

NEW SPRINGS LANDCARE GROUP CONSTITUTION

Date: September 2024



1. NAME

1. The body shall be known as the "New Springs Landcare Group Incorporated"

2. INTERPRETATIONS

2.1 In these rules unless otherwise stated –

- "Group" means The New Springs Landcare Group Incorporated.
- "Area" shall mean the Charleston sub catchment of the upper Onkaparinga River catchment.
- "Committee" means the Management Committee of the New Springs Landcare Group Incorporated.
- "Member" means a member of the Group.
- "Meeting" means a general meeting of members convened in accordance with these rules.

2.2 In these rules any reference to one gender will be interpreted as a reference to any gender.

3. OBJECTS AND PURPOSE

- 3.1 To identify land and water management practices which threaten the sustainability of the area.
- 3.2 To initiate research with the aim to understand how, why and to what extent the factors and management practices described in sub rule 3.1 effect the sustainability of the area.
- 3.3 To promote and encourage community interest and involvement in sustainable management practices through the sharing of research information and advice, the demonstration of good management practices and the public's participation in specific work projects.
- 3.4 To identify and signpost areas available for public inspection where good landcare and water management practices are in operation in order to promote the work of the Group and assist in the education of the community and general public.
- 3.5 To facilitate cooperation among the various statutory bodies, community groups and landholders whose activities impact on the area.
- 3.6 To educate and inform the community about landcare and water issues through field days, informative meetings and newsletters.

4. POWERS

- 4.1 To seek funding for projects specifically designed to achieve the Group's objects and purpose.
- 4.2 To appoint, employ and remunerate such persons, officers, servants, employees, consultants and contractors and specifically a project office where remuneration has been specifically applied for and approved as project funds.
- 4.3 To enter into any contracts, agreements, arrangements and understandings considered necessary by the Group to achieve its objects and purpose.
- 4.4 To take all reasonable measures to effectively achieve the objects and purpose of the Group in accordance with sound technical, environmental, financial, social and economic practices.
- 4.5 To create subcommittees and/or working parties in order to carry out the objects of the Group acting upon the instructions of the committee. All deliberations of the said committees and/or working parties are required to be presented to the committee and ratified by consensus. Where consensus cannot be reached, the decision shall be made by a simple majority.
- 4.6 To do all things necessary or considered desirable by the Group for the purpose of achieving or carrying into effect any of the foregoing.
- 4.7 The following duties are to be observed while exercising the powers of the Group:
- To act honestly;
 - To act with due care and diligence;
 - Not to gain by improper use of position and power;
 - Only to act to further the objectives of the Group; and
 - To act in accordance with the guidelines in the Group Constitution and the Incorporated Associations Act.

5. INCORPORATION

- 5.1 The Group shall be incorporated according to the regulations of the Associations Incorporation Act 1985.

6. MEMBERSHIP

- 6.1 Membership of the Group shall be open to all persons who are residents in or own property within the defined area or near environs and to persons who represent a relevant body or group within the defined area or near environs.
- 6.2 Membership of the Group is by expression of interest lodged with the secretary of the committee and on acceptance of the application by the committee.
- 6.3 The Group shall keep a register of members, known as "Members Register" and details of all members are to be recorded therein.



Constitution approved on 8 October 2024

6.4 To assist the Group in achieving its objectives and purpose committee membership may be extended to:

- An officer of a relevant Government department
- A representative of the National Landcare Program

However, unless compliances with sub rule 6.1 is evident, that *committee member may not hold any voting rights.*



6.5 Members of the Group will not be held liable, accountable or responsible for any decisions or action instituted by the committee of behalf of the Group.

7. SUBSCRIPTIONS

7.1 The subscription fees for membership shall be such a sum as the members shall determine from time to time in general meeting.

7.2 Subscription fees for membership shall be payable annually on 1st July or at such time as the committee shall determine from time to time.

7.3 Any member whose subscription is outstanding for more than three months are the due date for payment shall cease to be a member of the Group, provided always that the committee may reinstate such a person's membership on such terms it thinks fit.

8. RESIGNATION

8.1 A member may resign from membership of the Group by giving written notice thereof to the secretary of the Group. Upon acknowledgement and acceptance of the resignation by the committee that member's may be struck from the "Members Register".

8.2 A member shall be deemed to have resigned from membership of the Group if they no longer comply with sub rule 6.1. That member's membership may be terminated without notice and the same struck from the "Members Register".

9. EXPULSION OF A MEMBER

9.1 Subject to giving a member an opportunity to be heard or make written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests and goodwill of the Group.

9.2 Particulars of the charge shall be communicated to the member at least fourteen days before the meeting of the committee at which the matter shall be determined.

9.3 The determination of the committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to rule 9.4 cease to be a member and struck from the "Members Register" fourteen days after the committee has communicated its determination to the member.

9.4 It shall be open to the member to appeal to the Group in a general meeting against the expulsion. The intention to appeal shall be communicated to the

secretary of the committee within fourteen days after the determination has been communicated to the member.

- 9.5 In the event of an appeal under sub rule 9.4 the appellant's membership not be terminated unless the determination of the committee to expel the member is upheld by a 51% majority of the members of the Group present at the general meeting after the appellant has been heard and in such event membership shall be terminated and that member struck from the "Members Register" as at the date of the general meeting at which the determination of the committee is upheld.



10. COMMITTEE

- 10.1 The affairs of the Group, including assets and liabilities of the Group, shall be managed and controlled exclusively by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objectives of the Group and are not by these rules required to be done by the Group in general meeting.
- 10.2 The committee shall comprise a Chairperson, Deputy Chairperson, Secretary, Treasurer, and at least two executive members.
- 10.3 The first committee of the Group shall be comprised of such persons as hold office prior to the adoption of this first constitution dated September 2024. The first committee shall hold office until the first annual general meeting at which time all of the members of the committee shall retire from the committee and be eligible for reappointment. At each subsequent annual general meeting all of the members of the committee shall retire and be eligible for reappointment.
- 10.4 The management committee may appoint a member to fill a casual vacancy and such a committee member shall hold office until the next annual general meeting of the Group and shall be eligible for reappointment.
- 10.5 A retiring committee member shall be eligible to stand for re-election without nomination. A person not being a retiring committee member shall be eligible to stand for election by nomination via email or from the floor.
- 10.6 If only the required number of persons are nominated to fill existing vacancies, the Secretary of the committee shall report accordingly to the annual general meeting and the Chairperson shall declare such persons duly elected as committee members.

11. DISQUALIFICATION OF COMMITTEE MEMBERS

- 11.1 The office of committee member shall become vacant if a committee member is:
- Expelled under these rules.
 - Ceases to be eligible for membership under sub rule 6.1 or 6.4.
 - Incapacitated by ill health.
 - Liable to be dealt with in any way under the laws relating to mental health.

- Absent without apology for more than three consecutive meetings, or more than four committee meetings in any one financial year.

12. PROCEEDINGS OF COMMITTEE

- 12.1 The committee shall meet to conduct business at least four times per calendar year and in such a place and at such a time that is convenient to a 51% majority of committee members.
- 12.2 Notice of each meeting together with previous meeting minutes and copies of any papers for discussion shall be provided to each committee member at least seven days prior to the next committee meeting.
- 12.3 A quorum for a meeting of the committee shall be set at 5 committee members.
- 12.4 Questions arising at any meeting shall be decided by a majority of votes and in the event of equality votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 12.5 A member of the committee having a pecuniary interest in a contract or project or a proposed contract or proposed contract or project of the Group must disclose to the committee as soon as possible, in writing, the nature and extent of the conflict and interest and shall not vote in respect to that issue.
- 12.6 No committee member may hold more than one office concurrently except in an acting capacity.

13. RULES

- 13.1 Subject to approval by a resolution of members of the Group at a general meeting, these rules may be altered (including an alteration to name) or be rescinded and replaced by substitute rules.
- 13.2 The rules shall bind the Group and every member of the Group to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

14. MEETINGS

- 14.1 The committee may call a special general meeting at any time and shall call an annual general meeting in accordance with these rules.
- 14.2 Notice of an annual general meeting shall be provided to each member of at least twenty-eight days prior to the meeting.
- 14.3 The first annual general meeting shall be held concurrently or within six months after the adoption of this first constitution dated September 2024 and thereafter in the second half of each year.
- 14.4 Upon a requisition in writing of not less than 25% of the total number of members of the Group the committee shall within one month of the requisition convene a special general meeting for the purpose specified in the requisition.



- 14.5 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 14.6 If a special general meeting is not convened within one month as required by sub rule 14.4 the requisitioners may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and for this purpose the committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting a meeting shall be borne by the Group.
- 14.7 Subject to sub rules 14.2 and 14.8 at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting the order of the business at the meeting shall be – the consideration of the accounts and reports of the committee and auditors, the appointment of auditors and committee members and any other business requiring consideration of the Group in general meeting.
- 14.8 Notice of the meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.
- 14.9 A notice may be given by the Group to any member by serving the member with the notice personally or by sending it by post to the address shown in the "Members Register".
- 14.10 Where notice is sent by post, service of this notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail or placed in their postal box for collection by an authorised employee of Australia Post.
15. PROCEEDINGS AT MEETINGS
- 15.1 A quorum at any general meeting shall be 25% of all registered members.
- 15.2 If within 15 minutes after the time appointed for the meeting of a quorum of members is not present a meeting convened upon requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and same place and if at such an adjourned meeting a quorum is not present within thirty minutes of the time appointed for the members the members present shall form a quorum.
- 15.3 The Chairperson of the committee or if there shall be no Chairperson then the Vice Chairperson of the committee, or in their absence or in their declining to take or retiring from the chair, one of the committee members chosen by meeting shall preside as Chairperson at a general meeting of the Group.
- 15.4 The Chairperson with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.



- 15.5 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 15.6 At any general meeting a resolution put to a vote shall be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number of proportions of the votes recorded in favour of or against the resolution.
- 15.7 If a poll is demanded on the election of a Chairperson of a meeting or any question of adjournment shall be taken at a meeting without adjournment.



16. MINUTES

- 16.1 Minutes of proceedings of meetings of the Group, and of meetings of the committee shall be entered into Group's record keeping system within one month of the relevant meeting.
- 16.2 The minutes kept pursuant to this rule shall be endorsed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting after acceptance by the committee as being a true and accurate record of that meetings proceedings and noted in the subsequent minutes.

17. VOTING RIGHTS

- 17.1 Subject to these rules each member present or by proxy shall be entitled to one vote.
- 17.2 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Group to represent it at a particular meeting or at all meetings of the Group. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Group for all purposes until the authority to represent the corporate member is revoked.

18. PROXIES

- 18.1 A member shall be entitled to appoint in writing a natural person to be his proxy and to attend and vote at any meeting of the Group.

19. FINANCIAL YEAR

- 19.1 The first financial year of the Group shall end on the 30th of June and thereafter the financial year shall end of the 30th of June of each and every year.

20. ACCOUNTS

- 20.1 The Group shall keep all such accounting records as are required by the Associations Incorporation Act 1985 and any sponsoring body and as necessary to correctly record and explain the financial transactions and financial position of the Group.

21. AUDIT

21.1 The accounts and activities of the Association shall be subject to audit as specified by the Act.

21.2 An auditor shall be appointed at the Annual General Meeting. The auditor shall be a registered auditor, a member of the Australian Society of Accountants in Australia or the Institute of Chartered Accountants in Australia or a person approved by the Commission.

21.3 The report of the Auditors and the accounts of the Association shall be submitted to the Annual General meeting of the Association which shall be held within five months after the end of its financial year.



22. ASSETS AND INCOME

22.1 The assets and income of the Group shall be applied solely in the furtherance of the Group's objects and purpose and no portion shall be distributed directly or indirectly to its members except as a *bona fide* compensation for services rendered or expenses incurred on behalf of the Group.

22.2 If after the winding up of the Group there remains any assets, such assets shall be used for charitable purposes or distributed to another charity after consultations with the members, excepting any unspent portion of a grant from a sponsoring body which shall be refunded to the sponsoring body.

23. DISSOLUTION

23.1 Subject to a resolution at a special general meeting, the association may be dissolved or wound up by one of the following methods:

- Winding Up
- Members Voluntary Winding Up
- Voluntary Administration
- Deregistration

in accordance with the Association Incorporation Act 1985.