

2024 CONSTITUTION OF YASS AREA NETWORK OF LANDCARE GROUPS INCORPORATED

Australian Business Number 58 049 791 752

An incorporated association (incorporated under the Associations Incorporation Act 2009, administered by NSW Fair Trading)

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Preamble

This constitution refers to the Yass Area Network of Landcare Groups Incorporated.

The object of the Yass Area Network of Landcare Groups Incorporated is to pursue the charitable purpose of advancing the natural environment by working with the Yass Valley regional community to increase native biodiversity and environmental resilience.

The association is a not-for-profit association established to be, and to continue as, a charity. Other information about the association includes:

Incorporation Number: Y2527618

Date of incorporation: 5 November 1996

Address of incorporated document: Sutton 2620

Australian Business Number: 58049791752

GST registered for quarterly reporting on a cash basis

Financial reporting period: 1 July to 30 June

Membership period: 1 July to 30 June.

Part 1 Preliminary

1. Name

- (1) The name of the association is "The Yass Area Network of Landcare Groups Incorporated" (hereinafter referred to as "the association").

2. Objectives

- (1) The objectives of the association shall be to:
- pursue the charitable purpose of advancing the natural environment by working with the Yass Valley regional community to increase native biodiversity and environmental resilience.
 - to foster co-operation between local landholders, community groups and government to increase understanding of the regional environment and of sustainable landscape and natural resource management practices.
 - to support the independent Landcare and environmental Friends Groups which operate in the Yass Valley region.

3. Definitions

- (1) In this constitution:

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in clause 17(2)(i-v).

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 6.

secretary, of the association, means:

- the person holding office under this constitution as secretary, or
- if no person holds that office -the public officer of the association.

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

subcommittee means a subcommittee established under clause 23.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of association

4. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and is either a member of a:
 - (i) legal entity or body corporate (such as an incorporated association, unincorporated association or business),
 - (ii) Landcare Group within the Yass Valley region and registered on the National Landcare Directory.
 - (b) the person, entity or group has applied and been approved for membership of the association in accordance with clause 5.

5. Membership applications

- (1) An application by a person or legal entity for membership to the association:
 - (a) must be made in writing (including email) to the secretary, and
 - (b) in the form determined by the committee, and
 - (c) include monies for, or confirmation of payment of sums payable under this constitution by a member as the joining fee and annual membership in accordance with clause 8.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The committee must approve or reject the application.
- (5) As soon as practicable after the committee has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 5 within 28 days of the day the applicant received the notice.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

6 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and

- (c) must be kept in New South Wales:
 - (i) at the association's main premises, or
 - (ii) if the association has no premises - at the association's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) 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 committee, for each page copied.
- (5) 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.
- (6) A member must not use information about a member or their representatives obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation,

7. Fees and subscriptions

- (1) The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved is:
 - (a) \$1, or
 - (b) another amount determined by the committee.
- (2) A member must pay to the association an annual subscription fee of \$2, or another amount determined by the committee:
 - (a) in accordance with clause 5(5)b and
 - (b) before the first day of the financial years of the association in each subsequent calendar year, or
 - (c) otherwise before the first day of the financial year of the association in each calendar year.

8. Members' liabilities

- (1) The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 7:
 - (a) the debts and liabilities of the association,
 - (b) the costs, charges and expenses of the winding up of the association.

9. Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the association has:
 - (a) failed to comply with a provision of this constitution, or
 - (b) willfully acted in a way prejudicial to the interests of the association.

- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) considered any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 11.

10. *Right of appeal against disciplinary action*

- (1) A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the members must be given the opportunity to state the member's case orally or in writing or both,
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

11. Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
 - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12. Membership entitlements not transferable

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

13. Member resignation

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) A member ceases to be a member on the expiration of the notice period.

14. Cessation of membership

- (1) A person ceases to be a member of the association if the entity:
 - (a) dies, or
 - (b) resigns from being a member, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual subscription fee payable for two years or more warrants cessation of membership. In this case, the member will be given notice of the cessation and provided with an opportunity to pay the annual membership fee.

Part 3 Committee

Division 1 Constitution

15. Functions of committee

- (1) Subject to the Act, the Regulation, this constitution and 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 the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
 - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

16. Composition of committee

- (1) The steering committee is to consist of:
 - (a) up to 2 representatives from, and nominated by, each member Landcare group,
 - (b) and any other member nominated by the members.

Note: Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The committee as elected in accordance with clause 17, consists of the following office-bearers:
 - (a) the president,
 - (b) the secretary,
 - (c) the treasurer, and
 - (d) at least 3 ordinary committee members.
- (3) An office-bearer may hold up to 2 offices.
- (4) The ex-officio positions from related organisations (such as Local Land Services, Yass Valley Council representative) will not have voting rights at association general and annual meetings.

17. Election of committee members

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nominated candidate must accept the nomination before the election.
- (3) The election will be conducted by a member acting as the returning officer who declares all positions vacant before conducting the election.
- (4) If insufficient nominations are received to fill all vacancies a call for further nominations by the returning officer will be made at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary steering committee member of the association must be a member of the association.

18. Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

19. Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies or
 - (b) ceases to be a member of the association, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the association under this clause, or
 - (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (f) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (h) becomes a mentally incapacitated person.
- (2) The association in a general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

20. Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

21. Treasurer

- (1) The treasurer of the association must ensure—
 - (a) all money owed to the association is collected, and banked promptly
 - (b) all payments authorised by the association are made, and
 - (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.
- (2) The Treasurer or authorised network electronic bank signatory may initiate payment by electronic funds transfer from Network bank accounts:
 - (a) payments made from the network bank accounts are to be electronically authorised by two network electronic signatories nominated by the committee.
 - (b) electronic banking authorisations should be reviewed by the committee at least annually.
- (3) The Treasurer must ensure that the financial reports of the Association are kept in accordance with the requirements of the *Act* and the Australian Charities and Not-for-Profits Commission legislation.
- (4) The Treasurer must coordinate the preparation of the financial statements of the Association and their certification by the Association prior to their submission to the Annual General Meeting of the Association.

22. Delegation to subcommittees

- (1) The steering committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the function of the committee that are specified in the instrument, other than:
 - (a) the power of delegation, and
 - (b) a function which is duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to any conditions or limitation as to the exercise of any function, or as to time or circumstances, that may be specified in a written instrument of delegation.
- (4) Despite any delegation under this clause, the steering committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise or a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the steering committee.
- (6) The steering committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Committee meetings

- (1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

24. Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree should be discussed.

25. Quorum

- (1) The quorum for a meeting of the committee is 3 committee members.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise is adjourned to a suitable place and time.
 - (c) written notice to the new general meeting date, time and place will be provided to all members within 5 days of the new general meeting.

- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum

26. *Presiding committee member*

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent, one of the members present at the meeting
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

27. *Voting*

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

28. *Acts valid despite vacancies or defects*

- (1) Subject to clause 25(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

29. *Transaction of business outside meetings or by telephone or other means*

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).

- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

30. Annual general meetings

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the association's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

31. Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 50% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

32. Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or

- (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The business that may be transacted at the meeting includes:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

33. Quorum

- (1) The quorum for a general meeting is an attendance of 5 which is one or more representatives from half or more of the members groups of the association that are entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise is adjourned to a suitable place and time.
 - (c) written notice to the new general meeting date, time and place will be provided to all members within 5 days of the new general meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

34. Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 5 days before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

35. Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,

- (b) if the president is not present 1 of the members present at the meeting as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes – a second or casting vote.

36. Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid the network annual subscription for the current year and is a current paid up member of their Landcare or member group.
- (2) Each member has 1 vote, except as provided by clause 35(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 39 applies - an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least half the member representatives agree the question should be determined by ballot.
- (4) A written ballot must be conducted in accordance with the directions of the member presiding.
- (5) A member cannot cast a vote by proxy.

37. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 10.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

38. Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).

- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

39. **Change of name, objects or constitution**

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

40. **General Funds**

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - (a) the entrance fees and annual subscription fees payable by members,
 - (b) donations
 - (c) grants or
 - (d) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's charitable objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
 - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person or organisation from whom the money was received if this is requested by the payer.

Note: The Act, section 36 provides for the appointment of authorised signatories.

41. **Public Fund**

- (1) YAN will establish and maintain a public fund to be called the '**Yass Area Network of Landcare Groups Public Fund**' (**YAN Fund**) to support the principal purpose of YAN.
- (2) The Public Fund shall have its own:
 - (a) management committee;
 - (b) bank account (separate to the Association);
 - (c) management procedures for this fund is summarised in Schedule A.

Note: This clause only becomes effective if the association is successful in registering as an Environmental Organisation on the Commonwealth Register of Environmental Organisations and gaining Deductible Gift Recipient (DGR) status.

42. **Insurance**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

43. **Non-profit status**

- (1) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.
- (2) The assets and income of the association shall be applied solely to further its objects.

- (3) The association must not distribute any assets or income directly or indirectly to its members, except paying a member for goods or services they have provided, expenses they have property incurrent at fair and reasonable rates or making payment to a member in carrying out the associations charitable purpose.

Note: See the Act, section 40.

44. Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
- (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
- (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

45. Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales in custody:

- (a) at the association's main premises in the custody of either of the following persons, and determined by the committee:
 - (i) the public officer,
 - (ii) a member of the association or
- (b) If the association has no premises – at the associations official address, in the custody of the public officer.

46. Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
- (a) this constitution,
 - (b) minutes of committee meetings and general meetings of the association,
 - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
- (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member of the association may obtain without charge an emailed copy of any of the documents referred to in subclause (1). A fee of not more than \$1 for each page copied will be levied for a paper copy.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:

- (a) that relates to confidential, personal, commercial, employment or legal matters, or
- (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

47 Financial year

The association's financial year is:

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

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*

48. Public Officer

- (1) A public officer is both the official point of contact for an incorporated association and one of the authorised signatories.
- (2) The public officer may be an office bearer, steering committee member or any other person regarded as suitable for the position by the steering committee.
- (3) The steering committee shall ensure that a person is appointed as Public Officer, consistent with the requirements of the Associations Incorporation Act (NSW).
- (4) The steering committee may at any time remove the public officer and appoint a new public officer provided that the person is 18 years of age or older and a resident of New South Wales.

Part 6 Winding Up

49. **Contribution of a member to winding up**

- (1) If required, each Member must contribute an amount (not more than the Guaranteed Amount to the assets of the Association if it is wound up which they are a Member, or within one year of the Member ceasing to be a Member, for the:
 - (a) Payment of the debts and liability of the Association incurred before they ceased to be a Member; and/or
 - (b) Costs, charges and expenses for winding up.

50. **Distribution of property on winding up of the Association**

- (1) Subject to the Act and the Regulation in a winding up of the association, the surplus property of the association must be transferred to one or more charities:
 - (a) with a charitable purpose(s) similar to, or inclusive of the purpose *advancing the natural environment* and
 - (b) which also prohibits the distribution of any assets or income to its members to at least the same extent as the association.
- (2) In this clause:
surplus property has the same meaning as in the Act section 65.
- (3) If the organisation is endorsed as a deductible gift recipient and if it is wound up, or its endorsement as a deductible gift recipient is revoked (whichever occurs first) any surplus of the following assets shall be transferred to another organisation with similar objects which is charitable at law, to which income tax deductible gifts can be made:
 - (a) gifts or money or property for the principal purpose of the organisation,
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
 - (c) money received by the organisation because of such gifts and contributions.

Schedule A – YAN Public Fund Rules

Objective

The objective of the **YAN Public Fund (“Public Fund”)** is to support the principal objective and purpose of Yass Area Network of Landcare Groups Incorporated (YAN) and must advance the natural environment.

Not-for-profit

The Public Fund is operated on a not-for-profit basis.

Seek funds from the public

YAN must actively seek donations of money or property from the community for the Public Fund.

Conduit policy

Any allocation of funds or property to other persons or organisation from the YAN Public Fund must be made in accordance with YAN’s Principal Purpose and not be influenced by the preference of the donor.

Separate bank account

YAN will open a bank account for its Public Fund. Gifts to the Public Fund must be kept separate from any other funds of the organisation. Only gifts of money or property must be placed the Public Fund’s account. Sponsorship monies or testamentary gifts must be deposited into one of the organisation’s other accounts. Members of the Public Fund Management Committee permanently located in Australia must be the only signatories to the Public Fund account.

Public Fund Management Committee

YAN must establish a Public Fund Management Committee and appoint and remove, or make provision for the appointment and removal of, members of Public Fund Management Committee and update records with the relevant authorities.

The Public Fund Management Committee must consist of at least three individuals or other number of individuals that the Committee decides.

The release of monies from the Public Fund account and the management of, and sale of, Public Fund assets must be authorised by the Public Fund Management Committee.

The functions of the Public Fund Management Committee will be decided by the YAN Committee and, will manage the Public Fund and advise YAN on how payments or applications of income and capital should be made.

YAN may specify:

- the manner in which proceedings of the Public Fund Management Committee are to be conducted;
- the matters which the Public Fund Management Committee must have regard to in carrying out its functions; and
- any other matters concerning the Public Fund Management Committee or its functions that the Foundation decides.

Income

Interest on donations, income derived from donated property, and money from the realisation of such property must be deposited into the Public Fund account.

The release of monies from the Public Fund account and the management of, and sale of, Public fund assets must be authorised by the Public Fund Management Committee.

Members of the Public Fund Management Committee permanently located in Australia must be the only signatories to the Public Fund account.

Not-for-profit

The Public Fund is operated on a not-for-profit basis.

Receipts

Receipts must be issued in the name of the public fund and include:

- The name of the Public Fund
- YAN's name and ABN
- Name of the donor
- Indication that the fund is listed on the REO register
- The amount of the gift
- That the amount is a donation or gift.

Winding up, dissolution or revocation of Public Fund

If the Public Fund is wound up or if the endorsement of the Association as a Deductible gift Recipient for the operation of the Public fund is revoked, any surplus assets of the Public Fund remaining after the payment of liabilities attributable to it must be transferred to some other fund, authority or institution which:

- (a) is a Deductible Gift Recipient;
- (b) has objects similar to the YAN Principal Purpose;
- (c) is charitable at law.