

Greater Sydney Landcare Network Inc.

Trading as Greater Sydney Landcare and Streamwatch

Constitution



Last updated 27 July 2023

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Objective and Principal Purpose

Objective

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

Principal Purpose

Greater Sydney Landcare Network (**GSL**) is a not-for profit environmental organisation established as a charity **to advance the natural environment** for the following purposes within the Greater Sydney region (unless specifically noted):

- a. Facilitate and support the conservation and restoration of ecosystems at a landscape level.
- b. Work to enhance landscape connectivity, increase biodiversity and ecological functions across the region on public and private lands.
- c. Represent members and the wider landcare community to the general populace and Government, including Landcare New South Wales and Natural Resource Management agencies.
- d. Build and maintain networks and partnerships.
- e. Obtain funding for on-ground activities, networking, education and promotion, and the administrative costs of GSL.
- f. Work with and build relationships with Aboriginal and Torres Strait Islander people.
- g. Support young people and their engagement with natural resource management.
- h. Administer grants on behalf of members where appropriate.
- i. Research, measure and monitor on-ground activities to improve long-term conservation outcomes.
- j. Share knowledge and skills to promote best practice.
- k. Promote Landcare, Bushcare, Streamwatch and associated brands.
- l. Provide support for similar Landcare programs outside the Greater Sydney region.

GSL is a not-for-profit environmental organisation. The assets and income of the organisation shall be applied solely to further its objects/purposes and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for the services rendered or expenses incurred on behalf of the organisation.

GSL will establish and maintain a public fund to be called the '**GSL Public Fund**' for the specific purpose of supporting the environmental objects/purposes of GSL. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

GSL will base all decisions on the expenditure of donations on the prescribe purpose of GSL and must not accept any direction from donors to act as a conduit by passing a donation of money or property to other organisations, bodies or persons.

GSL will comply with any rules that the Federal Minister with responsibility for the environment or the Australian Taxation Office may make to ensure that gifts made to the fund are only used

for its principal purpose.

GSL must provide to the appropriate authority annual statistical information about gifts made to the Public Fund during each income year, within four months of the end of that year. Without limitation, the information must contain:

- (a) information on the expenditure of Public Fund monies and the management of Public Fund assets;
- (b) audited financial statements for the financial year; and
- (c) answers to any questions about the Public Fund.

Public Fund

The Company will establish and maintain a Public Fund

- (a) to which gifts of money or property for its objective and principal purpose are to be made; and
- (b) to which any money received because of such gifts is to be credited; and
- (c) that does not receive any other money or property.

The Public Fund shall:

- (a) be called **GSL Public Fund**; and
- (b) be governed by GSL's Principal Purpose
- (c) have its own:
 - (i) management committee;
 - (ii) bank account (separate to the Company); and
 - (iii) the rules set out in the schedule.

A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by GSL committee. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

Refer to Schedule – Rules for Public Fund.

1 Members of Greater Sydney Landcare (GSL)

1.1 Membership generally

- An individual is taken to be a member if:
 - the person applied to be a member and the application has been approved, or
 - is from a registered member organisation.

- Organisations and groups who accept the objectives and principal activities of GSL may apply for full membership.
- Individuals who accept the objectives and principal activities of GSL may apply for full membership.

1.2 Membership applications

- An application by a person or organisation to be a member of GSL must:
 - Be made in writing or submitted via the GSL website
 - Include payment of the current membership fee.
- 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.

1.3 Register of members

- A register of members shall be kept by GSL showing the name, address (optional), email address, phone number 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.

1.4 Fees and subscriptions

- Members shall pay such fees as are determined by GSL committee at a general meeting or before.
- Membership fees shall fall due on the first day of each financial year of the association.

1.5 Member's liabilities

- The liability of a member of GSL to contribute towards the payment of the debts and liabilities of GSL or the costs, charges and expenses of the winding up of the GSL is limited to the amount, if any, unpaid by the member in respect of membership of the GSL as required by clause **1.4** above.

1.6 Cessation of membership

- A person ceases to be a member of GSL if the person: dies, resigns membership, failure to pay membership fees, or is expelled from GSL. 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 GSL or has brought the GSL into disrepute.
- For dispute resolution and disciplinary action, refer to the GSL Dispute Policy document.

2 Committee

2.1 Functions of the committee

- To control and manage the affairs of Greater Sydney Landcare.
- The committee will approve the appointment of paid staff, other than contractors employed for specific projects run by members, as required.

2.2 Composition of the committee

- The committee must comprise of at least 5 members and maximum 15 members. These must include the following office-bearers:

- Chairperson
 - Vice-chairperson
 - Treasurer
 - Secretary (if no paid staff available)
 - Public Officer
- An office-bearer may hold up to 2 offices, other than both the offices of chair and vice-chair.

2.3 Committee roles

- The Chairperson will preside over committee meetings and general meetings. If absent Vice-Chair or nominated other committee person will preside over committee meetings.
- The Treasurer will keep financial records, and manage the financial affairs of GSL in consultation with the Executive Committee consisting of the Chair, Treasurer and 1 other nominated committee representative.
- The Secretary or Chair will be responsible for keeping Minutes from AGMs, General Meetings, Committee Meetings and of financial decisions.
- The Chairperson and Treasurer (or their representative selected from the committee) will present the annual report on the business of GSL at the AGM.

2.4 Election of committee members

- Any paid member of GSL may be nominated as a candidate for election as an office-bearer/committee member.
- 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.
- Nominations must be made in writing including via email.
- Nominations can be accepted at any time throughout the year to fill vacancies however all committee positions will be up for election at each AGM.
- Office bearers are decided at the first committee meeting following the AGM.
- In the event of multiple nominations for the Committee office bearers, a secret ballot (on paper or online) will determine the office-bearers. If this vote is tied, the Chairperson will have a casting vote.

2.5 Terms of office

- Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- A member is eligible, if otherwise qualified, for re-election.
- There is no limit on the number of consecutive terms for which a committee member may hold office.
- A member of the committee shall cease to hold office: upon resignation in writing; or cessation of membership of the GSL; or absence from three successive committee meetings without approval by the committee.

2.6 Committee meetings

- The committee shall meet as often as necessary to conduct the business of GSL but not less than three times in a financial year. Meetings may be in person or online.
- Sub-committees can be created at the discretion of the Committee.
- The Secretary or sub-committee coordinator must give each committee member oral or written notice of a meeting at least one week before the meeting is due to commence.

- Additional meetings of the committee may be convened by the Chairperson or any two members of the Committee.
- Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present. In the case of an equality of votes, the Chairperson will have a casting vote.

2.7 Quorum

- The quorum for a meeting of the committee is half the number of elected committee members (rounded up) or 4 whichever is the lesser.
- No business may be transacted by the committee unless a quorum is present. The exception to this rule is to appoint new committee members.
- If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned or may continue with decisions being ratified at the next meeting.

3 General meetings

3.1 Annual general meetings

- GSL will hold an Annual General Meeting (**AGM**) within four months of the end of the preceding financial year. Meetings may be in person or online.
- GSL's financial year shall be from 1st July to 30th June.
- The business that may be transacted at an AGM includes the following:
 - confirming the minutes of the previous AGM and any special general meetings held since the previous AGM,
 - receiving reports from the committee on GSL's activities during the previous financial year,
 - electing office-bearers and committee members,
 - receiving and considering financial statements or reports required to be submitted to members of the association under the *Associations Incorporation Act 2009* (NSW).

3.2 Special general meetings

- The committee may call a special general meeting, other than the AGM, whenever the committee deems necessary. Meetings may be in person or online.
- The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- A special general meeting request must be made in writing and must be signed by one or more members.
- A special general meeting must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

3.3 Notice of general meetings

- Secretary or Chair must give each member notice of a general meeting at least 21 days before the meeting.
- The notice can be sent via email.
- The notice must specify the meeting place, time and nature of the business to be transacted.

3.4 Quorum of general meetings

- The quorum for a general meeting is seven members of GSL entitled to vote.
- No business may be transacted by the committee unless a quorum is present.

- If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned.

3.5 Voting

- Voting at general meetings will be by a show of hands by financial members 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.
- All votes must be cast in person, members cannot vote by proxy.
- 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.

4 Administration

4.1 Changes to constitution

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

4.2 Funds

- The funds of GSL are to be derived from annual subscriptions of members, donations, grant funding, fee for service and subject to any resolution passed by the GSL in general meeting that funds are to be derived from another source determined by the committee.
- Subject to a resolution passed by GSL, the funds and assets must be used to pursue the Principal Purpose of GSL in the way that the committee determines.
- All money received by GSL must be deposited as soon as practicable and without deduction to the credit of GSL's bank or other authorised deposit-taking institution account.
- a receipt for the amount of money received will be sent, as soon as practicable, to the person from whom the money was received (if required).
- 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 GSL, 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.

4.3 Insurance

- The committee must ensure that GSL holds public liability insurance to a minimum cover of \$20 million and more if deemed necessary by the Committee. GSL may also hold other insurance as required.

4.4 Non-profit status

- Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association. The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

4.4 Custody of records

- Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - in the custody of a member chosen by the committee or in GSL managed digital systems.

4.5 Inspection of records and books

- The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - this constitution,
 - minutes of committee meetings and general meetings of the association,
 - records, books and other documents relating to the association.

4.6 Dissolution of the Incorporated Body

- In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

4.7 Winding-up Public Fund

- In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

4.8 Deductible Gift Recipient Revocation

- If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a. gifts of money or property for the principal purpose of the organisation
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c. money received by the organisation because of such gifts and contributions.

Schedule – Public Fund

Rules for GSL Public Fund

Objective

- The objective of the **GSL Public Fund (“Public Fund”)** is to support the principal objective and purpose of Greater Sydney Landcare Network (GSL) and must advance the natural environment.

Seek funds from the public

- GSL must actively seek donations of money or property from the community for the Public Fund.

Separate bank account

- GSL will open a bank account for its Public Fund. Gifts to the Public Fund must be kept separate from any other funds of the organisation. Only gifts of money or property must be placed the Public Fund's account. Sponsorship monies or testamentary gifts must be deposited into one of the organisation's other accounts.

Public Fund’s Management Committee

- a. GSL must establish a Public Fund Management Committee and appoint and remove, or make provision for the appointment and removal of, members of Public Fund Management Committee and update records with the relevant authority.
- b. The Public Fund Management Committee must consist of at least three individual or other number of individuals that the Committee decides.
- c. The functions of the Public Fund Management Committee will be decided by GSL Committee and, subject to GSL’s decision, will be to manage the Public Fund and advise GSL on how payments or applications of income and capital should be made.
- d. GSL may specify:
 - the manner in which proceedings of the Public Fund Management Committee are to be conducted;
 - the matters which the Public Fund Management Committee must have regard to in carrying out its functions; and
 - any other matters concerning the Public Fund Management Committee or its functions that the Foundation decides.

Income

- Interest on donations, income derived from donated property, and money from the realisation of such property must be deposited into the Public Fund account.
- The release of monies from the Public Fund account and the management of, and sale of, Public Fund assets must be authorised by the Public Fund Management Committee.
- Members of the Public Fund Management Committee permanently located in Australia must be the only signatories to the Public Fund account.

Not-for-profit

- The Public Fund is operated on a not-for-profit basis.

Receipts

- Must be issued in the name of the public fund and include

- The name of the Public Fund
- GSLs name and ABN
- Name of the donor
- Indication that the fund is listed on the REO register
- The amount of the gift
- That the amount is a donation or gift.

Winding-up Public Fund

- In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.