



Constitution

CONSTITUTION

MID COAST 2 TOPS LANDCARE CONNECTION INCORPORATED

Incorporation Number	Y1900995
Incorporation date	8 August 2019
Australian Business Number (ABN)	37 802 090 822

File name and version	MC2T Constitution 2025
Date	15 September 2025

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1 Name

The name of the Association is Mid Coast 2 Tops Landcare Connection Incorporated (the **Association**).

2 Principal purpose and powers

- (a) The Association is a not-for-profit incorporated association.
- (b) The Principal Purpose for which the Association is established is to protect and enhance the natural environment within the Area, including by:
 - (i) representing, promoting and advocating on behalf of community-based Landcare and community driven sustainable natural resource management;
 - (ii) representing the interests of members to all levels of government and the relevant Local Land Services regional body;
 - (iii) representing the interests of members to Landcare NSW Limited;
 - (iv) promoting and implementing sustainable agriculture and natural resource management in order to protect and rehabilitate the natural environment;
 - (v) building and maintaining Landcare community networks;
 - (vi) seeking and administering grants on behalf of members (where appropriate);
 - (vii) sharing knowledge and skills with members to promote best practice;
 - (viii) promoting Landcare, Coastcare, Bushcare and associated brands;
 - (ix) developing policies and programs that encourage and educate the community in sustainable agriculture and natural resource management;
 - (x) advocating for ecological sustainable development; and
 - (xi) incorporating Indigenous knowledge in natural resource management practices.
- (c) Solely to carry out the Principal Purpose, the Association may exercise all of the powers of an individual and an association under the Act.

3 Not-for-profit

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

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

4 Membership

4.1 General

The Association must have at least five members.

4.2 Eligibility

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

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

4.3 Membership classes

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

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

4.4 Application

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

4.5 Admission

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

4.6 Joining fee and annual membership fee

- (a) The Committee may charge an annual membership fee and determine the amount of the annual membership fee from time to time.
- (b) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:
 - (i) the full annual membership fee;
 - (ii) a pro rata annual membership fee based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Committee.
- (c) The annual membership fee is due and payable on the date set by the Committee each year.
- (d) The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.
- (e) If a member does not pay their annual membership fee within 90 days of receiving a notice of payment from the Association, the member is deemed to have resigned their membership.

4.7 Register of members

- (a) The Secretary must ensure that a register of members (referred to as a "**Register**" throughout this Constitution) is established and maintained.
- (b) The Register:
 - (i) may be in written or electronic form;
 - (ii) must include, for each current member:
 - (A) the member's full name;
 - (B) a residential, postal or email address;

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

4.8 Ceasing to be a member

- (a) A person ceases to be a member on:
 - (i) resignation;
 - (ii) expulsion in accordance with clause 4.9;
 - (iii) deemed resignation in accordance with clause 4.6(e);
 - (iv) the Committee deeming, in its sole discretion, the member to be an untraceable member because the person has not responded to correspondence within 60 days;

- (v) failing to satisfy the relevant eligibility requirements for the member's membership class and the membership not being transferred to another membership class;
- (vi) in the case of a natural person:
 - (A) death; or
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health.
- (vii) in the case of a Landcare Member Group:
 - (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it; or
 - (C) being insolvent.
- (viii) In the case of an Ordinary Member:
 - (A) When they cease to be a committee member or convenor (or similar role) of a Landcare Member Group
- (b) A member whose membership is terminated will be liable for all monies due by that member to the Association.
- (c) The Committee may, in its sole discretion, refund all or part of any joining fee or annual membership fee in the event of a person ceasing to be a member, either on a pro rata basis or otherwise.
- (d) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith to remove a member from the Registers under this clause.
- (e) Any person who for any reason ceases to be a member must not represent themselves in any manner as being a member.
- (f) A right, privilege or obligation that a person has because the person is a member:
 - (i) cannot be transferred to another person; and
 - (ii) terminates once the person ceases to be a member.

4.9 Discipline of members

- (a) The Committee may take disciplinary action against a member in accordance with this clause 4.9 if it considers there are sufficient grounds to do so.
- (b) The grounds upon which the Committee may take disciplinary action against a member include, without limitation:
 - (i) non-compliance with this Constitution;
 - (ii) breach of the member Code of Conduct (if any); and

- (iii) engagement in conduct prejudicial to the Association.
- (c) The Committee may not resolve to suspend or expel a member outside of a Committee meeting.
- (d) If the Committee intends to consider a resolution to suspend or expel a member, it must notify the member in writing at least seven days prior to the relevant Committee meeting:
 - (i) of the date, place and time of the meeting where the resolution will be considered;
 - (ii) of the intended resolution and the grounds on which it is based; and
 - (iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (e) After considering any oral or written explanation or submission, the Committee may resolve to:
 - (i) take no further action;
 - (ii) warn the member;
 - (iii) suspend the member's rights for up to twelve months;
 - (iv) expel the member;
 - (v) refer the decision to an unbiased, independent person on conditions that the Committee considers appropriate (however, the person can only make a decision that the Committee could have made under this clause); or
 - (vi) require the matter to be determined at a general meeting.
- (f) A decision of the Committee pursuant to this clause (or an independent person or the general meeting pursuant to clauses 4.9(e)(v) and 4.9(e)(vi) respectively) is final.
- (g) A person who has been expelled may apply to be readmitted as a member.
- (h) No person may become a Committee member following expulsion or while suspended unless they are subsequently readmitted as a member.

4.10 Landcare Member Group representatives

- (a) A Landcare Member Group must appoint an individual as its representative.
- (b) A representative may exercise any and all powers of the member unless the appointment specifies otherwise.
- (c) The appointment may be made by reference to a position held.
- (d) A Landcare Member Group may appoint more than one representative, but only one representative may:
 - (i) exercise the member's powers at any one time.
 - (ii) be counted for the purpose of determining a quorum.

4.11 Liability of members

The liability of members to contribute to the:

- (a) debts and liabilities of the Association; and
- (b) costs, charges and expenses of the winding up of the Association;

is limited to any unpaid joining fee or annual membership fee.

5 General meetings

5.1 Convening general meetings

- (a) The Committee may call a general meeting.
- (b) Members with at least 10% of the votes that may be cast at a general meeting may request that the Committee convenes a general meeting (referred to as a **“Request”** for the purpose of this clause 5).
- (c) The Request must:
 - (i) be in writing;
 - (ii) be delivered to the Association; and
 - (iii) include any resolution to be proposed at the meeting.
- (d) Unless the Request includes a proposed resolution that:
 - (i) would be in conflict with this Constitution, the Act or any applicable law;
 - (ii) is beyond the legal powers of the Association or its members; or
 - (iii) is inconsistent with the Principal Purpose;the Committee must give all members notice of a general meeting within 21 days of the Request and hold the general meeting within two months of the Request.
- (e) If the Committee is required by clause 5.1(d) to call a meeting and does not do so within 21 days of a Request:
 - (i) 50% or more of the members who made the Request may call a general meeting; and
 - (ii) the Association must pay the members who made the Request any reasonable expenses they incur because the Committee did not call and hold the meeting.
- (f) To call and hold a meeting under clause 5.1(d), the members must:
 - (i) as far as possible, follow the general meeting procedures in this Constitution; and
 - (ii) hold the general meeting within three months after making the Request.
- (g) Any meeting that is held following a Request:
 - (i) must only consider the resolution proposed within the Request; and
 - (ii) may not consider any other business.

5.2 Changes to general meeting arrangements

- (a) The Committee may change the venue for, postpone or cancel a general meeting called under clause 5.1(a).
- (b) If a change is made under clause 5.2(a):
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
 - (iii) clause 5.5 does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

5.3 Entitlement to receive notice

Notice of a general meeting:

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

5.4 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution); and
- (f) state that proxy voting is not permitted.

5.5 Timing of notice

All members must be provided with:

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

5.6 Annual general meeting

- (a) The Committee must hold an annual general meeting at least once in every calendar year, within six months of the end of the financial year.
- (b) The business of an annual general meeting includes the following (even if not stated in the notice of meeting):

- (i) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
- (ii) receiving reports from the Committee on the Association's activities during the previous financial year;
- (iii) electing Office Bearers and ordinary Committee members;
- (iv) receiving and considering financial statements or reports required to be submitted to members of the Association under the Act; and
- (v) the appointment of any auditor.

5.7 Chairperson of general meetings

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

5.8 Quorum for general meetings

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

- (d) When determining a quorum:
 - (i) Only one representative may be counted for each Landcare Member Group;
 - (ii) no individual may be counted more than once; and
 - (iii) a suspended member must not be counted.

5.9 Adjournment of general meetings

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

6 Voting at general meetings

6.1 Voting rights

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

6.2 Method of voting

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

- (e) Members and representatives of Landcare Member Groups may vote in person or by technology.

6.3 Decisions of the members

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

6.4 Seconding

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

6.5 Proxies

Proxy voting is not permitted.

6.6 Use of virtual meeting technology in general meetings

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

6.7 Postal and electronic ballots

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

7 Dispute resolution

- (a) The Committee will determine the procedure to be followed to determine any dispute under this Constitution arising between:
 - (i) a member and another member;
 - (ii) a member and the Committee; and
 - (iii) a member and the Association.

- (b) The Committee must ensure that:
 - (i) a member may appoint any person to act on behalf of the member in the grievance procedure;
 - (ii) each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (iii) the outcome of the dispute is not determined by a biased decision-maker.

8 Committee

8.1 Number of Committee members

At all times, the Association must have at least three and no more than ten Committee members.

8.2 Composition of Committee

- (a) The Committee consists of:
 - (i) the following Office Bearers:
 - (A) the President;
 - (B) the Secretary; and
 - (C) the Treasurer;
 - (ii) a Vice President, if an individual nominates for and is elected to that Office Bearer position in accordance with clause 8.4; and
- (b) An Office Bearer may hold up to two offices, other than both the offices of President and Vice President.
- (c) Ordinary Committee members make up the remainder of the Committee.

8.3 Eligibility

- (a) Any natural person who is committed to the Principal Purpose is eligible to be an Office Bearer or ordinary Committee member (and referred to as an “**Eligible Person**” throughout this Constitution) provided:
 - (i) the person is a member;
 - (ii) the person has consented in writing to be a Committee member;
 - (iii) the person has suitable qualifications, skills and experience to discharge the functions of a Committee member, as determined by the Committee or any nominations committee appointed by the Committee from time to time; and
 - (iv) the person is not ineligible to be a Committee member under:
 - (A) the *Corporations Act 2001* (Cth); or
 - (B) the Australian Charities and Not-for-profits Commission (ACNC) Legislation.
- (b) Clause 8.2(a)(iii)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.4 Committee members and Office Bearers elected by the members

- (a) Elections for Committee member positions must be held at an annual general meeting in accordance with clauses 8.4(b)-(g) below.
- (b) Nominations for Committee member positions must:
 - (i) be made in writing;
 - (ii) state if the nomination is for a specified Office Bearer or ordinary Committee member position;
 - (iii) be signed by a nominator and seconder, not including the candidate, both of whom must be members;
 - (iv) be signed by the nominee; and
 - (v) contain any information prescribed by the Committee.
- (c) Nominations must be submitted to the Secretary at least ten business days before the date of the relevant general meeting.
- (d) If the Committee or any nominations committee appointed by the Committee determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 8.3 and the nomination requirements in clauses 8.4(b)-(c), the nominee will become an approved candidate.
- (e) If:
 - (i) the number of approved candidates for each Office Bearer and ordinary Committee member position is less than the number of vacant positions:
 - (A) the candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their appointment; and
 - (B) the Committee may fill the remaining positions in accordance with clause 8.5;
 - (ii) the number of approved candidates for each Office Bearer and ordinary Committee member position is equal to the number of vacant positions – the candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their election; and
 - (iii) the number of approved candidates for each Office Bearer and ordinary Committee member position is greater than the number of vacant positions – a ballot must be held for those positions in accordance with clause 8.4(f).
- (f) Ballots for elections held under this clause 8.4:
 - (i) will be conducted at the relevant annual general meeting in such usual and proper manner as the Committee may direct; and
 - (ii) may be held by post or electronically in accordance with clause 6.7

- (g) The results of an election held at an annual general meeting under this clause 8.4 must be announced at the annual general meeting.

8.5 Committee members appointed by the Committee

The Committee may:

- (a) appoint an Eligible Person to be a Committee member to fill a casual vacancy, including a casual vacancy in an Office Bearer role; and
- (b) appoint an Eligible Person as an additional Committee member (subject to the maximum specified in clause 8.2)

8.6 Term of office

- (a) The term of office of a Committee member elected by members under clause 8.4:
 - (i) is one year (unless a different period is specified in the resolution);
 - (ii) commences at the end of the annual general meeting at which they are elected; and
 - (iii) expires at the end of the first annual general meeting following the election (or at the end of the period specified in the resolution).
- (b) The term of office of a Committee member appointed by the Committee under clause 8.5
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first annual general meeting following the appointment.

8.7 Ceasing to be a Committee member

- (a) A person stops being a Committee member, and a casual vacancy is created, if they:
 - (i) resign by written notice to the Association;
 - (ii) are removed by resolution of the members at a general meeting;
 - (iii) are absent without leave of the Committee from:
 - (A) three consecutive Committee meetings; or
 - (B) four Committee meetings over 12 months;
 - (iv) die or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
 - (v) are directly or indirectly interested in any contract or proposed contract with the Association and fail to declare the nature of the interest as required by the Act; or

- (vi) become ineligible to be a Committee member under:
 - (A) the *Corporations Act 2001* (Cth); or
 - (B) the ACNC Legislation.
- (b) A person who has ceased to be a Committee member must return original copies of any relevant document to the Committee within 14 days of the date they ceased to be a Committee member.

8.8 Insufficient Committee members

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

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

8.9 Defects in appointment of Committee members

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

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

8.10 Register of Committee members

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

9 Committee decision making

9.1 Convening Committee meetings

- (a) A Committee member may convene or ask the Secretary to convene a Committee meeting.
- (b) The Committee must meet as often as the Committee members deem it necessary to carry out their role and at least three times in each twelve-month period.

9.2 Notice of Committee meetings

- (a) Written notice of Committee meetings must be given to every Committee member at least 48 hours prior to the meeting (unless the Committee unanimously waives this requirement).
- (b) A notice of a Committee meeting:
 - (i) must specify the place, day and time of the meeting;
 - (ii) must provide details of any technology that will be used to facilitate the meeting; and

- (iii) does not need to specify the nature of the business to be transacted at the meeting.

9.3 Quorum for Committee meetings

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

9.4 Use of virtual meeting technology in Committee meetings

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

9.5 Chairperson of Committee meetings

- (a) The President will preside as chairperson at Committee meetings.
- (b) If there is no President, the President is not present within 15 minutes after the commencement time or the President is unwilling to act as chairperson for all or part of the meeting:
 - (i) if there is a Vice President – the Vice President will be the chairperson; and
 - (ii) if there is no Vice President or the Vice President is not present or willing and able to be the chairperson during all or part of the meeting – the Committee members present may elect a Committee member to be chairperson of the meeting or part of it.

9.6 Decisions of the Committee

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

9.7 Resolutions without meetings

- (a) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.
- (b) If the Committee transacts business by the circulation of papers, a written resolution may be passed without a meeting if the 75% of the Committee members entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.

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

10 Committee members' powers and duties

10.1 Powers of the Committee

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

10.2 Duties of Committee members

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

10.3 Establishment of sub-committees

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

10.4 By-laws

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

11 Disclosure and management of interests

- (a) If:
 - (i) a Committee member has a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting; and
 - (ii) the interest appears to raise a conflict with the proper performance of the Committee member's duties in relation to the consideration of the matter;the Committee member must, as soon as possible after the relevant facts have come to the Committee member's knowledge, disclose the nature of the interest at a Committee meeting.
- (b) A disclosure by a Committee member at a Committee meeting that the Committee member:
 - (i) is a member, or is in the employment, of a specified company or other body;
 - (ii) is a partner, or is in the employment, of a specified person; or
 - (iii) has some other specified interest relating to a specified company or other body or to a specified person;is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under clause 11(a).
- (c) Particulars of all disclosures made under this clause 11 must be recorded in a register of interests.
- (d) After a Committee member has disclosed the nature of an interest in any matter, the Committee member must not, unless the remaining Committee members otherwise determine:
 - (i) be present during any deliberation of the Committee with respect to the matter; or
 - (ii) take part in any decision of the Committee with respect to the matter.

12 Office Bearers and Chief Executive Officer

12.1 Appointment of Office Bearers

- (a) Office Bearers are elected at an annual general meeting in accordance with clause 8.4.
- (b) The term of office of an Office Bearer:
 - (i) is one year (unless a different period is specified in the resolution);

- (ii) commences at the end of the annual general meeting at which they are elected; and
 - (iii) expires at the end of the first annual general meeting following the election (or at the end of the period specified in the resolution).
- (c) An Office Bearer may be appointed for more than one consecutive term.
- (d) There is no maximum number of consecutive terms that an Office Bearer may serve.
- (e) The Committee may remove or suspend a person from holding any Office Bearer position by resolution passed at a Committee meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Committee members present; and
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

12.2 Public Officer

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

12.3 Chief Executive Officer

- (a) The Committee may appoint a Chief Executive Officer for a term, at the remuneration and on the conditions that it deems fit.
- (b) The Chief Executive Officer must not be a Committee member.
- (c) Subject to any contract between the Association and the Chief Executive Officer, the Committee may remove the Chief Executive Officer at any time, with or without cause.
- (d) The Committee may:
 - (i) confer powers, discretions and duties on the Chief Executive Officer as it sees fit;

- (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
- (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.
- (e) The Chief Executive Officer may attend and speak at Committee meetings but may not vote.

13 Indemnities and insurance

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

14 Administration

14.1 Minutes

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

14.2 Inspection of books and records

- (a) Members may inspect and obtain copies of this Constitution, minutes of Committee meetings and general meetings and records, books and other documents relating to the Association in accordance with the Act.
- (b) The Committee may refuse to allow a member to inspect or obtain copies of a document in clause 14.2(a):
 - (i) that relates to confidential, personal, commercial, employment or legal matters; or

- (ii) if the Committee considers it would be prejudicial to the interests of the Association for the member to do so.
- (c) If the Association provides access to this Constitution on the Association's website or on ACNC charity register, the Committee will be deemed to have allowed a member to inspect and copy the Constitution, unless the member informs the Association that they are unable to access the Constitution on either website.

14.3 Common seal

The Association does not have a common seal.

14.4 Authorised signatories

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

14.5 Execution of documents

The Association may execute documents by the signature of two authorised signatories or as approved by the Committee.

15 Audit and finance

15.1 Accounts and other records of the Association

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

15.2 Audit

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

15.3 Financial year

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

15.4 Source of funds

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

15.5 Management of funds

- (a) The Committee may approve expenditure on behalf of the Association.
- (b) The Committee may authorise the expenditure of funds on behalf of the Association without requiring approval from the Committee for each item on which the funds are expended.
- (c) All bank payments must be made by two authorised signatories or otherwise authorised in accordance with any process determined by the Committee.
- (d) The Committee must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances and the complexity of its financial affairs.
- (e) All payments must be authorised in accordance with any process determined by the Committee.

16 Amending this Constitution

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

17 Notices

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

- (iii) the individual notifies the Association of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18 Gift Fund

18.1 Gift Fund

- (a) This clause 18 only applies while the Association is a Deductible Gift Recipient (DGR).
- (b) The Association must maintain for its Principal Purpose a Gift Fund:
 - (i) which is operated to identify DGR Gifts and deductible contributions;
 - (ii) which is operated to identify and record any money received by the Association because of those DGR Gifts and deductible contributions; and
 - (iii) that does not record any other money or property.
- (c) The Gift Fund shall be kept clearly separate from any other money or property of the Association.
- (d) The Gift Fund will be maintained and used only for the Principal Purpose and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (e) Receipts for DGR Gifts or deductible contributions must state the:
 - (i) name and Australian Business Number of the Association;
 - (ii) date and amount (or value, if property) of the DGR Gifts or deductible contribution;
 - (iii) name of the donor or contributor; and
 - (iv) fact that it was a DGR Gift or deductible contribution (and if it was a deductible contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

18.2 Conduit policy

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

19 Winding up or revocation of endorsement

19.1 General

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

19.2 Distribution of assets on winding up or revocation of endorsement

- (a) If the Association is a Deductible Gift Recipient, any DGR Gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.
- (b) If the Association is a Deductible Gift Recipient and:
 - (i) is wound up; or
 - (ii) ceases to be endorsed as a Deductible Gift Recipient,any DGR Gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient.
- (c) If on the winding up or dissolution of the Association there is a surplus of assets after satisfying all of the Association's liabilities and expenses and complying with clause 19.2(b), the surplus:
 - (i) must not be paid or distributed to a member in their capacity as a member; and
 - (ii) must be given or transferred to a Charity (or Charities) which:
 - (A) has a similar purpose to the Principal Purpose, and
 - (B) prohibits the distribution of income, profit and assets to its members in their capacity as members.
- (d) The members must decide before any winding up, dissolution or revocation which Charity (or Charities) will receive a distribution under clauses 19.2(b)-(c). If the members fail to decide, the matter must be determined by application to the Supreme Court in the State of New South Wales.

20 Interpretation

20.1 Definitions

In this Constitution:

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

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

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

Area means Mid Coast NSW stretching from Hawks Nest in the south to Johns River in the north and west to Barrington Tops and Tapin Tops.

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

authorised signatory means:

- (a) the Public Officer; and

- (b) any Committee member appointed by the Committee under clause 14.4(b)(i) to sign documents on behalf of the Association.

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

chairperson means the person chairing a meeting.

Charity means a charity registered under the ACNC Legislation.

Committee means the group of individuals that are responsible for the governance, strategy and management of the Association.

day means calendar day except public holidays.

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

DGR Gifts means:

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

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

Gift Fund means the gift fund in clause 18.1.

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

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

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

Office Bearer means President, Vice President (if any), Secretary and Treasurer and any other person appointed under clauses 8.4 and 12.1(a).

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

poll is the process of voting.

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

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

Register means the register of members under clause 4.7.

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

special resolution means a resolution passed at a general meeting:

- (a) of which 21 days' notice specifying the intention to propose the resolution as a special resolution has been given pursuant to this Constitution and the Act; and
- (b) by the majority of votes cast by members of the Association who are present at a general meeting and entitled to vote (6.3(a))

20.2 Interpretation

In this Constitution:

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

21 Transitional provisions

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

21.1 Members

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

21.2 Committee members

- (a) The Committee members immediately following the adoption of this Constitution will be those in office at the time of adoption.

Schedule A – Membership classes

Membership class	Eligibility criteria	Voting rights
Landcare Member Group	<p>An incorporated or unincorporated Landcare group that is committed to the Principal Purpose of the Association, including:</p> <ul style="list-style-type: none"> (a) local or place-based Landcare groups (whether incorporated or unincorporated), including, but not limited to, Landcare, Aboriginal, Bushcare, Dunecare, Coastcare or producer groups; (b) special purpose Landcare groups (whether incorporated or unincorporated) that are focused on an issue or concern which is not limited to a particular geographic area; or (c) organisations that engage in natural resource management activities similar to those carried out by Landcare groups. 	Voting
Ordinary Member	A natural person who is a committee member or convenor (or similar role) of a Landcare Member Group and committed to the Principal Purpose of the Association	Voting
Associate Member	A natural person who is a member of a Landcare Member Group or joins MC2T as an individual and is committed to the Principal Purpose of the Association	Not voting