

Constitution

North Coast Regional Landcare Network Incorporated

Incorporation Number: INC9892814

ABN: 36 009 209 729

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1 Name

The name of the Association is North Coast Regional Landcare Network Incorporated (the **Association**).

2 Principal Purpose and powers

- (a) The Association is a not-for-profit incorporated association.
- (b) The Principal Purpose for which the Association is established is to advocate and support Landcare member Networks that care for and enhance the natural environment within the North Coast Region of New South Wales, including by:
 - (i) representing, promoting and advocating on behalf of community-based Landcare and community driven sustainable natural resource management;
 - (ii) representing the interests of members to Landcare NSW Limited;
 - (iii) sharing knowledge and skills with members to promote best practice;
 - (iv) promoting Landcare, Bushcare and associated brands;
 - (v) developing regional policies and programs that encourage and educate the community in sustainable agriculture and natural resource management;
 - (vi) advocating for ecological sustainable development; and
 - (vii) promoting Indigenous knowledge in natural resource management practices.
- (c) Solely to carry out the Principal Purpose, the Association may exercise all of the powers of an individual and an association under the Act.

3 Not-for-profit

- (a) The income and property of the Association must be applied solely towards the Principal Purpose.
- (b) No part of the income or property of the Association may be paid or transferred directly or indirectly to members by way of dividend, bonus or other profit distribution in their capacity as members.
- (c) Executive Committee members may not be remunerated.
- (d) Clauses 3(b)-(c) do not stop the Association from making a payment:
 - (i) to a member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Association;
 - (ii) to a member in carrying out the Association's Principal Purpose;
 - (iii) of premiums for insurance indemnifying Executive Committee members to the extent allowed for by law and this Constitution; or
 - (iv) with the prior approval of the Executive Committee, to an Executive Committee member:

- (A) for work they do for the Association if the amount is no more than a reasonable fee for the work done; or
- (B) as reimbursement for reasonable out-of-pocket expenses properly incurred in performing a duty as Executive Committee member.

4 Membership

4.1 General

The Association must have at least five members.

4.2 Eligibility

To be eligible to apply for membership, a natural person or body corporate (collectively referred to as “**persons**” throughout this Constitution) must:

- (a) be committed to the Principal Purpose; and
- (b) meet any eligibility criteria associated with the class of membership they are applying for in Schedule A.

4.3 Membership classes

- (a) The Association will have the membership classes set out in Schedule A.
- (b) The rights and obligations of members in each membership class are as set out in Schedule A.
- (c) The Executive Committee may amend Schedule A by ordinary resolution to:
 - (i) establish or abolish a membership class;
 - (ii) vary the eligibility criteria for a membership class;
 - (iii) vary the annual membership fee (if any) for a membership class; or
 - (iv) vary or cancel the rights or obligations of a membership class (including voting rights).
- (d) If a person:
 - (i) is part of a membership class that is abolished; or
 - (ii) no longer meets the eligibility criteria for their membership class for any reason (including due to the Executive Committee varying the eligibility criteria for their membership class);

the Executive Committee may, at the Executive Committee’s discretion, transfer the membership of that person to a different membership class.

4.4 Application

- (a) An application for membership must be made in writing in the form and manner (if any) approved by the Executive Committee.
- (b) An applicant must pay the annual membership fee determined by the Executive Committee (if any).

4.5 Admission

- (a) The Executive Committee must consider and resolve whether to accept or reject each application for membership within a reasonable time.
- (b) The Executive Committee does not have to give reasons for accepting or rejecting any application.
- (c) If the Executive Committee accepts an application, the Public Officer must, as soon as possible:
 - (i) enter the applicant's details into the Register, subject to the payment of the joining fee (if any); and
 - (ii) notify the applicant in writing of the date their membership commenced.
- (d) If the Executive Committee rejects an application, the Public Officer must notify the applicant in writing of the rejection as soon as possible.
- (e) A person becomes a member when their name is entered into the Register.

4.6 Joining fee and annual membership fee

- (a) The Executive Committee may charge an annual membership fee and determine the amount of the annual membership fee from time to time in accordance with clause 4.3(c).
- (b) The Executive Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:
 - (i) the full annual membership fee;
 - (ii) a pro rata annual membership fee based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Executive Committee.
- (c) The annual membership fee is due and payable on the date set by the Executive Committee each year.
- (d) The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.
- (e) If a member does not pay their annual membership fee within six months of receiving a notice of payment from the Association, the member is deemed to have resigned their membership.

4.7 Register of members

- (a) The Public Officer must establish and maintain a register of members (referred to as a "**Register**" throughout this Constitution).
- (b) The Register:
 - (i) may be in written or electronic form;
 - (ii) must include, for each current member:

- (A) the member's full name;
 - (B) a postal or email address;
 - (C) the member's membership class; and
 - (D) the date on which the person became a member;
 - (iii) must include, for each person who has ceased to be a member:
 - (A) the information listed under clause 4.7(b)(ii); and
 - (B) the date on which the person ceased to be a member;
 - (iv) must be kept in New South Wales:
 - (A) at the Association's main premises; or
 - (B) if the Association has no premises – at the Association's official address;
 - (v) must be available for inspection, free of charge, by members at a reasonable time; and
 - (vi) if kept in electronic form – must be able to be converted to hard copy.
- (c) If the Register is kept in electronic form, the requirements in clauses 4.7(b)(iv)-(v) apply as if a reference to the Register is a reference to a current hard copy of the Register.
 - (d) A member may obtain a hard copy of the Register, or a part of the Register, on payment of a fee of not more than \$1, as determined by the Executive Committee, for each page copied.
 - (e) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
 - (f) A member must not use information obtained from the Register to contact or send material to another member, unless:
 - (i) the information is used to send:
 - (A) a newsletter;
 - (B) a notice for a meeting or other event relating to the Association; or
 - (C) other material relating to the Association; or
 - (ii) it is necessary to comply with a requirement of the Act or the Regulation.

4.8 Ceasing to be a member

- (a) A person ceases to be a member on:
 - (i) resignation;
 - (ii) deemed resignation in accordance with clause 4.6(e);

- (iii) the Executive Committee deeming, in its sole discretion, the member to be an untraceable member because the person has not responded to correspondence within 60 days;
 - (iv) failing to satisfy the relevant eligibility requirements for the member's membership class and the membership not being transferred to another membership class;
 - (v) in the case of a natural person:
 - (A) death;
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health; or
 - (vi) in the case of a body corporate:
 - (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it; or
 - (C) being insolvent.
- (b) A member whose membership is terminated will be liable for all monies due by that member to the Association.
- (c) The Executive Committee may, in its sole discretion, refund all or part of any joining fee or annual membership fee in the event of a person ceasing to be a member, either on a pro rata basis or otherwise.
- (d) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith to remove a member from the Register under this clause.
- (e) Any person who for any reason ceases to be a member must not represent themselves in any manner as being a member.

4.9 Discipline of members

- (a) The Association will not attempt to discipline any member.
- (b) Any issue of disagreement that cannot be settled amicably or through the process described in clause 7 may be pursued through normal mediation and / or legal processes.

4.10 Member representatives

- (a) A member must appoint an individual as its representative. The appointment may be a standing one.
- (b) A representative may exercise any and all powers of the member unless the appointment specifies otherwise.
- (c) The appointment may be made by reference to a position held.

- (d) A member may appoint more than one representative, but only one representative may:
 - (i) exercise the member's powers at any one time; and
 - (ii) be counted for the purpose of determining a quorum.

4.11 Liability of members

The liability of members to contribute to the:

- (a) debts and liabilities of the Association; and
 - (b) costs, charges and expenses of the winding up of the Association;
- is limited to any unpaid joining fee or annual membership fee.

5 General meetings

5.1 Convening general meetings

- (a) The Executive Committee may call a general meeting.
- (b) Members with at least 33% of the votes that may be cast at a general meeting may request that the Executive Committee convenes a general meeting (referred to as a "**Request**" for the purpose of this clause 5).
- (c) The Request must:
 - (i) be in writing;
 - (ii) be delivered to the Association; and
 - (iii) include any resolution to be proposed at the meeting.
- (d) Unless the Request includes a proposed resolution that:
 - (i) would be in conflict with this Constitution, the Act or any applicable law;
 - (ii) is beyond the legal powers of the Association or its members; or
 - (iii) is inconsistent with the Principal Purpose;the Executive Committee must give all members notice of a general meeting within 21 days of the Request and hold the general meeting within two months of the Request.
- (e) If the Executive Committee is required by clause 5.1(d) to call a meeting and does not do so within 21 days of a Request:
 - (i) 50% or more of the members who made the Request may call a general meeting; and
 - (ii) the Association must pay the members who made the Request any reasonable expenses they incur because the Executive Committee did not call and hold the meeting.
- (f) To call and hold a meeting under clause 5.1(d), the members must:
 - (i) as far as possible, follow the general meeting procedures in this Constitution; and

- (ii) hold the general meeting within three months after making the Request.
- (g) Any meeting that is held following a Request:
 - (i) must only consider the resolution proposed within the Request; and
 - (ii) may not consider any other business.

5.2 Changes to general meeting arrangements

- (a) The Executive Committee may change the venue for, postpone or cancel a general meeting called under clause 5.1(a).
- (b) If a change is made under clause 5.2(a):
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
 - (iii) clause 5.4(f) does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

5.3 Entitlement to receive notice

Notice of a general meeting:

- (a) must be given to every member and Executive Committee member; and
- (b) may be given to any auditor appointed for the Association and in office at the time.

5.4 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution);
- (f) include the information under rule 6.5;
- (g) include any proxy form approved by the Executive Committee; and
- (h) state that any proxy form must be given to the Association at least 48 hours before the meeting, by delivery to the Association at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

5.5 Timing of notice

All members must be provided with:

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

5.6 Annual general meeting

- (a) The Executive Committee must hold an annual general meeting at least once in every calendar year, within six months of the end of the financial year.
- (b) The business of an annual general meeting may include any of the following (even if not stated in the notice of meeting):
 - (i) the annual financial statements and any auditor's report;
 - (ii) the appointment of Executive Committee members; and
 - (iii) the appointment and remuneration of any auditor.

5.7 Chairperson of general meetings

- (a) The President will preside as chairperson at every general meeting.
- (b) If there is no President, the President is not present within 15 minutes of the commencement time or the President is unable to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
 - (i) one of the Vice- Presidents (if any);
 - (ii) an Executive Committee member chosen by a majority of the Executive Committee members present;
 - (iii) the only Executive Committee member present; or
 - (iv) a member chosen by a majority of the members present.

5.8 Quorum for general meetings

- (a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a general meeting is at least five members present for the whole meeting.
- (c) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) if the meeting was called by or at the request of members, the meeting will dissolve;
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the day, time and place determined by the Executive Committee (or if no

determination is made by the Executive Committee, to the same day, time and place in the following week); and

- (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.

- (d) When determining a quorum:
 - (i) only one proxy or representative may be counted for each member; and
 - (ii) a suspended member must not be counted.

5.9 Adjournment of general meetings

- (a) The chairperson may (and must if directed by a majority of the members present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.
- (b) A meeting adjourned under this clause 5.9 is adjourned to the day, time and place determined by the Executive Committee (or if no determination is made by the Executive Committee, to the same day, time and place in the following week).
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) Only unfinished business may be transacted at a general meeting resumed after an adjournment.

6 Voting at general meetings

6.1 Voting rights

- (a) Each member with voting rights in Schedule A has one vote (provided they are not suspended).
- (b) On a vote conducted at a general meeting:
 - (i) on a show of hands or voices – each person present who is a proxy or a representative for a member has one vote; and
 - (ii) by poll - each person present as a proxy or representative for a member has one vote for each member they represent

6.2 Method of voting

- (a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.
- (b) A poll can be demanded by five members at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the chairperson.
- (d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

- (e) Proxies and representatives of members may vote in person or by technology.

6.3 Decisions of the members

- (a) Questions arising for determination (other than a special resolution) will be decided by a majority of votes cast (unless otherwise provided in this Constitution).
- (b) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.
- (c) A declaration by the chairperson that a motion has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

6.5 Proxies

- (a) A member may appoint a proxy to act on their behalf at one or more general meetings.
- (b) A proxy may exercise any and all of the rights of the member who appointed them, subject to rule 6.5(c) and any directions or limitations specified in the proxy appointment.
- (c) A proxy cannot speak and vote for a member while a representative of the member is present at a meeting.
- (d) A proxy appointment made under this rule 6.5 must be written and signed by the appointing member in a form substantially similar to that in Schedule B.
- (e) A proxy vote is valid even if the appointing member revokes the appointment, or ceases to be a member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

6.6 Use of virtual meeting technology in general meetings

- (a) A general meeting may be held at two or more venues using any technology that gives each member a reasonable opportunity to participate.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

6.7 Postal and electronic ballots

- (a) The Association may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal or consider any resolution (including special resolution) of the members.
- (b) A postal or electronic ballot must be conducted in accordance with Schedule 2 of the Regulation.

7 Dispute resolution

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 centre.

8 Appointment and removal of Executive Committee members

8.1 Composition of Executive Committee

- (a) At all times, the Association must have at least three and no more than eleven Executive Committee members.
- (b) The Executive Committee will comprise:
 - (i) a President;
 - (ii) one or more Vice-Presidents;
 - (iii) a Treasurer;
 - (iv) a Secretary; and
 - (v) additional ordinary Executive Committee members (provided that there are no more than eleven Executive Committee members at any time).

8.2 Eligibility

- (a) Any natural person committed to the Principal Purpose is eligible to be an Executive Committee member (and referred to as an “**Eligible Person**” throughout this Constitution) provided the person:
 - (i) has consented in writing to be an Executive Committee member;
 - (ii) is at least 18 years of age;
 - (iii) resides in New South Wales;
 - (iv) has suitable qualifications, skills and experience to discharge the functions of an Executive Committee member, as determined by the Executive Committee or any nominations committee appointed by the Executive Committee from time to time; and
 - (v) is not ineligible to be an Executive Committee member under:
 - (A) the *Corporations Act 2001* (Cth); or
 - (B) the ACNC Legislation.
- (b) Clause 8.2(a)(v)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.3 Executive Committee members elected by the members

- (a) Elections for vacant Executive Committee member positions must be held at an annual general meeting in accordance with clauses 8.3(b)-(i) below.
- (b) Nominations for vacant Executive Committee member positions must:
 - (i) be made in writing;
 - (ii) signed by the nominee; and
 - (iii) contain any information prescribed by the Executive Committee.
- (c) Nominations must be submitted to the Public Officer at least ten business days before the date of the relevant general meeting.
- (d) If the President or any nominations committee appointed by the Executive Committee determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 8.2 and the nomination requirements in clauses 8.3(b)-(c), the nominee will become an approved candidate.
- (e) If:
 - (i) the number of approved candidates for a particular Executive Committee position is less than the number of vacancies for that position:
 - (A) the candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their appointment; and
 - (B) the Executive Committee may fill the remaining positions in accordance with clause 8.4;
 - (ii) the number of approved candidates for a particular Executive Committee position is equal to the number of vacancies for that position – the candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their election; and
 - (iii) the number of approved candidates for a particular Executive Committee position is greater than the number of vacancies for that position – a ballot must be held for that position in accordance with clauses 8.3(f) - 8.3(i).
- (f) Ballots for elections held under this clause 8.3:
 - (i) will be conducted at the relevant annual general meeting in such usual and proper manner as the Executive Committee may direct; and
 - (ii) may be held by post or electronically in accordance with clause 6.7.
- (g) Positions must be filled by election in the following order:
 - (i) the position of President;
 - (ii) up to two Vice-Presidents positions;
 - (iii) the position of Treasurer;

- (iv) the position of Secretary; and
 - (v) any ordinary Executive Committee member position(s).
- (h) If a candidate who stands for more than one position is successfully elected to a position on the Executive Committee:
 - (i) votes for that candidate will not be counted in any subsequent ballot; and
 - (ii) the candidate will not be eligible for deemed election in any subsequent election.
- (i) The results of an election held at an annual general meeting under this clause 8.3 must be announced at the annual general meeting.

8.4 Executive Committee members appointed by the Executive Committee

The Executive Committee may:

- (a) appoint an Eligible Person to be an Executive Committee member to fill a casual vacancy in a position; and
- (b) appoint an Eligible Person as an additional Executive Committee member (subject to the maximum specified in clause 8.1).

8.5 Term of office

- (a) The term of office of an Executive Committee member elected by members under clause 8.3:
 - (i) is one year;
 - (ii) commences at the end of the annual general meeting at which they are elected; and
 - (iii) expires at the end of the first annual general meeting following the election.
- (b) The term of office of an Executive Committee member appointed by the Executive Committee under clause 8.4:
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first annual general meeting following the appointment.
- (c) An Executive Committee member who has served continuously for nine years or more may only seek re-election with the unanimous support of the Executive Committee.

8.6 Ceasing to be an Executive Committee member

- (a) A person stops being an Executive Committee member, and a casual vacancy is created, if they:
 - (i) resign by written notice to the Association;
 - (ii) are removed by resolution of the members at a general meeting;
 - (iii) no longer reside in New South Wales;

- (iv) are absent without leave of the Executive Committee from:
 - (A) three consecutive Executive Committee meetings; or
 - (B) four Executive Committee meetings over 12 months;
- (v) die or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- (vi) are directly or indirectly interested in any contract or proposed contract with the Association and fail to declare the nature of the interest as required by the Act; or
- (vii) become ineligible to be an Executive Committee member under:
 - (A) the *Corporations Act 2001* (Cth); or
 - (B) the ACNC Legislation.
- (b) A person who has ceased to be an Executive Committee member must return original copies of any relevant document to the Executive Committee within 14 days of the date they ceased to be an Executive Committee member.

8.7 Insufficient Executive Committee members

If the number of Executive Committee members is less than three, the remaining Executive Committee members may, except in an emergency, act only to:

- (a) increase the number of Executive Committee members to three or more; or
- (b) convene a general meeting of the Association.

8.8 Defects in appointment of Executive Committee members

An act done by, or with the participation of, a person acting as an Executive Committee member or member of a sub-committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant step.

8.9 Register of Executive Committee members

The Association must keep a register of Executive Committee members in accordance with section 29 of the Act.

9 Executive Committee decision making

9.1 Convening Executive Committee meetings

- (a) An Executive Committee member may convene or ask the Public Officer to convene an Executive Committee meeting.
- (b) The Executive Committee must meet as often as the Executive Committee members deem it necessary to carry out their role.

9.2 Notice of Executive Committee meetings

- (a) Written notice of Executive Committee meetings must be given to every Executive Committee member at least 48 hours prior to the meeting (unless the Executive Committee unanimously waives this requirement).
- (b) A notice of an Executive Committee meeting:
 - (i) must specify the place, day and time of the meeting;
 - (ii) must provide details of any technology that will be used to facilitate the meeting; and
 - (iii) does not need to specify the nature of the business to be transacted at the meeting.

9.3 Quorum for Executive Committee meetings

- (a) No business may be transacted at any Executive Committee meeting unless a quorum is present.
- (b) A quorum of Executive Committee members for Executive Committee meetings is a majority of the total number of Executive Committee members.
- (c) An Executive Committee member on a leave of absence approved by the Executive Committee should not be included when calculating the total number of Executive Committee members for the purposes of this clause 9.3.

9.4 Use of virtual meeting technology in Executive Committee meetings

- (a) An Executive Committee meeting may be held at two or more venues using any technology that gives each of the Executive Committee members a reasonable opportunity to participate.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

9.5 Chairperson of Executive Committee meetings

- (a) The President will preside as chairperson at Executive Committee meetings.
- (b) If there is no President, the President is not present within 15 minutes after the commencement time or the President is unwilling to act as chairperson for all or part of the meeting:
 - (i) if there is a Vice- President – one of the Vice- Presidents will be the chairperson; and
 - (ii) if there is no Vice- President or none of the Vice- Presidents are present or willing and able to be the chairperson during all or part of the meeting – the Executive Committee members present may elect an Executive Committee member to be chairperson of the meeting or part of it.

9.6 Decisions of the Executive Committee

- (a) A question arising at an Executive Committee meeting is to be decided by a majority of votes of Executive Committee members present and entitled to vote.
- (b) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.

9.7 Resolutions without meetings

- (a) An Executive Committee resolution may be passed without a meeting if 75% of the Executive Committee members entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Executive Committee member necessary to constitute 75% consent responds stating that they are in favour of the resolution.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved 75% consent within seven days after the notice was given.
- (d) Resolutions without meetings must be recorded in the minutes of the next Executive Committee meeting.

10 Executive Committee members' powers and duties

10.1 Powers of the Executive Committee

- (a) The Executive Committee members are responsible for the governance of the Association and furthering the Principal Purpose.
- (b) The Executive Committee members may exercise all the powers of the Association that are not, by the Act or by this Constitution, required to be exercised by the members.
- (c) The Executive Committee cannot remove an Executive Committee member or an auditor.
- (d) The Executive Committee may delegate any of its powers to one or more Executive Committee members, the Operations Manager (if any), a sub-committee, an employee or any other person.
- (e) The Executive Committee may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

10.2 Duties of Executive Committee members

Executive Committee members must comply with any duties imposed on them at law, including those duties imposed by the Act and the duties described in governance standard 5 under the ACNC Legislation.

10.3 Establishment of sub-committees

- (a) The Executive Committee may establish sub-committees.
- (b) A sub-committee may include, or be comprised of, non-Executive Committee members.
- (c) The meetings and proceedings of sub-committees are:
 - (i) subject to any terms of reference and/or delegation; and
 - (ii) otherwise to be governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Executive Committee.

10.4 By-laws

- (a) The Executive Committee may make regulations or by-laws not inconsistent with this Constitution for the general conduct and management of the Association and the business of the Executive Committee and sub-committee.
- (b) The Executive Committee may revoke and alter by-laws or regulations as it sees fit.

11 Disclosure and management of interests

- (a) If:
 - (i) an Executive Committee member has a direct or indirect interest in a matter being considered or about to be considered at an Executive Committee meeting; and
 - (ii) the interest appears to raise a conflict with the proper performance of the Executive Committee member's duties in relation to the consideration of the matter;

the Executive Committee member must, as soon as possible after the relevant facts have come to the Executive Committee member's knowledge, disclose the nature of the interest at an Executive Committee meeting.
- (b) A disclosure by an Executive Committee member at an Executive Committee meeting that the Executive Committee member:
 - (i) is a member, or is in the employment, of a specified company or other body;
 - (ii) is a partner, or is in the employment, of a specified person; or
 - (iii) has some other specified interest relating to a specified company or other body or to a specified person;

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under clause 11(a).
- (c) Particulars of all disclosures made under this clause 11 must be recorded in a register of interests.

- (d) After an Executive Committee member has disclosed the nature of an interest in any matter, the Executive Committee member must not, unless the remaining Executive Committee members otherwise determine:
 - (i) be present during any deliberation of the Executive Committee with respect to the matter; or
 - (ii) take part in any decision of the Executive Committee with respect to the matter.

12 Public Officer

- (a) The Executive Committee must appoint a Public Officer, who may also be an Executive Committee member.
- (b) A person may not be appointed as Public Officer unless the person:
 - (i) consents in writing to being appointed as Public Officer;
 - (ii) is at least 18 years of age; and
 - (iii) resides in New South Wales.
- (c) The Public Officer may attend and speak at Executive Committee meetings but may not vote unless they are also an Executive Committee member.
- (d) The Executive Committee may suspend or remove a Public Officer by resolution.
- (e) The Public Officer must notify the Secretary of their appointment within 28 days of their appointment.
- (f) The Executive Committee must fill any vacancy in the office of Public Officer within 28 days of the vacancy arising.

13 Indemnities and insurance

- (a) The Association indemnifies every present and past Executive Committee member and Public Officer to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an Executive Committee member or Public Officer of the Association.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an Executive Committee member or Public Officer of the Association; and
 - (ii) is not subject to any requirement to first incur an expense or make a payment.
- (c) The Association may, to the extent permitted by law, pay or agree to pay a premium in respect of a contract insuring its Executive Committee members and Public Officers.
- (d) Nothing in this clause 13 limits the Association's ability to indemnify or pay for insurance for any person not expressly covered by this clause.

14.1 Minutes

- (a) The Executive Committee must ensure that:
 - (i) minutes of all general meetings, Executive Committee meetings and sub-committee meetings; and
 - (ii) records of resolutions passed by members, Executive Committee members and sub-committees without a meeting;are recorded and kept with the Association's records as soon as practicable.
- (b) The Association must ensure that minutes of an Executive Committee or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

14.2 Inspection of books and records

- (a) Members may inspect and obtain copies of this Constitution, minutes of Executive Committee meetings and general meetings and records, books and other documents relating to the Association in accordance with the Act.
- (b) The Executive Committee may refuse to allow a member to inspect or obtain copies of a document in clause 14.2(a):
 - (i) that relate to confidential, personal, commercial, employment or legal matters; or
 - (ii) if the Executive Committee considers it would be prejudicial to the interests of the Association for the member to do so.
- (c) If the Association provides access to this Constitution on the Association's website or on ACNC charity register, the Executive Committee will be deemed to have allowed a member to inspect and copy the Constitution, unless the member informs the Association that they are unable to access the Constitution on either website.

14.3 Common seal

The Association does not have a common seal.

14.4 Authorised signatories

- (a) The Public Officer is, by virtue of their office, an authorised signatory for the Association.
- (b) Executive Committee members may from time to time:
 - (i) appoint additional authorised signatories from among themselves; and
 - (ii) revoke appointments made under clause 14.4(b).

14.5 Execution of documents

The Association may execute documents by the signature of two authorised signatories.

15 Audit and finance

15.1 Accounts and other records of the Association

- (a) The Executive Committee must:
 - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - (ii) ensure that records of its operations are kept; and
 - (iii) take reasonable steps to ensure that the Association's records are kept safe.
- (b) The Association must retain its records for at least seven years.

15.2 Audit

- (a) If required by law, the Association must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any general meeting and to be heard by the members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Association may give any auditor all communications relating to the general meeting that the members of the Association are entitled to receive.

15.3 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Executive Committee passes a resolution to change the financial year.

15.4 Source of funds

The funds of the Association may be derived from joining fees, annual membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Executive Committee.

15.5 Management of funds

- (a) The Executive Committee may approve expenditure on behalf of the Association.
- (b) The Executive Committee may authorise the expenditure of funds on behalf of the Association without requiring approval from the Executive Committee for each item on which the funds are expended.
- (c) All cheques must be signed by two authorised signatories or otherwise authorised in accordance with any process determined by the Executive Committee.

- (d) The Executive Committee must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances and the complexity of its financial affairs.
- (e) All payments must be authorised in accordance with any process determined by the Executive Committee.

16 Amending this Constitution

- (a) The Association may only alter this Constitution by special resolution in accordance with the Act.
- (b) The members must not pass a special resolution that amends this Constitution if passing it would cause the Association to no longer be a Charity.

17 Notices

- (a) Notices can be served on members, Executive Committee members or the Association personally or by post, email or other electronic means.
- (b) Notices are deemed to be received:
 - (i) in the case of a properly addressed and posted notice – five business days after the date of posting; and
 - (ii) in the case of a notice sent by email or other electronic means – at the time of sending.
- (c) The non-receipt of notice or a failure to give notice does not invalidate any thing done or resolution passed at a meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (iii) the individual notifies the Association of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18 Gift Fund

18.1 Gift Fund

- (a) This clause 18 only applies while the Association is a Deductible Gift Recipient.
- (b) The Association must maintain for its Principal Purpose a Gift Fund:
 - (i) which is operated to identify DGR Gifts and deductible contributions;
 - (ii) which is operated to identify and record any money received by the Association because of those DGR Gifts and deductible contributions; and
 - (iii) that does not record any other money or property.

- (c) The Gift Fund shall be kept clearly separate from any other money or property of the Association.
- (d) The Gift Fund will be maintained and used only for the Principal Purpose and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (e) Receipts for DGR Gifts or deductible contributions must state the:
 - (i) name and Australian Business Number of the Association;
 - (ii) date and amount (or value, if property) of the DGR Gifts or deductible contribution;
 - (iii) name of the donor or contributor; and
 - (iv) fact that it was a DGR Gift or deductible contribution (and if it was a deductible contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

18.2 Conduit policy

Any allocation of funds or property to other persons or organisations from the Gift Fund must be made in accordance with the Principal Purpose and not be influenced by the preference of the donor.

19 Winding up or revocation of endorsement

19.1 General

The Association may only be wound up in accordance with the Act.

19.2 Distribution of assets on winding up or revocation of endorsement

- (a) If the Association is a Deductible Gift Recipient, any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.
- (b) If the Association is a Deductible Gift Recipient and:
 - (i) is wound up; or
 - (ii) ceases to be endorsed as a Deductible Gift Recipient;
 any DGR gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient.
- (c) If on the winding up or dissolution of the Association there is a surplus of assets after satisfying all of the Association's liabilities and expenses and complying with clause 19.2(b), the surplus:
 - (i) must not be paid or distributed to a member in their capacity as a member; and
 - (ii) must be given or transferred to a Charity (or Charities) which:
 - (A) has a similar purpose to the Principal Purpose, and

- (B) prohibits the distribution of income, profit and assets to its members in their capacity as members.
- (d) The members must decide before any winding up, dissolution or revocation which Charity (or Charities) will receive a distribution under clauses 19.2(b)-(c). If the members fail to decide, the matter must be determined by application to the Supreme Court in the State of New South Wales.

20 Interpretation

20.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), *Australian Charities and Not-for-profits Commission Regulations 2022* (Cth) and *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

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

auditor may mean a reviewer, if permitted by the ACNC Legislation.

authorised signatory means:

- (a) the Public Officer; and
- (b) any Executive Committee member appointed by the Executive Committee under clause 14.4(b)(i) to sign documents on behalf of the Association.

business day means a day that is not a Saturday, Sunday or public holiday in the State of New South Wales.

chairperson means the person chairing a meeting.

Charity means a charity registered under the ACNC Legislation.

day means calendar day except public holidays.

Deductible Gift Recipient means an entity to which tax-deductible gifts may be made pursuant to Division 30 of the ITAA 1997.

DGR Gifts means:

- (a) gifts of money or property for the Principal Purpose received during any time that the Association is endorsed as a Deductible Gift Recipient;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 1997 in relation to a fundraising event (as defined by section 995-1 of the ITAA 1997) held for that purpose during any time that the Association is endorsed as a Deductible Gift Recipient; and
- (c) money received by the Association because of such gifts or contributions during any time that the Association is endorsed as a Deductible Gift Recipient.

Executive Committee means the group of individuals that are responsible for the governance, strategy and management of the Association. The Executive Committee is the Committee within the meaning of the Act.

general meeting means a meeting of members (including an annual general meeting).

Gift Fund means the gift fund in clause 18.1.

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth).

member means a person whose name is entered in the Register as a member of the Association under clause 4.5(e).

membership class means a class of membership prescribed in Schedule A (as amended by the Executive Committee from time to time).

Office Bearer means President, Vice-Presidents(s) (if any), Treasurer (if any), Secretary (if any) and any other person appointed under clause 8.3(g).

person includes a natural person and a corporation within the meaning of section 57A of the *Corporations Act 2001* (Cth).

President means the person appointed to the position of President under clause 8.3(g)(i).

Principal Purpose means the purpose set out in clause 2(b).

Public Officer has the meaning given in section 4 of the Act. The Public Officer is the Association's official point of contact.

Register means the register of members under clause 4.7.

Regulation means the *Associations Incorporation Regulation 2022* (NSW).

representative means a person appointed to represent a member under clause 4.10.

special resolution means a resolution passed at a general meeting:

- (a) of which 21 days' notice specifying the intention to propose the resolution as a special resolution has been given pursuant to this Constitution and the Act; and
- (b) by not less than three fourths of the members entitled to vote who are present at a general meeting.

20.2 Interpretation

In this Constitution:

- (a) if an expression in this Constitution has a meaning in the Act, the meaning from the Act will apply to the expression (except where a contrary intention appears in this Constitution); and
- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of it;
 - (ii) any legislative provision substituted for it; and
 - (iii) all regulations and statutory instruments issued under it.

21 Transitional provisions

The following clauses apply notwithstanding anything to the contrary in this Constitution.

21.1 Members

The members immediately following the adoption of this Constitution will be those members listed on the Register at the time of adoption.

21.2 Executive Committee members

- (a) The Executive Committee members immediately following the adoption of this Constitution will be those in office at the time of adoption.
- (b) Executive Committee members appointed prior to the adoption of this Constitution may complete their term of office under the previous Constitution. Time served prior to the adoption of this Constitution will not be taken into account for the purposes of clause 8.5(c).

Schedule A – Membership classes

Membership class	Eligibility criteria	Voting rights	Annual membership fee
Landcare Member Group	A Landcare Member Group that is committed to the Principal Purpose of the Association in the North Coast region of New South Wales.	Voting	\$100 plus GST

Schedule B - Application for membership of North Coast Regional Landcare Network Incorporated

.....(name of applicant) hereby applies for membership of North Coast Regional Landcare Network Incorporated, and declare that we are committed to the Principal Purpose of the Association in the North Coast region of New South Wales.

We declare that we will abide by the rules set out in the Constitution of North Coast Regional Landcare Network Incorporated.

For Landcare Member Groups, applications must be signed by two executive members.

Signed:

Name and executive position:

Date:

Signed:

Name and executive position:

Date:

Schedule C - Proxy form

Appointment of Proxy – North Coast Regional Landcare Network Incorporated

I,
(Member)

of
(Address)

appoint
(Proxy)

as my proxy for the general meeting of North Coast Regional Landcare Network Incorporated to be held on

.....
(Date)

and at any adjournment.

Choose

☐ My proxy can vote on my behalf for all resolutions at the above general meeting.

OR

☐ My proxy can vote for the resolutions listed below as indicated:

in favour of / against	detail of proposed resolution

Signed:
(Member)

Date: