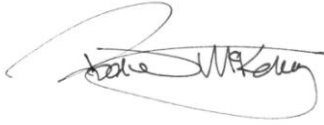


CONSTITUTION OF COFFS HARBOUR REGIONAL LANDCARE INCORPORATED

The rules of the Coffs Harbour Regional Landcare Inc herein are in accordance with Section 11, and contain those matters specified in Schedule 1, of the Associations Incorporation Act, 2009.



Signed:

(President)

Dated: 17th February 2012

1. Name

The name of the Organisation shall be Coffs Harbour Regional Landcare Incorporated (referred to in these rules as “the Association”)

DEFINITIONS

In these rules:

A “**Member**” is defined as a:

“**Member group**” which means any incorporated organisation that is addressing any environmental degradation issue in the Coffs Harbour region and accepts the objectives and rules of the Association.

or;

“**Ordinary member**” which means any individual in the Coffs Harbour region that is addressing any environmental degradation issue and accepts the objectives and rules of the Association.

“**Locality site**” means any sub-catchment or geographically discrete location where ordinary members of the Association undertake voluntary work.

“**Committee**” refers to the persons elected by the members to the *executive committee*.

“**Secretary**” means a) the person holding the office under these rules as secretary of the Association, or b) if no such person holds that office - the public officer of the Association.

“**General meeting**” means a general meeting of the Association other than an annual general meeting.

“**The Act**” means the *Associations Incorporation Act 2009*.

In these rules:

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

The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. Objectives

The objectives of the Association shall be:

- a) to promote the principles of ecological sustainable development (ESD) and increase understanding of natural resource degradation issues in the local community and educational institutions;
- b) to identify problems relating to the degradation of natural resources in the local area or district and provide a forum for discussion and exchange of ideas;
- c) to foster co-operation between local landholders and land managers and others to plan and seek resources for, take action on and monitor the results of preventing, treating and controlling natural resource degradation and managing and using natural resources more sustainably;
- d) to support and encourage Member groups and volunteers at Locality sites in their endeavours to achieve improved environmental outcomes;

- e) to assist in gaining funding and any other assistance for the benefit of any or all the sites it embraces, including making representations to all levels of government and non-government agencies;
 - f) to function as a not-for-profit organisation where the assets and income of the Association shall be applied solely in furtherance of its above mentioned 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;
 - g) to establish not-for-profit nurseries, for use by members and the community, for the benefit of the environment;
 - h) to employ a Community Support Officer to further the objectives of the Association; and
 - i) where it furthers the objects of the Association to amalgamate with any one or more other organisations having similar objects, provided that the other organisation(s) have rules prohibiting the distribution of its (their) assets and income to members; and are exempt from income tax.
- d) Individuals and incorporated organisations wishing to become members of the Association shall apply to the Executive of the Association for membership.
 - e) An application for membership of the Association:
 - i) must be made in writing; and
 - ii) in the case of applications for group membership of incorporated organisations, the organisation must state in its written application its aims and objectives and must attach a list of members.
 - f) If the Executive determines to approve a member, the committee must notify the applicant as soon as practicable of that approval and request the nominee/s to pay (within a period of 60 days after receipt by the applicant) the sum payable under these rules by a member as entrance fee and annual subscription.
 - g) Members shall pay such membership fees as are determined by the Association at a general meeting.
 - h) A register of members and the locality sites at which they work shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

3. Membership

- a) Subject to these rules the members of the Association shall be the members of the Association immediately prior to incorporation together with such other members as are approved thereafter by the Executive of the Association.
 - b) Each member group, where there are more than two members or volunteers shall nominate up to two delegates to represent it and such delegates shall be ordinary members and have the rights of ordinary members.
 - c) Membership is open to all individuals and incorporated organisations who accept the objectives and rules of the Association
- i) Membership shall cease upon the resignation, expulsion, death, or withdrawal of nomination by the member and by failure to pay outstanding membership fees within three (3) months of the due date. The committee of the Association will make the appropriate entry in the register of members.
 - j) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from July 1 to June 30.

4. Members' liability

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. Disciplining of members

- a) A member may be expelled from membership of the Association (or otherwise disciplined) by the committee in writing if, in the unanimous opinion of the committee, after affording the member the opportunity for offering an explanation of his/ her/ its conduct, within a minimum of 14 days, and giving the member the right to see any and all information about them and the action proposed to be taken against them that is relevant to that action, the member has persistently and wilfully acted in a manner prejudicial to the interests of the Association or has persistently refused or neglected to comply with a provision(s) of these rules.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary within 7 days after notice of the resolution is served on the member; in writing that s/he/it wishes the decision to be reviewed at the next general meeting of the Association. The expelled member (and a witness if available) may address the general meeting and members present at the meeting will then decide by secret vote whether to overturn the committee's decision or to expel the member.

6. Resolution of internal disputes

- a) In the event of a dispute arising between members (in their capacity as members) or between a member(s) and the Association or a member(s) and the committee, the following procedure shall apply:
 - i) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.

ii) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.

iii) In the event that no person can be agreed upon to mediate the dispute it shall be referred to a community justice center for mediation in accordance with the *Community Justice Centres Act 1983*.

7. Management by Executive Committee

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Executive Committee, and may exercise all such functions as may be necessary or desirable for the proper management of the affairs of the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association.
- b) The office bearers shall be a President, Vice President, Secretary and Treasurer. There shall be at least three additional members on the Executive.
- c) The office bearers of the Association will serve no more than four (4) consecutive terms in any one position.
- d) The Executive Committee shall be elected from members of the Association at each Annual General Meeting by a majority vote. Any casual vacancy occurring in the Executive Committee may be filled by a member appointed by the Executive Committee.
- e) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- f) Retiring committee members are eligible for re-election.
- g) The Executive Committee shall meet as often as necessary to conduct the business of the

Association and not less than three times in each financial year of the Association

- h) The **quorum** for meetings of the Executive Committee shall be a simple majority of the Executive Committee.
- i) Notice of meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- j) A member of the Committee shall cease to hold office: upon resignation in writing; or cessation of membership of the Association, or absence from three (3) successive committee meetings without approval by the Committee, or mental or physical incapacity or death of a member.
- k) The Committee may function validly provided its number is not reduced below the quorum.
- l) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to Chair the meeting shall have a second or casting vote.
- m) If within half an hour of the time appointed for a Committee meeting a quorum is not present, the meeting shall be dissolved.
- n) Additional meetings of the Committee may be convened by the President, provided that the majority of the Committee is in agreement with this.

8. General and Annual General Meetings

- a) An **Annual General Meeting** of the Association shall be held each year within six months from the end of the financial year of the Association.
- b) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened by the Committee within three months of receiving a written request to

do so from at least three members of the Association or five per cent of the membership of the Association (rounded up), whichever is the greater.

1. The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association within one month of receiving the request.

2. A requisition of members for a special general meeting: must state the purpose or purposes of the meeting and; must be signed by the members making the requisition, and must be lodged with the secretary, and may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- c) At least 14 days written notice of all general meetings the nature of business to be transacted must be given to members. In the case of general meetings where a special resolution is to be proposed, written notice of the meeting and the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the **Annual General Meeting** the following business shall be transacted:
 - i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) receipt of the Committee's report on the activities of the Association in the last financial year;
 - iii) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties;
 - iv) election of office bearers and other members of the Committee.
- e) A general meeting is to be held quarterly **or** as otherwise notified.

- f) The quorum for a **general meeting** shall be seven ordinary members representing not less than seven group members or locality sites present in person and entitled to vote under these rules. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved. If dissolved the Chairperson shall arrange another meeting by such means as s/he deems necessary.
- g) Voting at general meetings shall be by a show of hands unless a request for a secret ballot is moved by the meeting. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- h) Members who have items of business they wish to be considered at a general meeting may give written notice of such business to the Secretary. The Secretary shall include that business in the next notice calling a general meeting. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under clause 8 (d) of these rules.

9. Office bearers

- a) The President shall chair each general meeting and Committee meeting of the Association.
- b) If the President is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all General and Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the Association's office.

- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt. Payments shall be made by cheque signed by two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the Association's office.

10. Special resolutions

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
- i) a change of the Association's name;
 - ii) a change of the Association's rules;
 - iii) a change of the Association's objectives;
 - iv) an amalgamation with another incorporated association;
 - v) to voluntarily wind up the Association and distribute its surplus property;
 - vi) to apply for registration as a company or a co-operative.
- b) A special resolution shall be passed in the following manner:
- i) a written notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;

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- iii) a quorum must be present at the meeting; and
 - iv) at least three-quarters of the members at the meeting (rounded up) who are entitled to vote under these rules must be in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.
- 11 Voting**
- a) On any question arising at a general meeting of the association a member has one vote only.
 - b) All votes must be given personally.
 - c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
 - d) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
 - e) Proxy voting will not be allowed at or in respect of a general meeting
 - f) The Association will not hold postal ballots.
- 12. Public Officer**
- a) The Committee shall ensure that a person is appointed as Public Officer.
 - b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
 - c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided that the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
- i) death;
 - ii) resignation in writing;
 - iii) removal by the Committee or at a general meeting;
 - iv) bankruptcy or financial insolvency;
 - v) mental illness as defined in the Mental Health Act 1990 (NSW); or
 - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
- i) appointment (within 14 days);
 - ii) a change of residential address (within 14 days);
 - iii) a change in the Association's objectives or rules (within one month);
 - iv) the Association's financial affairs (the Annual Statement) (within one month after the Annual General Meeting);
 - v) a change in the Association's name (within one month).
- g) The Public Officer may be an office bearer, Committee member, member or any other person regarded as suitable for the position by the Committee.

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- h) The Public Officer shall keep a register of members of the Committee which must:
 - i) contain the name and residential address of each Committee member and the date on which s/he became a member of the Committee;
 - ii) be updated within one month of any change taking place; and
 - iii) be made available for inspection by any person, at all reasonable hours and free of charge.
 - f) The statement of objectives and these rules may be altered, rescinded or added to only by a Special Resolution of the Association.

14. Winding Up

- a) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objectives and which is exempt from income tax, and in accordance with the provisions of the *Associations Incorporation Act 2009*.

13. Miscellaneous

- a) The Association shall effect and maintain public liability insurance together with any other insurance which may be required by law or regarded as necessary by the Association. Locality site volunteers not covered by their own insurance, Coffs Harbour City Council or Office of Environment and Heritage insurance must work under the written direction of the Association to be covered by the Association's insurance.
- b) The funds of the Association shall be derived from the fees of members, donations, grants from funding bodies and such other sources approved by the Association.
- c) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- d) Notices sent by post shall be deemed to have been received two days after the date of posting.
- e) Where it furthers the objectives of the Association to amalgamate with any one or more other incorporated associations having similar objectives, the other association(s) must have rules prohibiting the distribution of its (their) assets and income to members, and must be exempt from income tax.