

CONSTITUTION OF

Mid Murray Landcare SA Incorporated

Formerly Mid Murray Local Action Planning Committee Incorporated

THESE RULES WERE DULY ADOPTED BY RESOLUTION OF THE
MEMBERS AT THE ANNUAL GENERAL MEETING HELD ON 12th
November, 2015

	Page No
Table of Contents	2
1 Name	3
2 Interpretation	3
3 Objects and Purposes	4
4 Powers	4
5 Membership of the Association	5
6 Management Committee	5
7 Proceedings of the Committee	7
8 Finance and accounts	10
9 Audit	10
10 The Seal	11
11 Rules	11
12 The Public Fund	11
13 Application of Surplus Assets	12
14 Dissolution	12
15 Document History and Status	15
16 Annexure A	16

THE CONSTITUTION
OF
Mid Murray Landcare SA Inc.

1 Name

The name of the Incorporated Association is the “MID MURRAY LANDCARE SA” (referred to herein as “the Association”)

2 Interpretation

In these rules, unless the contrary appears –

- (a) ‘Committee’ means the Committee of Management of the Incorporated Association;
- (b) ‘Member’ means those persons or organisations eligible for a membership of the Association as defined in Section 5;
- (c) ‘Committee member’ means those persons on the Committee of management of the Incorporated Association;
- (d) all words having their natural and ordinary meaning;
- (e) ‘the Act’ means the Associations Incorporation Act 1985;
- (f) ‘the designated area’ means the area set out in annexure A (refer to page 16) hereto;
- (g) ‘the Secretary’ means and includes the Secretary or the Project Officer and any assistant or acting secretary and any other person for the time being appointed to perform whether alone or in addition to any other person or persons the duties of a secretary of the Association;
- (h) ‘writing’ includes printing and lithography and other modes of reproducing or representing the words in a visible form, and ‘written’ has a corresponding meaning;
- (i) ‘the River Murray’ means those parts of the state of South Australia defined as the River Murray Proclaimed Watercourse;
- (j) the singular shall include the plural and the plural the singular;
- (k) a reference to a person shall include a body corporate;

(l) 'the Commission' means the Corporate Affairs Commission as specified in the Associations Incorporations Act 1985.

~~(m) 'zone' means those zoned areas set out in annexure A hereto.~~

Objects and Purposes

The principal objects of the Association are

- (a) to promote, educate and facilitate appropriate community management of natural resources;
- (b) to reduce degradation of natural resources;
- (c) to promote the rehabilitation of natural resources by industries and the wider community;
- (d) to promote ecologically sustainable development and management of natural resources;
- (e) to undertake initiatives and programmes consistent with the Association's objectives as defined from time to time.

Powers

The Association shall so long as it is acting in pursuit of its objects have all the powers conferred by Section 25 of the Act, and without limiting the generality thereof shall have the following specific powers:

- 4.1 to apply for and obtain grants or other assistance from any Government or Governmental or statutory authority or private sector;
- 4.2 to employ and remunerate such servants, agents, employees, consultants and contractors as the Committee thinks fit;
- 4.3 to enter into contracts agreements, arrangements and undertakings considered necessary by the Committee;
- 4.4 to invest any monies not immediately required for the purposes of the Association in accordance with the Act;
- 4.5 to do all things necessary or considered desirable by the Association, and in accordance with the Act, for the purpose of achieving or carrying into effect any of the foregoing.

5 Membership of the Association

5.1.1 Membership of the Association shall be open to any person or the representative of a body corporate of contractual capacity who:

- (a) is a resident in the designated area (refer clause 2(f)); or
- (b) has a place of business or who owns land in the designated area; or
- (c) is a representative of any government or governmental or statutory authority who has applied in writing to be a member and has been approved by the committee or;
- (d) is a representative of an association which has common aims and objectives to the Association and who has applied in writing and whose membership has been approved by the Committee.
- (e) is not deemed to be ineligible to be a member of an association under Clause 30 of the Associations Incorporation Act 1985.

5.2 People become members upon receipt and ratification by the Committee at a general meeting of a valid application in accordance with clause 5.1 and are then entitled to vote.

5.3 A director in the case of a company or two committee persons in the case of other entities shall sign the application for membership of a representative of a body corporate.

5.4 A list of members shall be kept by the Secretary and shall be made available at any Annual General Meeting as a reference for voting eligibility.

6 Management Committee

6.1 The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by the 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 in general meetings.

6.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association including public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.

- 6.3 The Committee shall be comprised of not less than eight (8) and not more than thirteen (13) members all of whom shall be members of the Association. ~~Of the total members, three (3) are to be advisory member, one (1) a nomination of the Department of Environment, Heritage and Aboriginal Affairs, one (1) the Regional Aboriginal Custodian and the other a member of staff nominated by the Mid Murray Council.~~
- 6.4 The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the second annual general meeting after incorporation at which time half of the members of the Committee, who shall be chosen by ballot, ~~one (1) from each zone,~~ shall retire from the Committee but shall be eligible for renomination. At each subsequent annual general meeting four of the longest serving members of the Committee shall retire and shall be eligible for re-election.
- 6.5 The Committee may appoint any person to fill a casual vacancy, and such a committee member shall hold office for the remainder of the term of the retiring member and shall be eligible for re-election at the end of that term.
- 6.6 A retiring committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him/her at least twenty eight (28) days before the meeting by delivering the nomination to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 6.7 Notice of all person seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the meeting is taking place.
- 6.8 Voting shall be by secret ballot of those members present at the meeting at which the election is taking place. If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

- 6.9 The Committee may appoint either from their own numbers and or from members of the Association such sub-committees as they deem expedient and may discontinue or refer to any such subcommittees such powers and duties of the Committee as they may determine.
- 6.10 At a subcommittee meeting, a majority of members of such a subcommittee shall form a quorum.
- 6.11 The chairperson shall be ex-officio a member of all subcommittees.
- 6.12 A member has the right to nominate in writing a proxy, however a proxy will have no voting rights on the committee.
- 6.13 Subject to giving a member an opportunity to be heard or making a written submission, the Committee may resolve to expel a member upon a charge of misconduct to the interests and goodwill of the Association.
- 6.14 The Executive of the committee will consist of the Chair, Vice-Chair, ~~two advisory members~~, the secretary and one other elected member of the committee. Three members of such a committee shall form a quorum. The executive is empowered to make any urgent decisions on behalf of the Committee.

7. Proceedings of the Committee

- 7.1 The members of the Committee regulate their meeting in such a manner as they think fit, provided that in any one year the Committee shall meet a minimum of four times.
- 7.2 At the request of any four members of the Committee the secretary shall summon a meeting of the Committee, on no less than seven (7) days' notice.
- 7.3 Any question arising at a meeting of the Committee shall be determined by a majority of votes. Each member present shall have one vote provided that in the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 7.4 The quorum necessary for the transaction of business at a meeting of the Committee shall be no less than 50% of the Committee members. Any member of the Committee interested in any business of the meeting may be counted in a quorum, notwithstanding such interest or his/her inability to vote in respect of that matter.

- 7.5 Any member of the Committee who has any direct pecuniary interest in a contract or proposed contract made by or in the contemplation of the Committee
- a) shall as soon as he/she becomes aware of his/her interest disclose the nature and extent thereof to the Committee
 - b) may, subject to the majority agreement of the Committee, take part in the deliberations with respect to that contract, but shall take no part in any votes of the Committee with respect thereto.

A general notice that a member of the Committee is a member of any Corporation or other organisation and is to be regarded as interested in all matters relating to that Corporation or other organisation shall be sufficient declaration under these rules. The secretary shall record in the minutes any declaration made or general notice given as aforesaid by the member.

7.6 The Chairperson and the Deputy Chairperson of the committee shall

- (a) be appointed by the Committee annually at a general meeting following the Annual General Meeting by a call of nominations from the committee members present at the meeting and elected by a show of hands unless requested by a committee member to call a secret ballot.
- (b) if at any meeting the Chairperson or deputy Chairperson are not present within 30 minutes of the time appointed for holding the same and a quorum is present, the members shall choose one of their number being a full member willing to act to be the chairperson of such meeting.
- (c) The Chairperson shall have a deliberative vote and a casting vote.

7.7 The Committee may call a Special Annual General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.

7.8 The first Annual General Meeting shall be held within eighteen (18) months after incorporation of the Association and thereafter within five (5) months after the end of the financial year.

7.9 Upon a requisition in writing of not less than twenty (20) members of the Association, the Committee shall within one month of the receipt of the

requisition convene a special general meeting for the purpose specified within the requisition.

7.10 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

7.11 If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting convened in the same manner as a meeting convened by the Committee and for this purpose the Committee shall ensure that the Requisitionists are supplied free of charge the particulars of the members entitled to receive a notice of the meeting.

7.12 Subject to sub-rule (7) at least fourteen (14) 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. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Public Officer, election of committee members (if required) and any other business requiring consideration by the Association in a general meeting.

7.13 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.

7.14 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or by advertising the same in a newspaper circulating the designated area.

7.15 Where a notice is sent by post, service of the notice shall be deemed effective if it is properly addressed and posted to the member by ordinary pre-posted mail.

8. Finance and accounts

8.1 The Committee shall cause an account to be opened with an appropriate bank into which account all monies received by the Association shall be deposited.

- 8.2 All cheques and other negotiable instruments shall require at least 2 signatories.
- 8.3 The Committee shall cause proper accounting and other records to be kept in a manner determined by the Association and shall distribute copies of accounts, reports, minutes and other documents as required by the Association. The presiding officer of the meeting shall sign the minutes after they have been confirmed by the members at a subsequent meeting in accordance with Section 51 of the Act.
- 8.4 The Committee shall prepare during each financial year a budget for income and expenditure during the succeeding financial year.
- 8.5 The first financial year of the Association shall be the period ending on the 30th day of June 1998, and thereafter the financial year shall be each period of twelve months ending on the 30th day of June of each year.
- 8.6 The surplus monies if any derived from any property owned by it during any financial year shall not be distributed amongst the members of the Association nor any relative of a member of the Association.

9 Audit

- 9.1 The accounts and activities of the Association shall be subject to audit as specified in the Act.
- 9.2 An auditor shall be appointed at the annual general meeting. The auditor shall be a registered auditor, a member of the Australian Society of Accountants in Australia or the Institute of Chartered Accountants in Australia or a person approved by the Commission.
- 9.3 The report of the Auditors and the accounts of the Association shall be submitted to the Annual General Meeting of the Association which shall be held within five months after the end of its financial year.

10 The Seal

- 10.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 10.2 The Seal shall not be used without the express authorisation of the Association, and every use of the Seal shall be recorded in the Minute Book.
- 10.3 The Chairperson shall provide for the safe custody of the Seal.

11 Rules

- 11.1 All or any of these Rules may be amended by the majority of three quarters of the votes of members present and voting at any Annual or Extraordinary General meeting provided that no less than twenty one (21) days' notice of the proposed amendment has been given.
- 11.2 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- 11.3 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 11.4 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

12. Application of Surplus Assets

12.1 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.

12.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting

13. The Public Fund

13.1 Donations

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.

13.2 Income

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

13.3 Banking

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. The release of monies from the Fund and the management of, and sale of Fund assets must be authorized by the Fund Management Committee. All signatories to the Fund account must be Members of the Fund Management Committee and must be permanently located in Australia

13.4 Accounting Records

Receipts (in a form acceptable to the Department and ATO) 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.

13.5 Not-for-Profit

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

13.6 Committee of Management of the Fund

A Committee of Management of no fewer than three persons will administer the Fund. The Fund Management Committee will be appointed by the Association. A majority of the members of the Fund Management Committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

13.7 Ministerial Rules

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

13.8 Conduit Policy

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.

13.9 Winding-up

In the 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.

13.10 Statistical Information

The association agrees to give the Environment Secretary, within a reasonable period after the end of each income year, statistical information about gifts made to the public fund during that income year.

14. Dissolution

14.1 The Association may be wound up in the manner provided for in the Act

14.2 No member or relative of a member shall be entitled to any benefit in or from the assets remaining after dissolution or winding up of the Association as aforesaid but the whole of the assets shall be applied for the benefit of other organisations or associations with similar purposes or objects generally in any manner or by any means as the last Committee shall think fit.

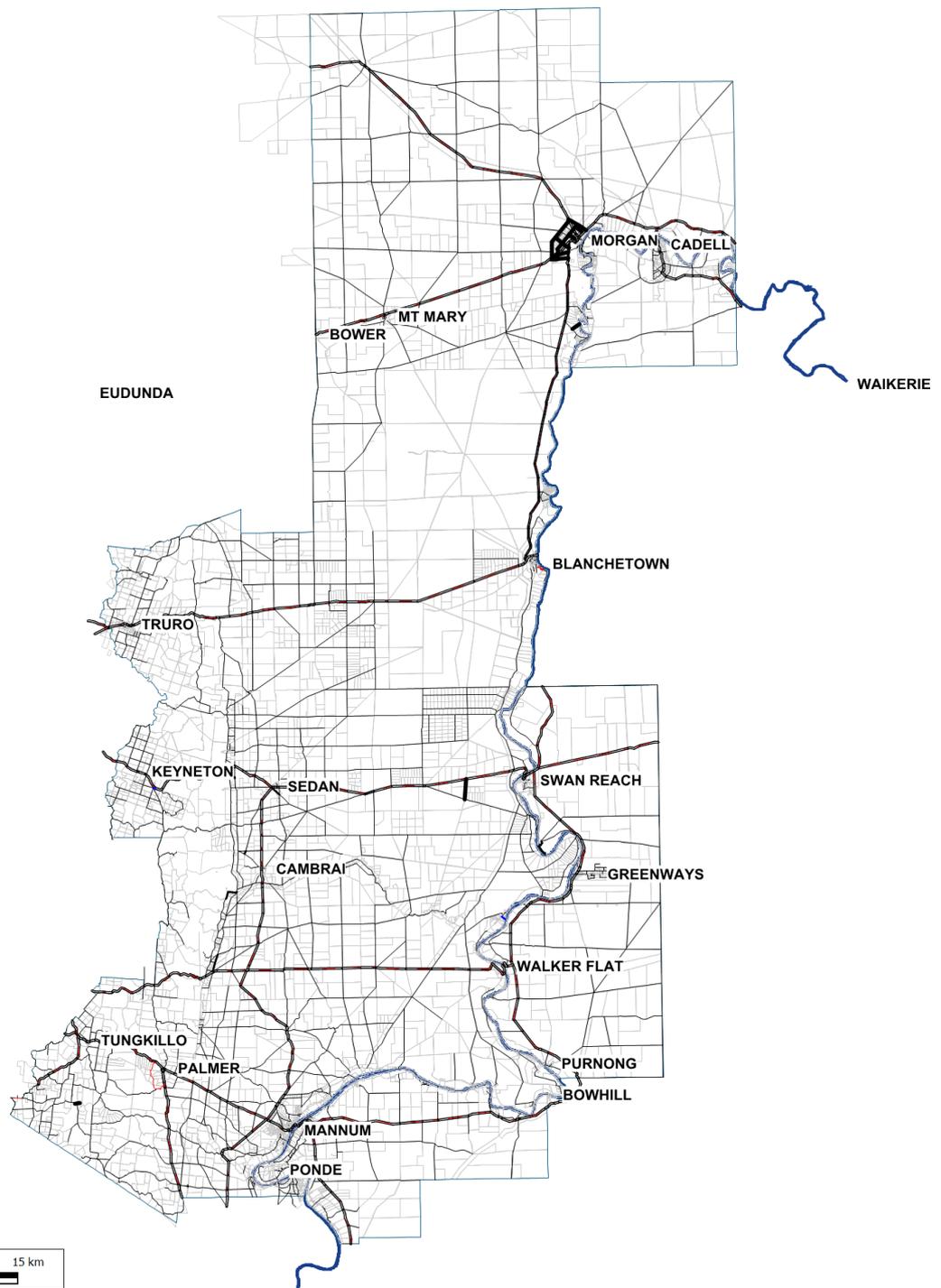
Document History and Status

THE FOREGOING RULES WERE DULY ADOPTED BY RESOLUTION OF THE COMMITTEE AT A SPECIAL GENERAL MEETING HELD ON 28TH JULY 1997.

THE FOREGOING RULES WERE DULY AMENDED AND ADOPTED BY RESOLUTION OF THE COMMITTEE AT A SPECIAL GENERAL MEETING HELD ON 11TH NOVEMBER 1999.

THE FOREGOING RULES WERE DULY AMENDED AND ADOPTED BY THE RESOLUTION OF THE COMMITTEE AT THE ANNUAL GENERAL MEETING HELD ON THE 12TH OF NOVEMBER 2015

Annexure A



Mid Murray Council Boundary