

MOUNT ROLAND LAND CARE INC. CONSTITUTION

1. NAME

- 1.1** The name of the association is as follows:- Mount Roland Land Care Inc. (in these rules called “the Association”).

2. OBJECTS

- 2.1** The Objects of the Association are:
- a) To actively lead land care in the Mersey, Forth and Don River catchments with a focus on the Mount Roland area.
 - b) To contribute more widely to the development of sustainable living practices, and especially to those practices which enhance the vitality and resilience of natural systems.
 - c) To strengthen community connection with the natural environment and build community resilience by providing opportunities for education and knowledge-sharing, and for participation in on-ground works and celebratory events.

3. OFFICE

- 3.1** The office of the Association is to be at such place as the Annual General Meeting shall determine each year.

4. MEMBERSHIP

Membership of the Association shall be open to all who support the objectives of the organisation, and pay an annual membership fee.

4.1.1 Individual members can –

- a. nominate for any position on the Committee, and
- b. vote at a General Meeting.

4.1.2 Family members

As for individual members, but the annual fee will offer family members a discount on the individual membership fee. All names of the family members are to be included on the application for family membership. Family members must live at the same address. All family members aged 12 and over shall be entitled to vote. Members below 12 years of age do not have voting rights and are not eligible to be on the Committee.

4.1.3 Young members

Young members (under 18 years), not already included in family membership as above, are encouraged to join the Association, for a minimal annual membership fee, and have the same rights as an individual member. Members below 12 years of age do not have voting rights and are not eligible to be on the Committee.

4.1.4 Life members

Any member whom the Association may desire to honour. A life member enjoys the same membership privileges as an individual member. A life member does not have to pay the annual membership fee.

4.1.5 Institutional members

A business or community group that supports the objectives of the Association, and pays an annual membership fee, may become a member and nominate a representative who shall have the same rights as an individual member.

- 4.2** The annual membership fee shall be set at a level determined by the Committee for each category of member.

- 4.3** The annual membership fee shall be due and payable on the first day of the

association's financial year and must be paid in full before the commencement of the AGM. A new member who pays their first membership fee after May 1st shall have their membership extended to June 30th in the following financial year.

- 4.4 A member of the Association may, at any time, resign from the Association by delivering or sending by post or email to the Secretary a written notice.
- 4.5 Any member whom the Association may desire to honour may be elected as a Life Member by resolution of any General Meeting of members and on being so elected, shall enjoy the full privileges of membership.
- 4.6 If the Association is wound up-
 - 4.6.1 every member of the Association; and
 - 4.6.2 every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association-
 - is liable to contribute -
 - i) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - ii) for the costs, charges and expenses of the winding up; and
 - iii) for the adjustment of the rights of the contributories among themselves.
- 4.7
 - a) Any liability under subrule 4.5 is not to exceed \$5.00.
 - b) A former member is not liable to contribute under subrule 4.5 in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

5 INCOME, REMUNERATION OF COMMITTEE, SERVANTS

- 5.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association other than:
 - 5.1.1 remuneration in return for services actually rendered to the Association by the servant or member, or for goods supplied to the Association by the servant or member in the ordinary course of business.
 - 5.1.2 reimbursement for out-of-pocket expenses.

6 ACCOUNTS

- 6.1 True accounts shall be kept-
 - 6.1.1 of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - 6.1.2 of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- 6.2 The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.

7 BANKING AND FINANCE

- 7.1 The Executive shall cause to be opened such account or accounts, in the name of the Association, with any financial institution that is a bank, credit union or building society, as it determines.
- 7.2 The Treasurer of the Association shall cause all moneys received by the Association to be deposited into an account or accounts operated by the Association.

- 7.3 The Executive shall appoint two or more persons to authorise payments and other withdrawals from any account, or accounts, of the Association either by:
- 7.3.1 signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; and/or
- 7.3.2 accessing computerised systems that allow balances and transactions of accounts in the name of the Association to be viewed and can be used to give effect to electronic transfer of funds out of, or between, those accounts.
- 7.4 Any payment or withdrawals under this clause shall be authorised by at least two of the appointed persons.

8 AUDITOR

- 8.1 At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- 8.2 A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed and is eligible for reappointment.
- 8.3 The auditor may only be removed from office by special resolution.
- 8.4 If an auditor is not appointed at an Annual General Meeting or a casual vacancy occurs in the office, the committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting or the casual vacancy occurring.

9 AUDIT OF ACCOUNTS

- 9.1 Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- 9.2 The auditor shall certify as to the correctness of the accounts of the Association and shall provide a written report to the members present at the annual general meeting.
- 9.3 In the report, and in certifying to the accounts, the auditor shall state-
- 9.3.1 whether the information required has been obtained.
- 9.3.2 whether, in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information provided and the explanations given and as shown by the books of the Association; and
- 9.3.3 whether the rules relating to the administration of funds of the Association have been observed.
- 9.4 The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 9.5 The auditor -
- 9.5.1 has a right of access to the accounts, books, records, vouchers, and documents of the Association;
- 9.5.2 may require from the servants of the Association such information and explanations as may be necessary;
- 9.5.3 may employ persons to assist in investigating the accounts of the Association; and
- 9.5.4 may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

10 ANNUAL GENERAL MEETING

- 10.1 The Association shall, in each year, hold an annual general meeting.
- 10.2 The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Committee may determine.
- 10.3 The annual general meeting shall be in addition to any other general meetings

that may be held in the same year.

- 10.4 The ordinary business of the annual general meeting shall be-
- 10.4.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- 10.4.2 to receive from the Committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
- 10.4.3 to elect the officers of the Association and the ordinary committee members; and
- 10.4.4 to appoint the auditor.
- 10.5 The annual general meeting may transact special business of which notice is given in accordance with rule 11.
- 10.6 Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or by an officer of the Association who is nominated by the chairperson of the meeting.

11 SPECIAL GENERAL MEETING

- 11.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.2 The Committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- 11.3 A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 11.4 If the Committee does not cause a special general meeting to be held within twenty-one days from the date on which the requisition therefor is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- 11.5 A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

12 NOTICES OF GENERAL MEETINGS

- 12.1 At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying
 - 12.1.1 the place, day and time at which the meeting is to be held; and
 - 12.1.2 the nature of the business that is to be transacted at the meeting.
- 12.2 A notice is published for the purposes of 12.1 if the notice—
 - 12.2.1 is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - 12.2.2 is sent to each member of the Association at –
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - (iii) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified

of the notice.

13 GENERAL MEETINGS

- 13.1** No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.2** Twenty five percent, or 20 (whichever is the lesser), members personally present (being members entitled under these rules to vote there at) constitute a quorum for the transaction of the business of a general meeting.

14 CHAIRPERSON AT GENERAL MEETINGS

- 14.1** At each general meeting of the Association, the chairperson is to be—
- (a) the President; or
 - (b) in the absence of the President, the Vice-President; or
 - (c) if the Vice-President is also absent, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting,

15 DETERMINATION OF QUESTION

- 15.1** A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of a result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16 METHOD OF VOTING

- 16.1** Upon any question arising at a general meeting of the Association, a member has one vote only.
- 16.2** All votes shall be given personally.
- 16.3**
- 1) Individual members are entitled to vote and have one (1) vote per person.
 - 2) Institutional members are entitled to vote and have one (1) vote per body.
 - 3) All listed family members aged 12 and over are entitled to vote and have one (1) vote per person.
 - 4) Young members aged 12 and over are entitled to vote and have one (1) vote per person.
 - 5) Life members are entitled to vote and have one (1) vote per person.

17 POLLS

- 17.1** If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- 17.2** A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

18 MANAGEMENT OF THE ASSOCIATION

- 18.1** The affairs of the Association shall be managed by a committee of management as provided in rule 19.
- 18.2** The committee-

- 18.2.1 shall control and manage the business and affairs of the Association; and
18.2.2 may, subject to these rules, exercise all such powers and functions as may be exercised by general meetings of members of the Association.

19 COMMITTEE

- 19.1 The committee shall consist of the:
- President
 - Vice-President
 - Secretary
 - Treasurer

- who shall be the officers of the Association and up to eight other members. All committee members shall be elected at the annual general meeting and shall retain office until the end of the next annual general meeting. Any positions not filled at the annual general meeting shall be deemed to be casual vacancies. A retiring committee member shall be eligible for re-election.

- 19.2 In the event of a casual vacancy occurring in the office of committee member, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

20 VACATION OF OFFICE

- 20.1 For the purpose of these rules, the office of an officer of the Association or of a committee member becomes vacant if the officer or committee member-

- 20.1.1 dies;
- 20.1.2 becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
- 20.1.3 becomes a represented person within the meaning of the Guardianship and Administration Act 1995;
- 20.1.4 resigns his office by writing under his hand addressed to the committee;
- 20.1.5 ceases to be resident in the State;
- 20.1.6 fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
- 20.1.7 ceases to be a member of the Association; or
- 20.1.8 fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or committee member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

21 COMMITTEE MEETINGS

- 21.1 The committee shall meet at such place and such times as the committee may determine. The committee may conduct committee meetings and subcommittee meetings at multiple physical venues linked by virtual meeting technology provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place.
- 21.2 Any five members of the committee (or a majority of filled committee positions, whichever is the lesser) attending in person or via electronic communications constitute a quorum for the transaction of the business of a meeting of the committee.
- 21.3 At meetings of the committee-
- 21.3.1 the President shall preside, or
 - 21.3.2 if the President is absent, then the Vice President shall preside, or

- 21.3.3** if the Vice President is also absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 21.4** Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine
- 21.5** If virtual meeting technology is used in holding the meeting, a question arising must be decided by a poll.
- 21.6** Any member of the committee who does not attend three consecutive meetings without leave of absence (which shall not exceed six months) from the committee shall cease to be a member of the committee.

22 DISCLOSURE OF INTERESTS

- 22.1** A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose that interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration and is to leave the meeting while the matter is being considered and not participate in any committee discussions about the matter.
- 22.5** If a member of the committee becomes interested in a contract or arrangement after it is made or entered into that member shall disclose that interest at the first meeting of the committee after which the member becomes so interested.
- 22.6** No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which that member is interested and any such vote is invalid.

23 SUB-COMMITTEES

- 23.5** The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereof.
- 23.6** The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- 23.7** The chairperson of the meeting shall be appointed by the committee.
- 23.8** A quorum for a sub-committee shall be set by the committee.

24 EXECUTIVE COMMITTEE

- 24.5** The President, Vice President, Secretary and Treasurer constitute an executive committee, which may make decisions on matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

25 MINUTES

- 25.5** The committee shall cause minutes to be recorded in writing for that purpose of all-
- 25.5.1** the names of the committee members present at each meeting of the committee and the names of committee and other members present at sub-committee meetings;
- 25.5.2** declarations made or notices given by any committee member (either generally or specifically) of that member's interest in any contract, proposed contract or of any holding of any office or property by which any conflict of interest may arise;
- 25.5.3** orders made by the committee and sub-committees; and
- 25.5.4** resolutions and proceedings of general meetings and of meetings of the committee and sub-committees and such minutes, if purporting to be signed by

the Chairman of the meeting to which they relate or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

- 25.6** The responsibility for these minutes shall be the Secretary's and in his/her absence, the person appointed by the Committee.

26 ANNUAL FINANCIAL YEAR

- 26.5** The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June next following.

27 DISPUTES

- 27.5** Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

28 ALTERATIONS TO CONSTITUTION

- 28.5** These rules may be altered from time to time by special resolution in accordance with rule 11. Such resolutions may be dealt with by a general meeting of the Association and the support of 75% of the members personally present and entitled to vote is required for adoption. ...

29 WINDING UP

- 29.5** Winding up of the Association shall be effected in accordance with Sections 32 and 33 of the Associations Incorporation Act 1964, subject to the proviso that if upon winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall if practicable, be given or transferred to some other Institution or Institutions having objects similar to those of this Association or such other public benevolent institution as the members may decide and which will prohibit the distribution of its or their income and property among its or their members.
