



Landcare Association of South Australia Inc

A member of the National Landcare Network

ABN 20 341 395 200

LANDCARE ASSOCIATION OF SOUTH AUSTRALIA CONSTITUTION



Endorsed at the Annual General Meeting held on 15th November 2022

1. NAME

The body shall be known as the "Landcare Association of South Australia" herein after referred to as the "Association".

2. DEFINITIONS

2.1 In these rules, unless the contrary appears:

- i. "Association" means The Landcare Association of South Australia;
- ii. "Committee" means the Committee of Management of the Landcare Association of South Australia;
- iii. "entitled in law to be on the Board" means not disqualified under South Australian state or Commonwealth law from being a director or office bearer of an Association;
- iv. "Member" means a Financial Organisational or Individual Member or an Associate Member of the Association;
- v. "Financial" Member means any member who is currently financial or less than three (3) months in arrears with their subscription;
- vi. "Meeting" means a general meeting of Members convened in accordance with these rules;
- vii. "the Act" means the *Associations Incorporation Act 1985*;
- viii. "Term" means a period of two years (24 months);

3. OBJECTS AND PURPOSE OF THE ASSOCIATION

- 3.1 The Purpose of the Association - The Landcare Association of South Australia is an inclusive body for all Landcarers and the representative voice for community Landcare in SA. The Association plays an active part in supporting, advocating, and building a stronger voice for all Landcarers.
- 3.2 As the peak body of the community Landcare sector in South Australia the objects of the Association are:
 - i. To assist in setting the future direction of community Landcare as a vehicle for Aboriginal people, volunteer community groups, individuals, landowners, and managers to improve the health of our natural and working landscapes.
 - 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 and advocate for the needs and aspirations of community Landcare in South Australia to industry, relevant government, and non-government agencies.
 - iv. To promote, support and strengthen community Landcare in South Australia and the capacity of community groups and individuals to undertake activities to improve the health of our natural and working landscapes.



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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. All other such lawful acts necessary to further the Objects of the Association, and all powers shall only be exercised in furtherance of the Objects of the Association.

5. INCORPORATION

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

6. MEMBERSHIP

6.1 Organisational Members

- 6.1.1 To be eligible for membership of the Association an organisation must:
 - 6.1.1.1 reside in, have a place of business in or be incorporated in South Australia; and,
 - 6.1.1.2 be a not-for-profit body corporate regardless of the legal type of incorporation or an unincorporated organisation whose rules prevent the disbursement of resources or surplus to Members.
- 6.1.2 Eligible organisations with a commitment to the Objects of the Association can apply in writing to be Organisational Members of the Association.
- 6.1.3 Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be entered upon the Register of Members and become an Organisational Member of the Association.
- 6.1.4 The Committee may refuse organisational membership to any applicant at its discretion.
- 6.1.5 Financial Organisational Members must nominate an official representative who can exercise one vote on behalf of their organisation at General Meetings of the Association. Such a person shall represent the Financial Organisational Member until the authority to do so is revoked.

6.2 Individual Members

- 6.2.1 Individuals with a commitment to the Objects of the Association can apply in writing to be Individual Members of the Association.
- 6.2.2 Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be entered upon the Register of Members and become an Individual Member of the Association.
- 6.2.3 The Committee may refuse Individual Membership to any applicant at its discretion.
- 6.2.4 Individual Members are ineligible to vote unless they are elected to the Committee of Management of the Association.

6.3 Honorary Life Members

- 6.3.1 The Committee may confer honorary life membership on individuals in recognition of outstanding service to the Association.



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- 6.3.2 Honorary Life Members will not be required to pay subscription fees.
- 6.3.3 Honorary Life Members shall have all the rights of Financial Individual Members.

6.4 Associates

- 6.4.1 Any organisation with a commitment to the Objects of the Association and an involvement and interest in the community services sector can apply in writing to be an Associate of the Association.
- 6.4.2 The Committee may refuse Associate status to any applicant at its discretion.
- 6.4.3 Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall become an Associate of the Association.
- 6.4.4 Associates must nominate an official representative as the primary contact point for their organisation.
- 6.4.5 Associates are ineligible to vote and may not nominate any person for election to the Committee.

6.5 Subscriptions

- 6.5.1 The Committee shall determine the annual subscription payable by Members and Associates.

6.6 Register of Members

- 6.6.1 The Association shall keep a register of Members, known as the "Members Register", and details of all Members are to be recorded therein.
- 6.6.2 The Members Register shall include the financial status of Members.

6.7 Termination of Membership

- 6.7.1 Membership or Associate status may be suspended or terminated by majority vote at a Committee meeting, or by resignation in writing to the Secretary.
- 6.7.2 Any suspended or terminated Member may on written notice require the suspension or termination to be reconsidered at a subsequent General Meeting which shall be called within 28 days of receipt of such notice and shall have the power to reinstate the suspended or terminated membership.
- 6.7.3 The Association shall not be required to accept the renewal of membership status of a suspended Member or Associate when renewal next falls due.
- 6.7.4 A suspended or terminated Member will be removed from the Register of Members.

7. THE COMMITTEE

7.1 Power and Duties

- 7.1.1 Unless otherwise stated in these rules or in the Act, the affairs, funds and property of the Association shall be under the control and management of the Committee.
- 7.1.2 The Committee 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.

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- 7.1.3 The Committee may authorise, by delegation in writing, certain of its powers and functions to be exercised by its employees, Members or by other persons.
- 7.1.4 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.
- 7.1.5 The Committee may act for all purposes, notwithstanding any vacancy in its number.
- 7.1.6 The Committee shall appoint a public officer as required by the Act.
- 7.2 **Composition**
 - 7.2.1 The Committee shall consist of:
 - 7.2.1.1 The Association Chairperson
 - 7.2.1.2 The Association Deputy Chairperson
 - 7.2.1.3 A nominee of the Aboriginal Lands Trust or another registered South Australian Aboriginal group or organisation.
 - 7.2.1.4 Four to six Members elected in accordance with the provisions of clause 7.3.
 - 7.2.2 A Member of the Committee shall be a natural person.
 - 7.2.3 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 the Committee, shall retire from the Committee but be eligible for re-appointment.
 - 7.2.4 In order to provide appropriate Committee renewal and encourage innovation, no Committee Member may serve more than three (3) consecutive terms on the Committee.
 - 7.2.5 Any Member who has served three (3) consecutive terms on the Committee must step down and allow a minimum of two (2) terms to elapse before nominating again.
- 7.3 **Elections**
 - 7.3.1 The Committee shall be elected by vote of the Financial Organisational Members at an Annual General Meeting.
 - 7.3.2 Only Financial Organisational Members may exercise a vote at any meeting.
 - 7.3.3 Financial Organisational Members shall have one vote to be exercised by their representatives under clause 6.1.5.
 - 7.3.4 Votes cast in any election shall be counted using a system determined by the Committee.
 - 7.3.5 To be eligible for election to the Committee, a person must be:
 - 7.3.5.1 A Financial Individual Member or Honorary Life Member of the Association and nominated by another Member;
 - 7.3.5.2 a representative under 6.1.5 of a Financial Organisational Member or,
 - 7.3.5.3 an individual nominated for election by the member organisation that they are employed by or volunteer for.

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- 7.3.6 The Secretary, Treasurer, and Deputy Chairperson shall be elected by the Committee from within its membership by majority vote at the first Committee meeting following the Annual General Meeting and shall hold office for one (1) term.
- 7.3.7 No Committee Member may hold more than one office concurrently except in an acting capacity.
- 7.3.8 The Committee may appoint a person to fill a casual vacancy until the next Annual General Meeting.
- 7.3.9 Notice of all persons seeking election to the committee shall be given to all Members of the Association at least 7 days immediately preceding the General Meeting at which the election will take place.
- 7.4 The Association Chairperson
 - 7.4.1 The Chairperson shall be elected for one (1) term by a vote of the Financial Organisational Members at an Annual General Meeting.
 - 7.4.2 Following the end of one (1) term the Chairperson is eligible for re-appointment.
 - 7.4.3 To be eligible for election as the Chairperson, a person must be eligible for election to the committee under clause 7.3.4.
- 7.5 Proceedings of Committee
 - 7.5.1 The Committee shall meet at least four times per calendar year.
 - 7.5.2 The Committee will determine the place, time and manner in which a meeting is called.
 - 7.5.3 A quorum for a meeting of the Committee shall be one more than half of the Committee Members.
 - 7.5.4 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.
 - 7.5.5 A Member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. 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.
 - 7.5.6 A Committee Member has the right to nominate in writing a proxy who is a Member of the Association, and a proxy will have the same voting rights as the Committee member.
 - 7.5.7 The Chairperson is to preside as chairperson at a Committee meeting. If there is no Chairperson or if the Chairperson is not present within 10 minutes after the time fixed for a Committee meeting, the Committee Members may choose one of their number to preside as chairperson at the meeting.
- 7.6 Disqualification of Committee Members



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7.6.1 The office of a Committee Member shall become vacant if a Committee Member:

- 7.6.1.1 resigns in writing to the Secretary;
- 7.6.1.2 is disqualified from being a Committee Member by the Act;
- 7.6.1.3 expelled as a Member under these rules;
- 7.6.1.4 no longer the duly appointed representative of an Organisational Member;
- 7.6.1.5 ceases to be entitled in law to be on the Board;
- 7.6.1.6 is permanently incapacitated by ill-health;
- 7.6.1.7 is absent without apology for more than three consecutive meetings, or more than four committee meetings in a financial year;

7.7 Sub-committees

- 7.7.1 The Committee may appoint a subcommittee consisting of persons considered appropriate by the Committee to help with the conduct of the Association's operations. All deliberations of the said committees and/or working parties are required to be presented to the committee and ratified by the committee before becoming Association policy.
- 7.7.2 A subcommittee may elect a chairperson of its meetings. If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the Members present may choose one (1) of their number to be chairperson of the meeting.
- 7.7.3 A subcommittee may meet and adjourn as it considers appropriate
- 7.7.4 A matter arising at a subcommittee meeting is to be decided by a resolution passed by a majority vote of the Members present at the meeting and, if the votes are equal, the resolution is not passed.

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 authorisation 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 signatories to the Association's bank account.

9. GENERAL 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 Annual General Meeting shall be held within five months after the end of its financial year.
- 9.1.3 Notice of an Annual General Meeting shall be provided to each Member at least twenty-one days prior to the Meeting.

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- 9.1.4 Meetings may be held in person, via phone or via electronic conferencing means and Members must be advised of the appropriate medium and how to access the meeting.
 - 9.1.4.1 The technologies deployed must give all persons entitled to attend a reasonable opportunity to participate despite them not being physically present.
 - 9.1.4.2 Everyone attending the meeting are taken for all purposes (for example, a quorum requirement) to be present at the meeting.
- 9.1.5 In the case of an Annual General Meeting the order of the business at the Meeting shall be:
 - 9.1.5.1 Apologies
 - 9.1.5.2 Confirmation of Minutes of previous Annual General Meeting and any special General Meeting held since that meeting.
 - 9.1.5.3 The consideration of the accounts and reports of the committee.
 - 9.1.5.4 Election of the Chair of the Association
 - 9.1.5.5 Election of Committee members.
 - 9.1.5.6 Any other business requiring consideration by the Association in a general meeting.
- 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 Financial Organisational 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.
 - 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 Meetings may be held in person, via phone or via electronic conferencing means and Members must be advised of the appropriate medium and how to access the meeting.
 - 9.2.4.1 The technologies deployed must give all persons entitled to attend a reasonable opportunity to participate despite them not being physically present.
 - 9.2.4.2 Everyone attending the meeting are taken for all purposes (for example, a quorum requirement) to be present at the meeting.
 - 9.2.5 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 Association.
- 9.3 Notice of General Meetings

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- 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 Meetings may be held in person, via phone or via electronic conferencing means and Members must be advised of the appropriate medium and how to access the meeting.
 - 9.3.4.1 The technologies deployed must give all persons entitled to attend a reasonable opportunity to participate despite them not being physically present.
 - 9.3.4.2 Everyone attending the meeting are taken for all purposes (for example, a quorum requirement) to be present at the meeting.
- 9.3.5 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 Financial Organisational 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 9.4.4, 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, one of the Committee Members chosen by the meeting shall preside as chairperson of that meeting.
- 9.5 Voting at General Meetings
 - 9.5.1 Subject to these rules each Financial Organisational Member present, or by proxy, shall be entitled to one vote at a meeting of the Association.



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- 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 by proxy at that meeting.
- 9.5.3 If the official representative of a Financial Organisational Member cannot attend any General Meeting of the Association, the Financial Organisational Member may from its own officers or Members appoint a proxy to attend and vote in the place of the official representative. The Member organisation must provide written notification of the appointment of proxy to the Secretary of the Association.
- 9.5.4 Unless a poll is demanded by at least five Financial Organisational Members, a question for decision at a General Meeting must be determined by a show of hands.
- 9.5.5 If a poll is demanded by the chairperson of the meeting, or by five or more Financial Organisational Members, it shall be taken in such a manner as the chairperson directs and the result of such a poll is the resolution of the meeting on that question.
- 9.5.6 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.
- 9.6 Special and Ordinary Resolutions
 - 9.6.1 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.
 - 9.6.2 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 Proper minutes of all proceedings of General Meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
 - 11.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the committee (as relevant) at a subsequent meeting.



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- 11.3 The 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 at which the minutes are confirmed.
- 11.4 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid

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.
- 12.3.2 The Association will seek to ensure good governance processes are maintained by reviewing and appointing new auditors every three (3) years.

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 a special resolution at a 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



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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.

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