



Greater Sydney  
**Landcare**  
Network Inc

Greater Sydney Landcare Network Inc.

# Constitution

V6.1 August 2017

# Constitution

## Greater Sydney Landcare Network Inc.

Version 6.1

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### Contents

- 1 Organisation’s Name ..... 3
- 2 Objective ..... 3
- 3 Principal Activities ..... 3
- 4 Membership ..... 3
  - 4.1 Membership generally ..... 3
  - 4.2 Cessation of membership..... 4
  - 4.3 Membership entitlements not transferable..... 4
- 5 Meetings..... 4
  - 5.1 Meeting frequency ..... 4
  - 5.2 Decision Making ..... 5
  - 5.3 Quorum for General Meetings ..... 5
- 6 Management by the Committee ..... 5
  - 6.1 Committee membership and terms ..... 5
  - 6.2 Committee Roles ..... 6
  - 6.3 Committee Meetings..... 6
- 7 Management of Funds ..... 7
  - 7.1 Funds – source..... 7

7.2	Funds – management.....	7
7.3	Custody of books etc.....	7
7.4	Inspection of books etc .....	7
8	Miscellaneous.....	8
8.1	Income and Property of GSLN Income and property generally.....	8
8.2	Insurance .....	8
8.3	Dissolution of the Incorporated Body .....	8
8.4	Constitution.....	8
9.1	Addendum – Membership Form .....	9

## 1 Organisation's Name

The name of the organisation is Greater Sydney Landcare Network Incorporated (GSLN).

## 2 Objective

To build members' capacity for sustainable natural resource management and increase opportunities for coordinated on-ground activities that achieve strategic priorities in the Greater Sydney area

## 3 Principal Activities

- a. Represent members and the wider Landcare community<sup>1</sup> to the general populace and Government, including Landcare New South Wales and Natural Resource Management Agencies.
- b. Build and maintain networks within the Landcare community.
- c. Facilitate and support the conservation and restoration of ecosystems at a landscape level
- d. Obtain funding for members' on-ground activities, networking, education and promotion, and the administrative costs of the GSLN.
- e. Administer grants on behalf of members where appropriate.
- f. Work to enhance landscape connectivity, increase biodiversity and ecological functions across the region on public and private lands.
- g. Measure and monitor on-ground activities to improve long-term conservation outcomes.
- h. Share knowledge and skills with members to promote best practice.
- i. Promote the Landcare and Bushcare brands in the Greater Sydney region.
- j. Support Landcare programs outside the Greater Sydney region.

## 4 Membership

### 4.1 Membership generally

- a. Subject to these rules the members of the GSLN shall be the members of the GSLN immediately prior to incorporation together with such other people and organisations as the committee admits to membership.
- b. Organisations who accept the objectives and rules of the GSLN may apply for full membership.
- c. Individuals who accept the aims and objectives of the GSLN may apply for full membership.

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<sup>1</sup> "Landcare community" is defined here as: The volunteers; Bushcare groups and "Friends of" groups and the organisations who co-ordinate them; Landcare, Coastcare; Dunecare; Cragcare and Swampcare groups; land managers; private land holders; Government agencies; not-for-profit organisations; educational organisations; businesses that provide goods, services and support to the Landcare community; and other interested parties involved in the Landcare community.

- d. The Committee may determine other categories for membership from time to time if deemed necessary
- e. The committee shall determine whether or not to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- f. Members shall pay such fees as are determined by the GSLN at a general meeting.
- g. A register of members shall be kept by the GSLN showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- h. Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three months of the due date
- i. Membership fees shall fall due on the first day of each financial year of the association.
- j. The liability of a member of the GSLN to contribute towards the payment of the debts and liabilities of GSLN or the costs, charges and expenses of the winding up of the GSLN is limited to the amount, if any, unpaid by the member in respect of membership of the GSLN as required by clause 4.1.i above.

## 4.2 Cessation of membership

A person ceases to be a member of GSLN if the person: dies, resigns membership or is expelled from GSLN. A member may be expelled by unanimous (except one) vote of the full committee where it is established that the member has not fulfilled the objectives of the GSLN or has brought the GSLN into disrepute.

Refer to GSLN Dispute Policy document.

## 4.3 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of GSLN is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

# 5 Meetings

## 5.1 Meeting frequency

GSLN will hold an Annual General Meeting (AGM) within four months of the end of the preceding financial year.

GSLN's financial year shall be from 1st July to 30th June.

Notice of meetings may be sent via email.

The GSLN committee may call a general meeting, other than the AGM, at any time it is deemed necessary to ascertain the opinion of members on matters of relevance to GSLN.

Any three members of GSLN whose prior representation to the Committee has been rejected may call a general meeting of GSLN provided the meeting is notified publicly and the matter explained publicly and no less than fourteen days-notice is given.

## 5.2 Decision Making

Voting at general meetings will be by a show of hands unless it is by secret ballot. The decision to hold a secret ballot must be made by a simple majority vote with a show of hands by eligible voters present. Decisions will be made by a simple majority vote except for those matters which must be decided by special resolution, where a three quarter majority is required.

All votes must be given personally and there will be no voting by proxy.

## 5.3 Quorum for General Meetings

No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering them.

Twelve (12) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

if convened on the requisition of members is to be dissolved, and,

in any other case, is to stand adjourned to the same day in the following week (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 8) are to constitute a quorum.

# 6 Management by the Committee

## 6.1 Committee membership and terms

The GSLN shall have its affairs controlled and managed by the office bearers and other members known as “the Committee”.

Members of the Committee shall be elected from members of the GSLN at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.

The Committee will comprise of a minimum of 5 members and a maximum of 11 members in total, each nominated by two other GSLN financial members.

A maximum of two representatives from each member organisation may be elected to the Committee, and equal representation of member organisations through the delegates needs to be considered so that a fair and balanced representation occurs.

Office bearers, or “Executive Committee” will be duly elected by the Committee at their first meeting following the AGM. The Executive Committee (EC) will comprise:

- A Chairperson
- A Treasurer
- Two (2) Vice Chairs
- A Secretary

In the event of multiple nominations for either the Committee or the Executive Committee, a secret ballot will determine the office bearers. If this vote is tied, the Chair of the AGM will have a casting vote.

The chairperson will hold office for no more than three consecutive terms.

All members of the Committee will be elected every year. The Executive Committee will be elected every year from the Management Committee.

Each member of the committee shall hold office from the date of their election or appointment until the next annual general meeting.

Retiring committee members are eligible for re-election.

A member of the committee shall cease to hold office: upon resignation in writing; or cessation of membership of the GSLN; or absence from three successive committee meetings without approval by the committee.

## 6.2 Committee Roles

The full committee will approve the appointment of any paid staff other than contractors employed for specific projects run by members as required.

The Committee will appoint a person from the committee for the position of Public Officer.

At the AGM the Chairperson and Treasurer will present annual reports on the business of GSLN.

The Secretary will be responsible for keeping Minutes from AGMs, General Meetings, Committee Meetings and of financial decisions (which may be a printout of an email chain).

The Treasurer will keep financial records and manage the financial affairs of the GSLN as required.

## 6.3 Committee Meetings

The Committee shall meet as often as necessary to conduct the business of the GSLN and not less than three times in each financial year of the GSLN.

The Committee shall meet within one month before the Annual General Meeting.

The quorum for meetings of the Committee shall be one half the number of committee members elected at the previous annual general meeting (rounded up).

The Committee may function validly provided its number is not reduced below the quorum. Should the Committee number fall below the quorum the remaining Committee members may act only to appoint new Committee members.

Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.

Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.

Additional meetings of the committee may be convened by the Chairperson or any two members of the Committee.

Sub-committees can be created at the discretion of the Committee.

## 7 Management of Funds

### 7.1 Funds – source

The funds of the GSLN are to be derived from annual subscriptions of members, donations and grant funding, subject to any resolution passed by the GSLN in general meeting that funds are to be derived from another source determined by, the committee.

All money received by the GSLN must be deposited as soon as practicable and without deduction to the credit of the GSLN's bank or other authorised deposit-taking institution account.

The GSLN must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 7.2 Funds – management

The use of the funds of the GSLN must be consistent with the objective of the GSLN. Funds may be used to pursue the GSLN's principal activities in such manner as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the GSLN, being members or employees authorised to do so by the Committee.

The management and use of funds must comply with all relevant laws and regulations.

### 7.3 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the GSLN.

Financial reporting must be consistent with the requirements in the Associations Incorporation Act 2009 (NSW).

### 7.4 Inspection of books etc

The following documents must be open to inspection, free of charge, by a member of the GSLN at any reasonable hour:

- records, books and other financial documents of the GSLN,
- this constitution,
- minutes of all Committee meetings and general meetings of the GSLN.

A member of the GSLN may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.



## 8 Miscellaneous

### 8.1 Income and Property of GSLN Income and property generally

#### Not For Profit Operation

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned Objective and Principal Activities and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

#### Future Provisions

In the event of applying for and being accepted onto the Register of Environmental Organisations and in order to maintain DGR (Deductible Gift Recipient) Status GSLN will open separate bank accounts “the public fund” and comply with the Income Tax Assessment Act valid at the time.

Greater Sydney Landcare Network may form a company Limited by Guarantee to carry on its day to day business. The company must have the appropriate objects and rules (including DGR status, Tax Exemption and Not for Profit status). GSLN will be the sole shareholder of this company.

### 8.2 Insurance

The committee must ensure that GSLN holds public liability insurance to a minimum cover of \$10 million and more if deemed necessary by the Committee. GSLN may also hold other insurance as required.

### 8.3 Dissolution of the Incorporated Body

In the event of the Incorporated Body of Greater Sydney Landcare Network Inc. being dissolved, all surplus property including funds after payment of all expenses and liabilities, will be transferred to another Organisation that has similar objectives and purposes to the Network and which is not carried on for the profit or gain of its individual members.

### 8.4 Constitution

This Constitution may only be amended or replaced by special resolution of a general meeting of financial members of GSLN.

Written notice of any proposed changes to the Constitution and the resolution which will be put to the meeting to implement them must be provided to all financial members no less than twenty-one days before the meeting.

Signed:

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Chairperson.

Date:

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Public Officer

## 9.1 Addendum – Membership Form

APPLICATION FOR MEMBERSHIP OF GREATER SYDNEY LANDCARE NETWORK (GSLN) Incorporated  
(incorporated under the Associations Incorporation Act 2009)

I, .....

[full name of applicant]

of .....

[address]

WILL BE representing .....

[Group or organisation's name - optional]

hereby apply to become a member of the Greater Sydney Landcare Network Inc (GSLN). In the event of my admission as a member, I agree to be bound by the constitution of the GSLN for the time being in force.

.....

Signature of applicant

Date

I, .....

[full name]

a member of GSLN, nominate the applicant for membership of GSLN.

.....

Signature of proposer

Date

I, .....

[full name]

a member of GSLN, nominate the applicant for membership of GSLN.

.....

Signature of seconder

Date

I belong to or work with the following bushcare groups .....

.....