

LANDCARE ASSOCIATION OF SOUTH AUSTRALIA CONSTITUTION
approved by the LASA GM 9th December 2014.

1. NAME

- 1.1 The body shall be known as the “Landcare Association of South Australia” an umbrella group representing groups/individuals undertaking land, water and coastal management activities and incorporating the role of the South Australian Community Landcare Conference Organising Committee.

2. DEFINITIONS

- 2.1 In these rules, unless the contrary appears:

“Association” means The Landcare Association of South Australia;

“Committee” means the Committee of Management of the Landcare Association of South Australia;

“Member” means a member of the Association;

“Meeting” means a general meeting of members convened in accordance with these rules;

“Region” means a Natural Resource Management Board Region in South Australia;

“the Act” means the *Associations Incorporation Act 1985*.

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

3. OBJECTS AND PURPOSE OF THE ASSOCIATION

- 3.1 The objects of the Association are

- i. To assist in setting the future direction of Landcare as a vehicle for indigenous groups, volunteer community groups and individuals undertaking land, water and coastal management activities in natural resource management, in accordance with ecologically sustainable development principles in South Australia.
- ii. To facilitate the exchange of ideas, skills, information and resources between volunteer community groups/individuals in South Australia and between groups and relevant government and non-government agencies.
- iii. To represent the needs and aspirations of Landcare in South Australia to industry, relevant government and non-government agencies.

4. POWERS OF THE ASSOCIATION

- 4.1 The association shall have all the powers conferred by section 25 of the Act.

- 4.2 In addition, the Association shall have the following powers;

- i. To seek funding for projects specifically designed to achieve the Association’s objects and purpose;
- ii. To appoint, employ and remunerate such persons, officers, servants, agents, employees, consultants and contractors and specifically an executive officer, where remuneration has been specifically applied for and approved as part of project funds;
- iii. To enter into any contracts, agreements, arrangements and understandings considered necessary by the Association to achieve its objects and purpose;

- iv. To take all reasonable measures to effectively achieve the objects and purpose of the Association in accordance with sound technical, environmental, financial, social and economic practices;
- v. To create subcommittees and/or working parties in order to carry out the objects of the Association 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 the committee with 66.7% majority vote before becoming Association policy;
- vi. To do all things necessary or considered desirable by the Association for the purpose of achieving or carrying into effect any of the foregoing.

5. INCORPORATION

- 5.1 The Association shall be incorporated in accordance with section 20 of the Act.

6. MEMBERSHIP

- 6.1 Membership of the Association shall be open to all individuals, groups, bodies, Corporations, or committees who
 - 6.1.1 are resident in, or own property within, South Australia;
 - 6.1.2 have a place of business in South Australia;
 - 6.1.3 are incorporated in South Australia; or
 - 6.1.4 are committees of bodies incorporated in South Australia.
- 6.2 Membership of the Association is by expression of interest lodged with the Secretary of the Committee and on acceptance of the application by the Committee.
- 6.3 Register of Members
 - 6.3.1 The Association shall keep a register of Members, known as the "Members Register", and details of all Members are to be recorded therein.
- 6.4 Members' Liability
 - 6.4.1 Members of the Association will not be held liable, accountable or responsible for any decisions or action instituted by the Committee on behalf of the Association.
- 6.5 Details of Member groups, provided on the Membership Application Form, will be available to the public.
- 6.6 Associate membership
 - 6.6.1 Associate membership is open to individuals who are not members of groups.
 - 6.6.2 Associate members are ineligible to vote.
- 6.7 Subscriptions
 - 6.7.1 The subscription fees for membership shall be such sum (if any) as the Committee shall determine from time to time in general meeting.
 - 6.7.2 The subscription fees for membership shall be payable annually on 1 July or at a time that the Committee determines.
 - 6.7.3 Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided

always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

6.8 Resignation

- 6.8.1 A Member may resign from membership of the Association by giving written notice thereof to the Secretary of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.
- 6.8.2 Upon acknowledgement and acceptance of the resignation by the Committee, that Member's name may be struck from the "Members Register".
- 6.8.3 A Member shall be deemed to have resigned from membership of the Association if they cease to comply with sub-rule 6.1. That Member's membership may be terminated without notice and struck from the "Members Register".

6.9 Expulsion of a Member

- 6.9.1 Subject to giving a Member an opportunity to be heard or make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 6.9.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- 6.9.3 The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination, the member shall, subject to sub-rule 6.9.4, cease to be a Member and be struck from the "Members Register" fourteen days after the Committee has communicated its determination to the Member.
- 6.9.4 It shall be open to the Member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the Secretary of the Committee within fourteen days after the determination of the Committee has been communicated to the member.
- 6.9.5 In the event of an appeal under sub-rule 6.9.4, the appellant's membership shall not be terminated unless the determination of the Committee to expel the Member is upheld by a 66% majority of the members of the Association present at the general meeting after the appellant has been heard.

7. THE COMMITTEE

7.1 Power and Duties

- 7.1.1 The affairs of the Association shall be managed and controlled 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 objects of the Association, and are not by the Act or by these rules required to be done by the Association at a general meeting.
- 7.1.2 The Committee has the management and control of the funds and other property of the Association.
- 7.1.3 The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 7.1.4 The Committee shall appoint a public officer as required by the Act.

7.2 Appointment

- 7.2.1 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association and may delegate any of its powers to such officers and employees.
 - 7.2.2 The Committee shall be comprised of not less than 9 members, all of whom shall be financial members of Member bodies of the Association and 1 shall be from the Aboriginal Lands Trust, which is representative of some Aboriginal Community groups in South Australia.
 - 7.2.3 A member of the Committee shall be a natural person.
 - 7.2.4 The first Committee shall hold office until the first Annual General Meeting after adopting the terms of reference, at which at least half of the members of the Committee, who shall be chosen by ballot by the Committee, shall retire from the Committee but be eligible for re-appointment. At each subsequent Annual General Meeting at least 4 of the longest serving members of the Committee shall retire and be eligible for re-appointment.
 - 7.2.5 All persons seeking appointment to the Committee shall be nominated by Regional sub-committees of the Association.
 - 7.2.6 A Region may nominate only one representative to the Committee.
 - 7.2.7 A nominee shall be appointed to the Committee after the Secretary has verified that the nominee is a Member and has been nominated in accordance with these.
 - 7.2.8 The Committee shall elect by ballot a Chairperson, Vice-Chairperson, Secretary and a Treasurer.
 - 7.2.9 The Committee shall appoint an Executive (which must include the Chairperson) to oversee the affairs of any employees of the Committee and to act as a reference group of the Committee when appropriate.
 - 7.2.10 Each Committee member shall hold a particular Executive Position for 2 years and not more than 4 consecutive years.
 - 7.2.11 The Committee may appoint a person to fill a casual vacancy until the next annual general meeting. The appointment must preserve the representation of the Regions on the Committee. Such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
 - 7.2.12 The Committee may appoint from either their own members or from members of the Association such sub-committees as they deem expedient and may refer to any such sub-committees such powers and duties as they may determine at a sub-committee meeting a majority of members of such a sub-committee shall form a quorum.
 - 7.2.13 A Committee member has the right to nominate in writing a proxy who is a member and whose nomination has been supported in writing by the Region represented by the Committee member.
 - 7.2.14 Proxies should have the same voting rights as the Committee member.
 - 7.2.15 Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- 7.3 Proceedings of Committee
- 7.3.1 The Committee shall meet together for the dispatch of 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.

- 7.3.2 Notice of each meeting together with an agenda and copies of any papers for discussion shall be provided to each Committee member at least seven days prior to the next Committee meeting.
- 7.3.3 A quorum for a meeting of the Committee shall be set at 51% of Committee members.
- 7.3.4 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.
- 7.3.5 A member of the Committee having a direct or indirect pecuniary interest in a contract or project or a 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 of interest and shall not vote with respect to that contract or project or proposed contract or project. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.
- 7.3.6 No Committee member may hold more than one office concurrently except in an acting capacity.

7.4 Disqualification of Committee Members

- 7.4.1 The office of a committee member shall become vacant if a Committee member:
 - I is disqualified from being a Committee member by the Act;
 - II is expelled as a member under these rules;
 - III ceases to be eligible for membership under sub-rule 6.1;
 - IV is permanently incapacitated by ill-health;
 - V is liable to be dealt with in any way under the laws relating to mental health;
 - VI is absent without apology for more than three consecutive meetings, or more than four committee meetings in a financial year;
 - VII is no longer the duly appointed representative of a corporate Member.

8. THE SEAL

- 8.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.2 The seal shall not be used without the express authorization of the Committee, and every use of the seal shall be recorded in a minute book of the Association.
- 8.3 The affixing of the seal shall be witnessed by any two of the Association's signatories.

9. MEETINGS

9.1 Annual General Meetings

- 9.1.1 The committee shall call an Annual General Meeting in accordance with the Act and these rules.
- 9.1.2 The first Annual General Meeting shall be held within eleven months after the adoption of this first constitution dated 20th August 1998 and thereafter in August of each year.
- 9.1.3 Notice of an Annual General Meeting shall be provided to each Member at least twenty eight days prior to the Meeting.

- 9.1.4 In the case of an Annual General Meeting the order of the business at the Meeting shall be:
 - 9.1.4.1 Opening of Meeting
 - 9.1.4.2 Apologies
 - 9.1.4.3 Confirmation of Minutes of previous Annual General Meeting
 - 9.1.4.4 Presentation of Annual Report
 - 9.1.4.5 Adoption of Annual Report
 - 9.1.4.6 Presentation of Treasurer's report
 - 9.1.4.7 Adoption of Treasurer's report
 - 9.1.4.8 Election of New Executive
 - 9.1.4.9 Vote of thanks to outgoing Executive
 - 9.1.4.10 General Business
 - 9.1.4.11 Closure

- 9.2 Special General Meeting
 - 9.2.1 The Committee may call a Special General Meeting of the Association at any time.
 - 9.2.2 Upon a requisition in writing of not less than 30% of the total number of Members of the Association, the Committee shall, within one month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition at the cost of the member making the requisition.
 - 9.2.3 Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
 - 9.2.4 If a Special General Meeting is not convened within one month as required in sub-rule 9.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same or as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the requisitioning group.

- 9.3 Notice of General Meetings
 - 9.3.1 Subject to sub-rules 9.3.3 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.
 - 9.3.2 Notice of a 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.
 - 9.3.3 A notice may be given by the Association to any Member by serving the Member with the notice personally, by email or by sending it by post to the address shown in the "Members Register".
 - 9.3.4 Where a notice is sent by post:
 - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at General Meetings

- 9.4.1 30% of all registered members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- 9.4.2 If within 30 minutes after the time appointed for the meeting 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 meeting the Members present shall form a quorum.
- 9.4.3 Subject to 7.2.8, the chairperson shall preside as chairperson at a General Meeting of the Association.
- 9.4.4 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the vice chairperson of the Committee, or in their absence or declining to take or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson of that meeting.
- 9.4.5 The chairperson, with the consent of any meeting at which a quorum is present and where it is 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.
- 9.4.6 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.

9.5 Voting at General Meetings

- 9.5.1 Subject to these rules each Member present, or by proxy, shall be entitled to one vote at a meeting of the Association.
- 9.5.2 Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 9.5.3 A Member being a body corporate or a committee of a body corporate shall be entitled to appoint one person), who is a member of the body corporate to represent it at a particular meeting or at all meetings of the Association. 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 Association for all purposes until the authority to represent the corporate Member is revoked.
- 9.5.4 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 or proportions of the votes recorded in favour of or against the resolution.

- 9.6 If a poll is demanded by the chairperson of the meeting, or by three or more Members present personally or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such a poll shall be determined by ordinary resolution of the meeting, except in the case of a special resolution of Members present at the meeting and entitled to vote do so personally or by proxy, is required.

9.7 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.8 Special and Ordinary resolutions

9.8.1 A special resolution means a resolution that requires not less than 75% of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

9.8.2 An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

10. PROXIES

10.1 Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

10.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

11. MINUTES

11.1 Draft minutes of all proceedings of General Meetings of the Association and of meetings of the Committee shall be available within 2 weeks, authorized at the next meeting and entered within one month after the relevant meeting in minute books kept for that purpose.

16.2 The ratified minutes kept pursuant to this rule shall be signed 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 the meeting's proceedings.

12. FINANCIAL REPORTING

12.1 Financial Year

12.1.1 The first financial year of the Association shall commence on 1 September 1998 and end on 30 June 1999, and thereafter the financial year shall end on 30 June of each and every year.

12.2 Accounts to be kept

12.2.1 The Association shall keep and retain all such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act

12.3 Appointment of Auditor

12.3.1 The Committee shall appoint an Auditor of the Association, in the event that the gross receipts are in excess of \$500,000 per year as per section 3 of the Act, at the first meeting of the new Committee held after the Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

13.1 The assets and income of the Association shall be applied exclusively to the promotion of the Association's objects and purpose and no portion shall be paid or distributed directly or indirectly to its Members or their associates except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

14. WINDING UP

14.1 The Association may be wound up by Ordinary or Special resolution at a Special General Meeting convened for that purpose.

15. APPLICATION OF SURPLUS ASSETS

15.1 If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

15.2 Such organisation or organisations shall be identified and determined by a resolution of members at a General Meeting.

16. RULES

16.1 Subject to approval by a Special Resolution of Members of the Association at a General Meeting, these rules may be altered (including an alteration to name), or be rescinded and replaced by substitute rules.

16.2 The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

16.3 The registered rules shall bind the Association and every Member of the Association to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.