may effect and maintain insurance as it considers necessary.

Funds

56. The funds of The Association are to be used in pursuance of the objects of The Association.

57. The funds of The Association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by The Association in general meeting, such other sources as the Committee determines.

58. All money received by The Association must be deposited as soon as practicable and without deduction to the credit of The Association's bank accounts.

59. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Inspection of Books

60. The records, books and other documents of The Association must be open to inspection, free of charge, by any member of The Association at any reasonable hour.

Financial Benefit to Members Prohibited

61. No financial or other assets of The Association shall be distributed

directly or indirectly to the members except as bona fide compensation for services rendered or authorised expenses incurred.

Winding Up

62. In the event of The Association being dissolved, funds which remain after satisfaction of all liabilities shall be transferred to an organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

Amalgamation Constraint

63. Any organisation with which The Association amalgamates must have rules prohibiting the distribution of assets and income to its members.

Media Contact

64. The Association's spokesperson with the media is the President and or if unavailable the Vice-President unless otherwise determined by the Committee.

Requirements of the Public Fund

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

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

67. 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.

68. A separate bank account must 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.

69. 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.

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

71. A committee of management of no fewer than 3 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.

72. The Association will inform the Department responsible for the Environment as soon as practicable if:

- A. The name of the Fund changes, or
- B. The management committee of the Fund changes, or
- C. Any rule of the Fund has been breached.

73. The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure gifts made to the fund are only used for its principal purpose.

74. 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.

75. 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.

76. 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.

77. 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 Association 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.

Annex A- Standing Directions of Hastings Landcare Incorporated

Administration of Meetings

1. The Association will provide a minimum of 21 days notification for Annual General Meetings and 7 days for a General Meeting. If it is necessary to inform some affected members by mail then a further three days will be allowed for postage.
2. Notification will include the time, date and venue for the meeting and an invitation to submit agenda items.
3. Any member eligible to vote at a meeting may request an item be included on the agenda and it will be included.
4. The meeting agenda will be issued seven days before the date of the meeting.
5. Unless otherwise specified any such request may be made at any time prior to the meeting being opened and thereafter might be accepted but only at the discretion of the Chair.
6. A written record of every meeting will be taken and retained.
7. The agenda for every Annual General, Committee and Sub-Committee Meeting will include the following items:
 - a. Opening
 - b. Motion to accept agenda
 - c. Apologies
 - d. Minutes of the previous meeting
 - e. Business arising from the minutes
 - f. Signature by presiding person of previous meeting minutes
 - g. Correspondence in and out
 - h. Financial Report
 - i. Items of New Business

- j. Other Business
- k. Close

8. The agenda for every Special General Meeting will include only the following items:

- a. Opening
- b. Motion to accept agenda
- c. Apologies
- d. Items of Business
- e. Close

9. In the case of Environmental Grants Sub-Committee meetings, applications for grants will be accepted up to seven days prior to the conduct of each meeting.

Duties of Specified Positions

10. Members of The Association will act in accordance with the requirements of the Constitution and perform functions shown in these Standing Directions.

The President

11. The President has overall responsibility for the conduct and activities of The Association. The President will in particular and to the extent feasible:

- a. Ensure that actions and activities accord with the Constitution.
- b. Co-ordinate activities of The Association.
- c. Represent The Association to external fora.
- d. Be The Association's media spokesperson.
- e. Chair meetings.
- f. Be the recognised supervisor for all employees and contractors unless a specific supervisory responsibility is delegated to another committee member or employee.

The Vice President

12. To the extent feasible the Vice President is to remain aware of the activities of the President and remain able to represent or substitute for the President if required. The Vice President will also undertake aspects of the President's responsibilities as delegated by the President.

The Secretary

13. The Secretary shall:
- a. Record all appointments of office bearers and Committee members.
 - b. Maintain in consultation with the Treasurer an up to date list of members who have paid all required current membership fees.
 - c. Keep records of all meetings.
 - d. Under delegation from the Public Officer be the custodian for official records of The Association.
 - e. The Secretary may delegate responsibilities for record keeping to a Minutes Secretary.

The Treasurer

14. The Treasurer shall:
- a. Maintain the financial records of The Association and ensure that reports showing the financial position of The Association are produced as required for meetings and for any audit.
 - b. Recommend to the Committee a person suitably qualified to be the auditor for The Association and ensure there is always an auditor appointed.
 - c. Require that cheques, drafts, bills of exchange, promissory notes and other negotiable instruments raised in the name of The Association are signed by any two members of the Committee or employees of The Association, being members or employees authorised to do so by the Committee.

The Public Officer

15. The Public Officer shall:
- a. Maintain a register of Committee members.
 - b. Perform all functions required by the Associations Incorporation Act 1984 and any pursuant regulations.

Fees

16. There will be an annual membership fee.
17. With one exception all fees are payable before 1 July in each year.
18. The exception is that, if an initial membership fee is paid on or after 1 January, it will count also as the membership fee for the following financial year.
19. Until otherwise determined annual membership fee is set at \$15.00, for an affiliated group, family group or an individual.

Environmental Grants Sub-Committee

20. There will be a sub-Committee to consider application for financial grants to support environmental enhancement projects.
21. Eligibility, or relative merit in the case of competing bids, will be determined by the extent to which the proposed project would result in an environmental enhancement beyond merely adding to the potential productivity, profitability or value of the site affected.
22. The Environmental Grants Sub-Committee will reflect the procedures governing Committee Meetings to the extent practicable.
23. A representative from the organisation providing the funding being disseminated will invariably be invited to attend any meeting at which the funding

might be considered for disbursement but if any such representative is unavailable the meeting may proceed.

24. A representative from the applicant for any grant will be invited to attend the Environmental Grants Sub-Committee meeting at which the application is to be considered and may seek to clarify any aspect of the application. The said representative may not be present when the vote of decision is taken and therefore may not participate in the voting process.

25. Funding decisions made by the Environmental Grants Sub-Committee will not require ratification by a General or Committee meeting but will be presented to the next Committee Meeting for inclusion in its minutes.

26. If any member of The Association may benefit financially from a determination or decision made by the Environmental Grants Sub-Committee then that member is to declare their potential conflict of interest and is not to participate in any deliberation regarding that matter.

Land for Wildlife Sub-Committee

27. There will be a sub-Committee to manage the agreement Hastings Landcare Inc has entered into with the Community Environment Network (CEN) to implement the Land for Wildlife Scheme in the Hastings Region.

28. This sub committee will ensure that Hastings Landcare adhere to the requirements of the Agreement and the supporting Arrangements to Coordinate Land for Wildlife Schemes in NSW.

29. The sub committee will submit a report on activities at each Hastings Landcare Inc Committee Meetings held during the year.

Annex B

Application for membership of Hastings Landcare Incorporated

.....(name of group) Incorporated, hereby apply for membership of Hastings Landcare Incorporated.

We declare that thegroup is a community-based, not for profit incorporated association involved in natural resource management and is carrying out voluntary on-ground activities in the Hastings and Camden Haven River catchments of the mid north coast of New South Wales.

We declare that thegroup will abide by the rules set out in the Constitution of Hastings Landcare Incorporated.

Signed by two executive members of the applicant group.

Signed

.....

Executive Position

.....

Signed

.....

Executive Position

.....

Date

.....

Annex C

Application for Individual Membership of Hastings Landcare Incorporated

I.....(full name),

of.....

..... (address),

hereby apply for membership of Hastings Landcare Incorporated.

I declare that I will abide by the rules set out in the Constitution of Hastings Landcare Incorporated.

Signed

.....

Date

.....

Annex D

Form of appointment of proxy

I,(full name)

of(address)

being a nominated representative of.....

(name of member group) Incorporated to Hastings Landcare Incorporated hereby
appoint

.....(full name of
proxy)

of(address)

being a member of that incorporated association, as my proxy to vote for me on my
behalf at the general meeting of The Association (annual general meeting or special
general meeting, as the case may be) to be

held on theday of.....20.... and at any adjournment of that
meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).
- *To be inserted if desired.*

Signature of nominated representative appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of a paid up
member group of The Association.