

**1. NAME**

The name of the Association shall be Community Land Management hereinafter called "the Association"

**2. OBJECTS**

The objects of the Association shall be:

- 2.1 Preserve and manage our environment by returning it to a native state for the good of present and future generations.
- 2.2 Promote community awareness by the provision of information and education programs about our natural environment.
- 2.3 Represent the interests of members and assist with group coordination and planning on environmental issues.
- 2.4 Act as clearing house regarding information in relation to environmental matters.
- 2.5 Liaise with like minded organisations.
- 2.6 To do all such other things as may be incidental to the attainment of such objects.

**3. MEMBERSHIP**

- 3.1 Members shall be persons who have agreed to accept the above objects, paid the prescribed membership fee if any and who are:
  - 3.1.1 Land holders who at the time of application to join have a parcel of land under freehold, leasehold or such other system of land tenure as the committee accepts and
  - 3.1.2 Persons who have applied in writing for membership and who are accepted as Members by majority vote of the Committee or of a General Meeting.
- 3.2 Associate Members shall be persons who have agreed to accept the above objects, paid the prescribed membership fee if any and who are:
  - 3.2.1 persons who have an interest in Community Land Management who are not covered by clause 3.1.1 and
  - 3.2.2 have applied in writing for associate membership and who are accepted as Associate Members by majority vote of the Committee or of a General Meeting.
  - 3.2.3 Associate members shall not be eligible to become members of the committee but in all other respects shall have all the powers of membership.
- 3.3 Organisation Members shall be Organisations which have applied in writing for Organisation Membership, expressed support for the above objects and paid the prescribed Membership Fee if any, and which are accepted as Members by majority vote of the Committee or of a General Meeting.
  - 3.3.1 An Organisation Member may appoint from its Members a representative who may speak and vote on its behalf.
  - 3.3.2 Organisation members shall not be eligible to become members of the committee but in all other respects shall have all the powers of membership.
- 3.4 Honorary Members shall be persons who have agreed to accept the above objects and who are:

- 3.4.1 Nominated in writing for Honorary membership by a financial member of the Association or the Committee and who are accepted as Honorary member by majority vote of an Annual General Meeting.
- 3.4.2 a person who has provided considerable support and assistance to the Association.
- 3.4.3 Honorary members will have no powers within the Association
- 3.4.4 Once accepted Honorary Membership shall be annually renewed by majority vote of the Committee after the annual general meeting.
- 3.5 Honorary Organisational Members shall be Organisations who have agreed to accept the above objects and who are:
  - 3.5.1 Nominated in writing for Honorary Organisational membership by a financial member of the Association or the Committee and who are accepted as Honorary Organisational member by majority vote of an Annual General Meeting.
  - 3.5.2 An Organisation who has provided considerable support and assistance to the Association.
  - 3.5.3 Honorary Organisational members will have no powers within the Association
  - 3.5.4 Once accepted Honorary Organisational Membership shall be annually renewed by majority vote of the Committee after the annual general meeting.
- 3.6 Youth Members shall be persons who have agreed to accept the above objects, paid the prescribed membership fee if any and who are:
  - 3.6.1 persons who have an interest in Community Land Management who are less than 18 years of age or are a fulltime student and
  - 3.6.2 have applied in writing for Youth membership and who are accepted as Youth Members by majority vote of the Committee or of a General Meeting.
  - 3.6.3 Youth members shall not be eligible to become members of the committee but in all other respects shall have all the powers of membership.
- 3.7 Life members shall be persons who have agreed to accept the above objects and who are:
  - 3.7.1 Nominated in writing for Life membership by a financial member of the Association or the Committee and who are accepted as Life member by majority vote of an Annual General Meeting.
  - 3.7.2 a person who has provided direction, support & assistance to the Association above and beyond the call of duty.
  - 3.7.3 Life members shall have all the powers of membership.
  - 3.7.4 Life membership is perpetual.
- 3.8 Membership may be suspended by not less than two-thirds majority vote at a Committee or General Meeting.
  - 3.8.1 Any suspended Member may on not less than 2 weeks written notice require the suspension to be reconsidered at one subsequent General Meeting.
  - 3.8.2 The Association shall not be required to accept the renewal of Membership of a suspended Member when renewal next falls due.
- 3.9 Membership shall cease on:
  - 3.9.1 resignation in writing delivered to the premises of the Association;
  - 3.9.2 termination of employment by the Association;
  - 3.9.3 non renewal of Membership within two months of expiry. ( Honorary / Life

members exempt. )

- 3.9.4 non renewal of Honorary Memberships by majority vote of the Committee after the annual general meeting.
- 3.9.5 Youth Membership ceases when the member reaches 18 years of age or is no longer a fulltime student. (Upgrade to Associate Membership to be offered.)
- 3.10 Register of members must be kept and contain:
  - 3.10.1 the name and address of each member,
  - 3.10.2 the date on which each member was admitted to the association; and
  - 3.10.3 if applicable, the date of, and reason(s) for, termination of membership.

#### **4. MANAGEMENT**

- 4.1 Management shall be vested in the Committee of not less than 5 Members nor more than 10 Members comprising:
  - 4.1.1 Not less than nor more than Members of the Association elected at the Annual General Meeting as hereinafter provided.
  - 4.1.2 The Senior Employee of the Association if any.
  - 4.1.3 One Staff Representative elected by the employees of the Association prior to the Annual General Meeting.
  - 4.1.4 Not more than 2 persons coopted by the Committee subsequent to the Annual General Meeting after taking into account the need to provide the Board with expertise in management and service delivery.
- 4.2 The Senior Employee or Staff Representative may attend Committee and Executive meetings but may not vote.
- 4.3 The Office Bearers of the Association shall be the Chairperson, Secretary and Treasurer who shall be elected by the Members at the Annual General Meeting prior to the election of the remainder of the Committee Members or failing such election shall be chosen by the Committee from its Members at a Committee meeting held within one week following the Annual General Meeting.
- 4.4 The Committee shall meet as often as may be required to conduct the business of the Association and not less than 4 times each calendar year.
- 4.5 The quorum shall be one-half the number of Committee Members.
- 4.6 The Chairperson or 2 other Members of the Committee shall have power to call a meeting of the Committee.
- 4.7 Notice of meetings shall be given at the previous Committee meeting or by 7 days written notice distributed to all Committee Members or in an emergency by such other notice as shall be ratified by the Committee.
- 4.8 An Office Bearer or Member of the Committee shall cease to hold such office upon:
  - 4.8.1 Resignation in writing.
  - 4.8.2 Suspension as a Member of the Association.
  - 4.8.3 Absence for three successive Committee Meetings without explanation acceptable to the Committee.
  - 4.8.4 Majority vote of the Association at a General Meeting that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner PROVIDED that notice of motion to declare the

position vacant has been given to the Members, and that the person the subject of the motion shall be provided with an opportunity to speak on the motion.

- 4.9 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by coopting Members to fill the unexplored remainder of the term.
- 4.10 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 4.11 The Committee may appoint subcommittees of Members and non members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 4.12 The Committee may appoint an Executive which shall include at least 2 Office Bearers who shall meet to carry out day-to-day business delegated by the Committee and who shall report to the subsequent Committee meeting.
- 4.13 The Committee shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until the Committee appoints another person to the position.
- 4.14 Committee Members shall upon election or nomination become Members in their own right. They may express the views and interests of any organisation or group of which they are a Member or which they represent, but must vote in the interests of the Association and to carry out its objects.
- 4.15 Committee Members must not vote in any decision in which they or a close associate have a financial interest.
- 4.16 No Office Bearer shall hold the same office for more than 3 successive years.

## **5. POWERS**

- 5.1 The powers of the Association shall be the powers contained in the Associations Incorporations Act and without limiting those powers the Association shall be entitled to hold real or personal property open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment
- 5.2 The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

## **6. GENERAL MEETINGS**

- 6.1 The Annual General Meeting shall be held at least once in each calendar year and not more than four months after the close of the financial year.
- 6.2 The business of the Annual General Meeting shall be:
- 6.2.1 To confirm the minutes of the preceding Annual General Meeting.
- 6.2.2 To receive the Chairperson's report for the previous financial year.
- 6.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year.
- 6.2.4 To elect or re-elect the Committee Members who must consent in person or in writing.
- 6.2.5 To conduct any other business placed on the agenda before the commencement

of the meeting.

- 6.3 A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee a written request of three Committee Members or six Members specifying the business to be conducted at the meeting.
- 6.4 Written notice of not more than 28 days and not less than 7 days of all General Meetings shall be displayed at the premises of the Association and distributed to all Members who do not visit the premises regularly.
- 6.5 Members shall each be entitled to one vote at any General Meeting at which they are present.
- 6.6 A quorum at any General Meeting shall be 6 Members or two-thirds of the Members whichever is less.
- 6.7 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 4 failing which the meeting will lapse altogether.

## **7. VOTING**

- 7.1 Voting shall be by show of hands except that:
- 7.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
- 7.1.2 The meeting may by show of hands require any other vote to be by secret ballot.
- 7.2 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

## **8. CHAIRPERSON**

- 8.1 The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee Members including at least one Office Bearer.
- 8.2 The Chairperson shall chair Executive, Committee and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another Member may act as Chairperson at that meeting.
- 8.3 The Chairperson at any meeting shall have a personal vote and shall in addition have a casting vote if votes are equal.
- 8.4 The Chairperson together with the Secretary or the senior employee if any shall prepare the agenda for Committee and General Meetings.
- 8.5 The Chairperson of a meeting shall encourage full balanced participation by all Members and shall decide on matters of order.
- 8.6 The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two Members of the Committee.

## **9. TREASURER**

- 9.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Committee in the name of the Association. Payments shall be

as petty cash or by cheque signed by two authorised signatories of whom there shall be no more than four appointed by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.

- 9.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Member.
- 9.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Committee Meeting.
- 9.4 The Treasurer shall ensure that Annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year, which shall commence on 1st July and end on 30th June unless altered at a General Meeting.
- 9.5 The Treasurer shall ensure that the Annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed or reappointed at every Annual General Meeting.

## **10. SECRETARY**

- 10.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this Constitution.
- 10.2 The Secretary shall ensure that records are kept of the Association including the Constitution and policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 10.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another Member shall be elected as Minutes Secretary.

## **11. EMPLOYEES**

- 11.1 An employee of the Association may be a Member of the Association or any Subcommittee.
- 11.2 A person performing paid work for the Association on a regular substantial basis:
- 11.2.1 Shall not be a Member of the Committee unless specifically provided in this Constitution or any subsequent amendment; and
- 11.2.2 Shall not take part in decisions relating to paid work and shall remain absent from deliberations relating to any worker if so requested by a majority of the Committee.

## **12. AMENDMENT OF CONSTITUTION AND RULES**

- 12.1 This Constitution may be repealed or amended by resolution of three-fourths of Members present and voting at a General Meeting of which not less than seven days' written notice including notice of the proposed repeal or amendment has been distributed to all Members.
- 12.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 7 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all Members.

## **13. LIABILITY, PROPERTY AND DISSOLUTION**

- 13.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association shall have such liability met by the Association so

that they incur no personal loss.

- 13.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any Members or relatives of Members, provided that this shall not prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 13.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
- 13.3.1 Such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein;
- 13.3.2 If the Association shall have been approved pursuant to the Income Tax Assessment Act as a Deductible Gift Recipient then such other body shall also be so approved; and
- 13.3.3 The Association shall not be dissolved except in accordance with the Associations Incorporation Act and following the approval of not less than three-fourths of the Members present and voting at a meeting called for that purpose or which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all Members.

#### **14. ESTABLISHMENT OF THE PUBLIC FUND**

- 14.1 To establish and maintain a public fund to be called the CLM Public Fund for the specific purpose of supporting the environmental objects / purposes of Community Land Management Inc. 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.

##### *14.2 Requirements of the Public fund*

- 14.2.1 The Association must inform the Department responsible for the environment as soon as possible if:
- It changes its name or the name of its public fund, or
  - There is any change to the membership of the management committee of the public fund, or
  - There has been any departure from the model rules for the public funds located in the Guidelines to the Register of Environmental Organisations.

##### *14.3 Ministerial Rules*

- 14.3.1 The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

##### *14.4 Not-for-Profit*

- 14.4.1 The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the association.

##### *14.5 Conduit Policy*

- 14.5.1 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

14.6 *Winding –up*

14.6.1 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.

14.7 *Statistical Information*

14.7.1 Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

14.7.2 An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of the public fund assets.

14.8 *Model Rules for Public Funds*

14.8.1 The objective of the public fund is to support the Association's environmental purposes.

14.8.2 Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.

14.8.3 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.

14.8.4 A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.

14.8.5 Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.

14.8.6 The fund will be operated on a not-for-profit basis.

14.8.7 A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association. 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.

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