

LANDCARE NSW LIMITED
ABN: 24 958 819 35
ACN: 660 758 770
(‘Company’)

Notice of Special General Meeting

Notice is hereby given that a General Meeting of the Company will be held at Stamford Plaza, Sydney Airport Hotel, Mascot on Wednesday 19 October 2022 at 8:30am.

An online link is also available for online attendees via Zoom here:
<https://us06web.zoom.us/j/83810567785?pwd=RHZXZERkaVpFREgxd3hERUdUUzV0dz09>

Special Business

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. *That the current constitution of the Company be revoked in its entirety and replaced with a new constitution as attached to this notice and marked Annexure A.*

Notes

Under the *Corporations Act 2001* (Cth) and the Company’s current constitution:

1. At least 75% of the votes cast at the meeting must be cast in favour of the above motion to pass the resolution.
2. At least 21 days’ notice of the meeting and the intention to put the motion to vote at the meeting must have been given to all members of the Company.
3. Proxy voting is not permitted.
4. Only Landcare Member Groups and Honorary Life Members are entitled to vote.
5. Landcare Member Groups may vote by appointing a representative to vote on their behalf in person or by technology.
6. Honorary Life Members may vote in person or by technology.

Lynette Beryl Thomson
Secretary

Dated this 26th of September 2022

Constitution

Landcare NSW Limited

ACN: 660 758 770

Date of Registration	27 July 2022
Review date	To be determined by the Board

MOORES

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Moores MDP Pty Ltd
ACN: 625 708 689

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1. Name

The name of the Company is Landcare NSW Limited (the **Company**).

2. Principal Purpose and Powers

- (a) The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a Charity.
- (b) The Principal Purpose for which the Company is established is:
 - (i) the protection and enhancement of the natural environment or of a significant aspect of the natural environment; or
 - (ii) the provision of information or education, or the carrying on of research, about the natural environment or a significant aspect of the natural environment;including by representing, promoting and advocating on behalf of community-based Landcare and community driven sustainable natural resource management in New South Wales.
- (c) Solely to carry out the Principal Purpose, the Company may exercise all of the powers of an individual and a company under the Act

3. Objects

The objects of the Company are to pursue its Principal Purpose, including by:

- (a) providing a forum for Landcarers across NSW to work collaboratively to improve the resources and support structures available to community-based natural resource management organisations and actions;
- (b) developing Landcare policies and programs which encourage and educate the community in sustainable natural resource management;
- (c) strengthening partnerships and networks to increase and support community involvement in sustainable natural resource management.
- (d) fostering Landcare projects across New South Wales which:
 - (i) increase the capacity of primary producers to introduce sustainable agricultural practices and practices conserving the natural environment;
 - (ii) promote community action which protects and rehabilitates the native flora and fauna of New South Wales; and
 - (iii) protect, enhance and rehabilitate the natural environment in both urban and rural areas;
- (e) representing the Landcare community in New South Wales at all levels of government to affirm and promote the important role of community-based groups in sustainable natural resource management, planning and governance;
- (f) establishing and maintain a public fund to be called the Landcare NSW Fund for the specific purpose of supporting the Principal Purpose; and
- (g) doing such other things as are incidental or conducive to the attainment of the Principal Purpose.

4. Not-For-Profit

- (a) The income and property of the Company must be applied solely towards the Principal Purpose.
- (b) No part of the income or property of the Company may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or other profit distribution in their capacity as Members or Directors.
- (c) Clause 4(b) does not stop the Company from making a payment:
 - (i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Company;
 - (ii) to a Member in carrying out the Company's Principal Purpose;

- (iii) of premiums for insurance indemnifying Directors to the extent allowed for by law and this Constitution;
- (iv) with the prior approval of the Board, to a Director:
 - (A) for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Director; or
- (v) on the recommendation of the Nominations Committee and with the prior approval of the Members, to the Board Chair and/or the Board Chair's employer of a modest annual stipend as compensation for time spent away from normal business activities or employment to serve the Company.

5. Membership

5.1 General

The minimum number of Members is five incorporated Landcare Member Groups.

5.2 Eligibility

To be eligible for Membership, a person (or in the case of a Landcare Member Group, an incorporated or unincorporated association) must:

- (a) be committed to the Principal Purpose of the Company;
- (b) meet the description of the relevant Membership Class listed under clause 5.3(a); and
- (c) meet any other eligibility requirements prescribed by the Board in respect of the relevant Membership Class.

5.3 Membership Classes

- (a) The Company will have the following Membership Classes:
 - (i) **Landcare Member Group (voting):**
 - (A) local or place-based Landcare groups (whether incorporated or unincorporated), including, but not limited to, Landcare, Aboriginal, Bushcare, Dunecare, Coastcare or producer groups;
 - (B) special purpose Landcare groups (whether incorporated or unincorporated) that are focused on an issue or concern which is not limited to a particular geographic area; or
 - (C) organisations that engage in natural resource management activities similar to those carried out by Landcare groups.
 - (ii) **Honorary Life Member (voting)** – a natural person who has been granted membership of the Company for life in accordance with the process set out under clause 6.
 - (iii) **District Network Member (non-voting)** – an incorporated body composed of two or more Landcare Member Groups (whether incorporated or unincorporated) that is recognised by the relevant Regional Body.
 - (iv) **Associate Member (non-voting)** – a commercial entity or industry peak body, a government agency or local council, or another not-for-profit or non-governmental organisation (NGO) that wishes to support the principal purpose of Landcare NSW.
 - (v) **Individual Member (non-voting)** – a natural person who wishes to support the Company in promoting natural resource management and ecologically sustainable development on an individual basis.
 - (vi) Such further or other Membership Classes as are established by the Board.
- (b) The Board may establish a new Membership Class or vary the eligibility criteria for a Membership Class.
- (c) Regional Bodies represent Landcare Member Groups but are not Members in their own right.

5.4 Application

- (a) An application for Membership must be made in writing in the form and manner (if any) approved by the Board.
- (b) An applicant must pay the Annual Membership Fee determined by the Board (if any).
- (c) An applicant must agree in writing to contribute the Guaranteed Amount in accordance with clause 25.1.

5.5 Admission

- (a) The Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- (b) The Board may accept an applicant into a different Membership Class to that which was selected by the applicant on the application form.
- (c) The Board may delegate approval of membership applications to the Chief Executive Officer, a Board Sub-Committee, a General Committee or any Company employee, provided that the delegate may not reject a Membership application without the approval of the Board.
- (d) The Board does not have to give reasons for accepting or rejecting any application.
- (e) If the Board accepts an application, the Secretary must, as soon as possible:
 - (i) enter the applicant's details into the Register, subject to the payment of the Annual Membership Fee (if any); and
 - (ii) notify the Member in writing of the date their membership commenced.
- (f) If the Board rejects an application, the Secretary must notify the applicant in writing of the rejection as soon as possible.
- (g) A person becomes a Member when their name is entered into the Register.

5.6 Annual Membership Fee

- (a) The Board may:
 - (i) determine the amount of the Annual Membership Fee from time to time; and
 - (ii) impose different Annual Membership Fees on different Membership Classes.
- (b) The Board may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a Joining Fee equal to:
 - (i) the full Annual Membership Fee;
 - (ii) a pro rata Annual Membership Fee based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (c) The Annual Membership Fee is due and payable on 1 July each year.
- (d) The rights of a Member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until it is paid.
- (e) If a Member does not pay their Annual Membership Fee within 60 days of receiving a notice of payment from the Company, the Member is deemed to have resigned their Membership.

5.7 Register

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, email address, Membership Class, and date of admission to Membership – for each current Member; and
 - (ii) the name, date of admission to Membership and date on which a person stopped being a Member – for each person who ceased to be Member in the past seven years.
- (c) The Secretary may keep former Member entries separately from current Member entries.
- (d) Notices may be served on a Member at their postal or email address in the Register.

- (e) The Company must give Members access to the Register in accordance with the Act.
- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

5.8 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) expulsion in accordance with clause 5.9;
 - (iii) deemed resignation in accordance with clause 5.6(e);
 - (iv) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days;
 - (v) failing to satisfy the relevant eligibility requirements for the Member's Membership Class and the Membership not being transferred to another Membership Class;
 - (vi) in the case of a natural person:
 - (A) death;
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health, or
 - (vii) in the case of a body corporate:
 - (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it; or
 - (C) being insolvent.
- (b) A Member whose Membership is terminated will be liable for all monies due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) The Board may, in its sole discretion, refund all or part of any Joining Fee or Annual Membership Fee in the event of a person ceasing to be a Member, either on a pro rata basis or otherwise.
- (d) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this clause.
- (e) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

5.9 Discipline of Members

- (a) The Board may suspend or expel a Member from the Company if:
 - (i) it decides it is not in the interests of the Company for the person to continue or remain as a Member; or
 - (ii) in the case of an Honorary Life Member:
 - (A) the Board becomes aware that some or all of the information provided by the Nominating Member or Nominee in the course of the Honorary Life Member nomination process is inaccurate; or
 - (B) the Honorary Life Member brings the Company into disrepute or has otherwise caused a serious breach of one or more of the Company's rules or policies.
- (b) The Board may not resolve to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must notify the Member in writing at least 7 days prior to the relevant Board meeting:
 - (i) of the date, place and time of the meeting where the resolution will be considered;
 - (ii) of the intended resolution and the grounds on which it is based; and

- (iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (d) After considering any oral or written explanation or submission and subject to clause 5.9(e), the Board may resolve to:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights for up to 12 months;
 - (iv) expel the Member;
 - (v) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however, the person can only make a decision that the Board could have made under this clause); or
 - (vi) require the matter to be determined at a general meeting.
- (e) The Board may only resolve to suspend or expel an Honorary Life Member by a resolution passed by a 75% majority of votes cast.
- (f) Any Member expelled from the Company may at any time apply to the Board to be readmitted as a Member.
- (g) No former Individual Member may become a Director following expulsion or while suspended unless they are subsequently readmitted as a Member.

5.10 Landcare Member Group Representative

- (a) Each Landcare Member Group must appoint one individual as its Representative by notice to the Secretary (which may be given by completing any online form approved by the Board). The appointment may be a standing one.
- (b) A Representative may exercise any and all powers of the Landcare Member Group unless the appointment specifies otherwise.
- (c) The appointment may be made by reference to a volunteer position held.
- (d) An employee may not be appointed a member representative.

5.11 Liability of Members

The liability of a Member is limited to the Guaranteed Amount, being \$10.

6. Honorary Life Members

6.1 Eligibility

- (a) A person nominated to be an Honorary Life Member:
 - (i) must be of good standing and repute;
 - (ii) does not have to be a member but must have made a significant contribution to the Landcare movement in New South Wales;
 - (iii) if a member, must have no unpaid membership fees or other amounts owing to the Company;
 - (iv) must be nominated by a voting member of the Company (**Nominating Member**) or the Board; and
 - (v) must consent to the nomination.
- (b) For the avoidance of doubt, a person may not nominate themselves to be an Honorary Life Member.

6.2 Nomination

To nominate an individual for Honorary Life Membership, a Nominating Member or the Board must:

- (a) complete a nomination form prescribed by the Board;
- (b) provide the nomination form to the Secretary along with all relevant details that the Board requires to identify and consider the person who is being nominated for membership as an Honorary Life Member (**Nominee**); and

- (c) obtain the written consent of the Nominee to the nomination prior to its submission to the Board.

6.3 Consideration of Nominees

- (a) The Board will be responsible for considering and determining all nominations in its absolute discretion, including the number of Honorary Life Memberships to be awarded in any given year.
- (b) Where the Board determines that a Nominee should be granted membership as an Honorary Life Member, the Secretary (or such other delegate of the Committee) must:
 - (i) notify the Nominee;
 - (ii) notify the Nominating Member or Board; and
 - (iii) enter the Nominee's name and membership status on the Register.
- (c) The Board may delegate approval of Nominees to the Chief Executive Officer, a Board Sub-Committee or a General Committee, provided that the delegate may not reject a Nominee without the approval of the Board.

6.4 Voting Rights

An Honorary Life Member is entitled to vote during each year of their membership.

7. Convening General Meetings

7.1 Convening general meetings

- (a) The Board may call a general meeting.
- (b) If the Company receives a written request from Members with at least 15% of the votes that may be cast at a general meeting to call a general meeting (a **Request**), the Board must:
 - (i) give all Members notice of a general meeting within 21 days of the Request; and
 - (ii) hold the general meeting within 2 months of the Request.
- (c) The Request must state any resolution to be proposed at the meeting.
- (d) If the Board does not call the meeting within 21 days of a Request, 50% or more of the Members who made the request may call a general meeting.
- (e) To call and hold a meeting under clause 7.1(d) the Members must:
 - (i) as far as possible, follow the general meeting procedures in this Constitution; and
 - (ii) hold the general meeting within three months after making the Request.
- (f) The Company must pay the Members who make the Request any reasonable expenses they incur because the Board did not call and hold the meeting.
- (g) The Board must ensure that any general meeting is held at a reasonable time and, if any Members are entitled to physically attend, at a reasonable location or locations.

7.2 Changes to general meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a general meeting called under clause 7.1(a).
- (b) If a change is made under clause 7.2(a):
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
 - (iii) clause 7.5 does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

7.3 Entitlement to receive notice

Notice of a general meeting:

- (a) must be given to every Member and every Director; and
- (b) may be given to any auditor appointed for the Company and in office at the time.

7.4 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) if virtual meeting technology is to be used, provide sufficient information to allow the Members to participate by means of the technology;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution); and
- (f) state that proxy voting is not permitted.

7.5 Timing of notice

At least 21 days' notice must be given of a General Meeting (other than a meeting to consider a resolution to remove a Director or auditor) unless:

- (a) in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
- (b) in the case of any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

7.6 Annual General Meeting

- (a) The Board must hold an Annual General Meeting at least once in every calendar year.
- (b) The business of an Annual General Meeting may include any of the following (even if not stated in the notice of meeting):
 - (i) the annual financial statements and any auditor's report;
 - (ii) the announcement of results of the election and acclamation of Directors;
 - (iii) the appointment and remuneration of any auditor; and
 - (iv) approval of the amount of any annual stipend to the Chair.
- (c) At an Annual General Meeting, the chairperson must allow a reasonable opportunity for the Members:
 - (i) to ask questions or comment on the management of the Company; or
 - (ii) if an auditor or an auditor's representative is present in their capacity as appointed auditor of the Company, to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the content of the auditor's report.

7.7 Chairperson of General Meetings

- (a) The Chair will preside as chairperson at every General Meeting.
- (b) If there is no Chair, the Chair is not present within 15 minutes of the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
 - (i) the Vice Chair (if any);
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

7.8 Quorum for General Meetings

- (a) No business may be transacted at a General Meeting (other than electing a chairperson or adjourning the meeting), unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a General Meeting is a total of ten Voting Members entitled to vote for the

whole meeting.

- (c) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) if the meeting was called by, or at the request of Members, the meeting will dissolve;
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the day, time and place, determined by the Board or (if no determination is made by the Board), to the same day, time and place in the following week; and
 - (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.
- (d) Each Representative present must be counted for the purpose of determining a quorum, provided that:
 - (i) only one Representative may be counted for each Member; and
 - (ii) no individual may be counted more than once.
- (e) A suspended Member is not counted for the purpose of determining a quorum.

7.9 Adjournment of General Meetings

- (a) The chairperson may (and must if directed by a majority of the Members present and entitled to vote) adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a General Meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for 14 days or more.
- (d) A meeting adjourned under this clause is adjourned to the day, time and place determined by the Board or (if no determination is made by the Board), to the same day, time and place in the following week.

7.10 Auditor's Rights

- (a) Any auditor appointed by the Company and in office at the time of a General Meeting is entitled to:
 - (i) attend any General Meeting; and
 - (ii) be heard at the General Meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (b) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting

8. Voting at General Meetings

8.1 Voting rights

- (a) Members have votes according to their Membership Class (provided they are not suspended) as follows:
 - (i) **Landcare Member Groups** and **Honorary Life Members (Voting Members)** have voting rights and are each entitled to one vote; and
 - (ii) **District Network Members, Associate Members** and **Individual Members** do not have voting rights and are not entitled to vote.
- (b) On a vote conducted at a General Meeting
 - (i) on a show of hands or voices, each Voting Member or Representative, has one vote; and
 - (ii) by poll, each Voting Member has one vote and each person present as a Representative has one vote for each Voting Member they represent.

8.2 Method of Voting

- (a) Voting will occur by show of hands or voices or such other method as the chairperson

determines, unless:

- (i) a poll is demanded and not withdrawn; or
 - (ii) virtual meeting technology is used, in which case voting must occur by poll.
- (b) A poll can be demanded by five Voting Members (or Representatives) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
 - (c) A poll must be taken in the manner directed by the chairperson.
 - (d) A poll demanded on the election of the chairperson pursuant to clause 7.7(b)(iv) or on a question of adjournment must be taken immediately.
 - (e) A Member may vote in person, by technology or by Representative.

8.3 Decisions of the Members

- (a) Questions arising for determination (other than a Special Resolution) will be decided by a majority of votes cast (unless otherwise provided in this Constitution).
- (b) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.
- (c) A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

8.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

8.5 Proxies

Proxy voting is not permitted.

8.6 Use of virtual meeting technology in General Meetings

- (a) The Company may hold a General Meeting at any two or more locations using any virtual meeting technology that gives the Members as a whole a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.
- (c) A Representative participating on behalf of a Voting Member through the use of virtual meeting technology:
 - (i) must be given the opportunity to participate in a vote in real time; and
 - (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the Representative may elect to vote in real time or in advance.
- (d) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
 - (i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - (ii) made accessible to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

9. Dispute Resolution

- (a) The Board will determine the procedure to be followed to determine any dispute arising between:
 - (i) a Member and another Member;
 - (ii) a Member and the Board; and

- (iii) a Member and the Company.
- (b) The Board will be subject to the following:
 - (i) a Member may appoint any Person other than an employee to act on behalf of the Member in the dispute resolution procedure;
 - (ii) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (iii) the outcome of the dispute must not be determined by a biased decision-maker.

10. Appointment and Removal of Directors

10.1 Number and composition of Directors

- (a) The Board must comprise:
 - (i) six **Ordinary Directors** elected pursuant to clause 10.3 to bring the perspectives of the Members within the Ordinary Director's respective Board Electoral Zone; and
 - (ii) subject to clause 10.1(b), at least one and up to four **Independent Directors** appointed pursuant to clause 10.3 to bring any additional skills, expertise, and experience that the Board may require from time to time.
- (b) At least one of the Independent Director positions must be reserved for an Aboriginal and/or Torres Strait Islander person. Where there is no Aboriginal and/or Torres Strait Islander Director, the position will remain vacant.

10.2 Eligibility

- (a) A natural person is eligible to stand for election or appointment as a Director, provided the Nominations Committee confirms they meet the following criteria:
 - (i) the person has consented in writing to be a Director;
 - (ii) the person has been approved as a candidate by the Nominations Committee;
 - (iii) the person is not an Employee;
 - (iv) the person is not ineligible to be a Director under:
 - (A) the Act; or
 - (B) the ACNC Legislation;
 - (v) the person has suitable qualifications, skills and experience to discharge the functions of a Director; and
 - (vi) in the case of an Ordinary Director, the person:
 - (A) resides in the relevant Board Electoral Zone; or
 - (B) is represented by a Regional Body that comprises part of the relevant Board Electoral Zone;
 and is not a Regional Chair.
- (b) An Ordinary Director must be an Individual Member, Honorary Life Member or a member of a local or special purpose Landcare Member Group.
- (c) An Independent Director is not required to be a Member.
- (d) Clause 10.2(a)(iv)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.
- (e) While a Regional Committee Member other than a Regional Chair is eligible to stand for election or appointment as a Director, they must resign their seat on the Regional Committee if they are elected or appointed.

10.3 Election and acclamation of Directors

- (a) The election of Ordinary Directors and acclamation of Independent Directors must be conducted in September each year by postal or electronic ballot.
- (b) Ballots must be distributed to Voting Members by 1 September.
- (c) There must be a separate ballot for:

- (i) the election or acclamation of Ordinary Directors; and
 - (ii) the acclamation of Independent Directors.
- (d) Candidates will be appointed to the position of Independent Director by acclamation of the Voting Members.
- (e) In the case of candidates for election to the position of Ordinary Director:
- (i) only the following Voting Members may vote in the election of an Ordinary Director:
 - (A) those Voting Members located in the relevant Board Electoral Zone; and
 - (B) those Voting Members who:
 - I. are partially located in the relevant Board Electoral Zone; or
 - II. are special purpose Landcare Member Groups that are not place-based; and

have notified the Board in writing that they wish to be represented by the Regional Body (or Bodies) that forms part of the relevant Board Electoral Zone;
 - (ii) if there is only one candidate for the position no election will be held but, the candidate must be confirmed by acclamation of a majority of Voting Members present at the relevant Annual General Meeting; and
 - (iii) if there is more than one candidate for the position, the candidate who receives the most votes at the relevant Annual General Meeting will be appointed to the position.
- (f) Ballots must be received by the returning officer by 30 September in order to be counted.
- (g) The returning officer must provide the result to the Nominations Committee at least three days prior to the commencement of the Annual General Meeting.
- (h) The results of the election and appointment of Directors will be announced by a member of the Nominations Committee at the Annual General Meeting.

10.4 Appointment to fill a casual vacancy

- (a) The Board may appoint a new Director to fill a casual vacancy.
- (b) An Ordinary Director appointed to fill a casual vacancy must meet the eligibility criteria in clauses 10.2(a)(i) to 10.2(a)(vi);
- (c) An Independent Director appointed to fill a casual vacancy must meet the eligibility criteria in clauses 10.2(a)(i) to 10.2(a)(v).

10.5 Term of office

- (a) The term of office of Ordinary Directors and Independent Directors appointed pursuant to clause 10.3:
 - (i) is three years;
 - (ii) commences at the end of the Annual General Meeting immediately following their appointment; and
 - (iii) expires at the end of the third Annual General Meeting.
- (b) Except as provided for in clause 10.5(c), an Ordinary Director or Independent Director is only eligible to serve a maximum of six years (two consecutive terms).
- (c) In the event that a Director is appointed to the role of Chair or Treasurer, prior service will not be taken into account for the purpose of clause 10.5(a) or 10.5(b) and their term of office as both a Director and Chair or Treasurer:
 - (i) commences immediately following their appointment to the role of Chair or Treasurer; and
 - (ii) expires:
 - (A) if they are not reappointed by the Board to the role of Chair or Treasurer - at the end of the third Annual General Meeting following their appointment to the role of Chair or Treasurer; or
 - (B) if they are reappointed to the role of Chair or Treasurer by a resolution

supported by at least six members of the Board (which resolution must be passed at the last scheduled Board meeting preceding the third Annual General Meeting following their appointment to the role of Chair or Treasurer) - at the end of the sixth Annual General Meeting following their appointment to the role of Chair or Treasurer.

- (d) Notwithstanding any other provision of this clause 10.5, the term of office of a Director appointed under clause 10.4(a):
 - (i) commences on the date of appointment; and
 - (ii) expires at the end of the balance of the term of office of the individual whose position was vacated.

10.6 Ceasing to be a Director

A person stops being a Director, and a casual vacancy is created, if they:

- (a) resign by written notice to the Company;
- (b) are removed by the Members under the Act;
- (c) are absent without leave of the Board, from:
 - (i) three consecutive Board meetings; or
 - (ii) four Board meetings over 12 months;
- (d) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- (e) are directly or indirectly interested in any contract or proposed contract with the Company and fail to declare the nature of the interest as required by the Act; or
- (f) become ineligible to be a Director under the Act or the ACNC Legislation.

10.7 Insufficient Directors

If the number of Directors is less than five, the remaining Directors may, except in an emergency, act only to:

- (a) increase the number of Directors to at least five; or
- (b) convene a General Meeting of the Company.

10.8 Defects in appointment of Directors

An act done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant step.

11. Board Decision Making

11.1 Convening Board meetings

- (a) A Director may convene or ask the Secretary to convene a Board meeting.
- (b) The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine.

11.2 Notice of Board meetings

- (a) Written notice of Board meetings must be given to every Director at least 48 hours prior to the meeting (unless the Board unanimously waives this requirement).
- (b) A notice of a Board meeting:
 - (i) must specify the place, day and time of the meeting;
 - (ii) must, if virtual meeting technology is to be used, provide sufficient information to allow Directors to participate in the meeting by means of the technology; and
 - (iii) does not need to specify the nature of the business to be transacted at the meeting.

11.3 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum of Directors for Board meetings is a majority of the total number of Directors. The quorum must be present at all times during the meeting.
- (c) A Director on a leave of absence approved by the Board should not be included when calculating the total number of Directors for the purposes of this clause.

11.4 Use of virtual meeting technology in Board meetings

- (a) The Board may hold its meetings using any virtual meeting technology that is agreed to by the Board.
- (b) The use of any virtual meeting technology must give Directors a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (c) The Board's agreement may be a standing one.
- (d) A Director participating through the use of virtual meeting technology is deemed to be present at the meeting in person.

11.5 Chairperson of Board meetings

- (a) The Chair will preside as chairperson at Board meetings.
- (b) If there is no Chair, the Chair is not present within 15 minutes after the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting, then:
 - (i) if there is a Vice Chair, the Vice Chair will be the chairperson; and
 - (ii) if the Vice Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the Directors present may elect a Director to be chairperson of the meeting or part of it.

11.6 Voting at Board meetings

- (a) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote.
- (b) A Director participating through the use of virtual meeting technology must be given the opportunity to participate in a vote in real time.
- (c) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.

11.7 Resolutions without meetings

- (a) A Board resolution may be passed without a meeting if all of the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Director necessary to constitute unanimous consent in favour of the resolution signs.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved unanimous consent within 48 hours after the notice was given.

12. State Advisory Council

12.1 Purpose and role

- (a) The purpose of the State Advisory Council is to serve as a forum for dialogue between the eleven Regional Chairs and the Company Office Bearers. The State Advisory Council provides an opportunity for:
 - (i) each Regional Chair to communicate the achievements, needs, preferences and desires of the Landcare Member Groups it represents;

- (ii) the Office Bearers to communicate decisions made by the Board and their supporting rationale;
 - (iii) sharing information for mutual benefit between the Regional Bodies and the Board;
 - (iv) sharing information between the Regional Bodies; and
 - (v) coordinating the implementation of state-wide programs.
- (b) The State Advisory Council is an advisory body only – it may not give directions to the Board.
- (c) The representatives of Regional Bodies on the State Advisory Council must report back to their respective Regional Body on the outcomes of the State Advisory Council (where those items of business are not deemed to be confidential to the State Advisory Council).

12.2 Composition

The State Advisory Council may have up to 15 members, which must comprise:

- (a) a representative of each Regional Body, who must be:
 - (i) the Regional Chair (unless the Regional Committee has appointed a different Regional Committee member to represent the Region); or
 - (ii) pursuant to clause 12.3, the Alternate Regional Body Representative; and
- (b) the Company Office Bearers (being the Chair, Vice Chair, Secretary and Treasurer).

12.3 Alternate Regional Body Representative

- (a) Each Regional Committee must appoint a single Alternate Regional Body Representative to take the place of the relevant Regional Chair or Regional Committee member at State Advisory Council Meetings when the relevant Regional Chair or Regional Committee member is unable to attend.
- (b) The Alternate Regional Body Representative must be a volunteer member of the relevant Regional Committee.
- (c) The Alternate Regional Body Representative must not be an Employee.
- (d) The Alternate Regional Body Representative is entitled to receive notice (including papers), attend and receive Minutes for all State Advisory Council Meetings.
- (e) The Alternate Regional Body Representative may exercise all the powers of the relevant Regional Chair or Regional Committee member at that meeting (including the right to vote).
- (f) The Regional Committee may not appoint more than one Alternate Regional Body Representative at any time and may not make more than one appointment within a twelve month period without leave of the Chair.

12.4 State Advisory Council meetings

- (a) The State Advisory Council will meet at least four times in each calendar year, including at least one face to face meeting unless prohibited by public health or other government orders.
- (b) The State Advisory Council may hold its meetings using any virtual meeting technology that is agreed to by the State Advisory Council.
- (c) The use of any virtual meeting technology must give State Advisory Council members a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (d) Meetings will be convened by the Chair in consultation with the members of the State Advisory Council.
- (e) Discussions, papers and minutes of the State Advisory Council are confidential to the State Advisory Council members and Directors to allow the State Advisory Council to consider commercial-in-confidence matters before they are finalised or reported publicly.
- (f) At the conclusion of each State Advisory Council meeting, the State Advisory Council members will determine what information may be communicated to the Regional Bodies and Landcare Member Groups.

12.5 Notice of State Advisory Council meetings

- (a) At least ten days' notice of State Advisory Council meetings must be given to every State Advisory Council member.
- (b) A notice of a State Advisory Council meeting:
 - (i) must specify the place, day and time of the meeting;
 - (ii) must, if virtual meeting technology is to be used, provide sufficient information to allow State Advisory Council members to participate in the meeting by means of the technology; and
 - (iii) does not need to specify the nature of the business to be transacted at the meeting.

12.6 Chairperson of State Advisory Council meetings

- (a) The Chair will preside as chairperson at State Advisory Council meetings.
- (b) If the Chair is not present within 15 minutes after the commencement time or is unwilling to act as chairperson for all or part of the meeting then:
 - (i) the Vice Chair will be the chairperson; and
 - (ii) if the Vice Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, any other Office Bearer may be chairperson of the meeting or part of it.

12.7 Voting at State Advisory Council meetings

- (a) The State Advisory Council does not have a decision-making function, but may need to form a view on issues from time to time. In those cases, it may hold a vote in accordance with this clause.
- (b) A question arising at a State Advisory Council meeting is to be decided by a majority of votes of State Advisory Council members (or, if a State Advisory Council member is not present, the relevant Alternate Regional Body Representative) and entitled to vote.
- (c) A State Advisory Council member participating through the use of virtual meeting technology must be given the opportunity to participate in a vote in real time.
- (d) If the votes cast on a motion are equal, the chairperson will have a casting vote.

12.8 Employee support at State Advisory Council meetings

An employee of a Regional Body or Landcare Member Group may attend a State Advisory Council meeting at the invitation of a Regional Chair and may speak but may not vote. Employees must leave a State Advisory Council meeting if requested to do so by the chairperson.

13. Representative Regional Bodies

- (a) The Board may from time to time recognise Regional Bodies that will provide representation on the State Advisory Council for Members represented by a Region.
- (b) The number of Regions, name of each Region and name of each Region's corresponding Local Land Services region are set out in Schedule 1.
- (c) The number of Board Electoral Zones, name of each Board Electoral Zone and name(s) of each Board Electoral Zone's corresponding Region(s) are set out in Schedule 2.
- (d) The number and geographic boundaries of Regions and/or the number and names of Board Electoral Zones may be amended by resolution of the Board from time to time in accordance with clause 13(e).
- (e) The Board may consider any matter when resolving to amend the number, name or geographic boundaries of Regions or the number or name of Board Electoral Zones, including:
 - (i) the opinion(s) of the Region(s) or Board Electoral Zone(s) affected by the amendment(s);
 - (ii) any change to the geographic boundaries of Local Land Services regions;
 - (iii) the costs associated with surveying the coordinates of any amended geographic boundaries (as well as how those costs will be met); and

- (iv) any other matter that the Board deems relevant.
- (f) For the avoidance of doubt, the Board is not required to align the geographic boundaries of a Region to the geographic boundaries of Local Land Services regions.
- (g) The Regional Bodies will represent the needs and preferences of the Members that they represent to government departments and agencies including NSW Local Land Services and other organisations that wish to interact with Members at a regional level.
- (h) Each Member may be represented by only one Regional Body.
- (i) Members will be represented by a Regional Body if:
 - (i) they are a Landcare Member Group that is entirely located in the Region;
 - (ii) they are a Landcare Member Group that is:
 - (A) partially located in the Region; or
 - (B) a special purpose Landcare Member Group that is not place-based; and has notified the Board in writing that they wish to be represented by the Regional Body;
 - (iii) they are an Individual or Honorary Life Member who ordinarily resides in the Region; or
 - (iv) they are an Associate Member who have a place of business located in the Region.
- (j) Each Regional Body will be incorporated and will operate by their own rules, save that:
 - (i) they must elect a Regional Committee; and
 - (ii) the Regional Committee must elect from among themselves a Regional Chair and an Alternate Regional Body Representative who will represent the region on the State Advisory Council.
- (k) The Regional Chair (or, pursuant to clause 12.3, the Alternate Regional Body Representative) will represent the Region on the State Advisory Council.
- (l) A Regional Body may recognise a new or existing District Network pursuant to clause 14.
- (m) Regional Bodies are not members and may not vote in Company elections.

14. District Networks

- (a) A Regional Body may recognise a new or existing District Network comprising any two or more Landcare Member Groups located within its Region as the representative of those Landcare Member Groups.
- (b) The rules governing the conduct of District Networks will be established at the sole discretion of the District Networks.
- (c) District Networks may be non-voting Members.

15. State Muster

- (a) The State Muster is the primary in-person engagement and idea-sharing forum for Landcare Member Groups and their volunteers.
- (b) The State Muster should celebrate the achievements and reflect the needs and preferences of Landcare Member Groups.
- (c) The agenda and frequency of the State Muster will be determined by the Landcare Member Groups and their volunteers.
- (d) The State Muster is not a governance forum.

16. Nominations Committee

16.1 Establishment

- (a) The Company must have a Nominations Committee.
- (b) The meetings and proceedings of the Nominations Committee are:
 - (i) subject to the Nominations Committee Terms of Reference approved by the Board

from time to time; and

- (ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

16.2 Composition

- (a) The Nominations Committee is a General Committee and may comprise up to five members including an Aboriginal and/or Torres Strait Islander person as follows:
 - (i) the Vice Chair (who will chair the Nominations Committee);
 - (ii) the Secretary;
 - (iii) an Ordinary Director;
 - (iv) an Independent Director; and
 - (v) a former Director or an Honorary Life Member.
- (b) The Nominations Committee may seek advice or retain advisors either paid or unpaid to assist it in its work.
- (c) No member of a Regional Committee may serve on the Nominations Committee.
- (d) An Employee may not be a Nominations Committee member.

16.3 Appointment of Nominations Committee

- (a) The Nominations Committee then in office must, at least one month prior to the Annual General Meeting, nominate individuals to serve on the succeeding Nominations Committee in the positions identified at clauses 16.2(a)(iii)-(v).
- (b) Nominees will be appointed to the Nominations Committee by acclamation of the Voting Members at the Annual General Meeting.

16.4 Term of office

Members of the Nominations Committee will serve from end of the Annual General Meeting at which they are appointed through to the end of the following Annual General Meeting.

16.5 Role

The role of the Nominations Committee is to manage the recruitment and vetting of nominees for election to the role of Director and the conduct of elections, including by:

- (a) establishing and monitoring a skills, expertise and experience matrix;
- (b) identifying gaps in the skills, expertise and experience on the Board from time to time and recruiting nominees for the Independent Director positions;
- (c) identifying needed skills with reference to the skills, expertise and experience matrix and the strategic plan of the Company and submitting them to the Board for approval prior to commencing the recruitment process;
- (d) establishing and monitoring a diversity matrix that includes factors such as the location, gender, age, aboriginality and cultural and linguistic diversity of the Board;
- (e) considering the composition and perspective of the Board with reference to the diversity matrix to ensure that the Board reflects the diversity of the Company's membership;
- (f) seeking recommendations from each Regional Body for the relevant Ordinary Director position;
- (g) actively recruiting candidates to fill the identified gaps in skills, expertise and experience;
- (h) vetting nominees to ensure that all approved candidates satisfy the criteria for election;
- (i) acting as or appointing a returning officer for the conduct of elections;
- (j) managing online elections;
- (k) announcing the results of the elections at the Annual General Meeting; and
- (l) inducting and training new Directors.

16.6 Ballots

The Nominations Committee must, in advance of each annual election, develop the following

separate ballots for circulation to the Members:

- (a) Ordinary Directors – ideally, more than one candidate for each Board Electoral Zone.
- (b) Independent Directors – a list of candidates that matches the number of vacancies.

17. Directors' Powers and Duties

17.1 Powers of the Board

- (a) The Directors are responsible for managing the business of the Company and furthering the Principal Purpose.
- (b) The Directors may exercise all the powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Members.
- (c) The Board cannot remove a Director or auditor.
- (d) The Board may delegate any of its powers to one or more Directors, the Chief Executive Officer, a committee, an employee or any other person.
- (e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

17.2 Duties of Directors

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

17.3 Establishment of committees

- (a) The Board may establish Board Sub-Committees and General Committees.
- (b) A Board Sub-Committee may be composed of Directors only.
- (c) A General Committee may include, or be comprised of, non-Directors.
- (d) An Employee may not be a General Committee member.
- (e) The meetings and proceedings of committees are:
 - (i) subject to any terms of reference and/or delegation; and
 - (ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

17.4 By-laws

- (a) The Board may make regulations or by-laws for the general conduct and management of the Company and the business of the Board.
- (b) The Board may revoke and alter by-laws or regulations as it sees fit.

18. Directors' Interests

18.1 Conflicts of interest

- (a) A Director must disclose the nature and extent of any perceived or actual material conflict of interest to the other Directors (or the Members if the other Directors share that conflict).
- (b) A Director who has a material personal interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter;
 unless permitted by clause 18.1(c).
- (c) Provided the Board approves and it is permitted by law, a Director may be present or vote if:
 - (i) the interest arises because the Director is a Member and the other Members have the same interest;
 - (ii) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Company;
 - (iii) the interest relates to any payment by the Company under clause 20 in respect of an

- indemnity permitted under the Act or any contract relating to such an indemnity;
- (iv) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter;
- (v) the interest relates to a contract the Company is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Company if it is not approved by the Members;
- (vi) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present; or
- (vii) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in clause 20.

18.2 Permissible conduct

Provided a Director complies with clause 18.1 they may:

- (a) hold any other position in the Company, except that of auditor;
- (b) hold any office or place of profit in any other entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

19. Office Bearers and Chief Executive Officer

19.1 Appointment of Office Bearers

- (a) From time to time as required, the Board must appoint a Chair, a Vice Chair, a Treasurer and Secretary and any other Office Bearers it deems fit from among the Board.
- (b) A Board member (other than the Chair) may hold up to two offices.
- (c) The Chair and Treasurer hold office pursuant to clause 10.5(c).
- (d) The Vice Chair and the Secretary hold office until the end of the first Annual General Meeting following their appointment.
- (e) An Office Bearer may be elected for more than one successive term.
- (f) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Directors present; and
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

19.2 Secretary

- (a) The Directors must appoint at least one Secretary, who must also be a Director.

- (b) The Secretary is to be appointed on such terms and conditions as the Board deems fit.
- (c) A person may not be appointed as Secretary unless the person:
 - (i) consents in writing to being appointed as Secretary;
 - (ii) is at least 18 years of age; and
 - (iii) is resident in Australia.
- (d) The position of Secretary must not remain vacant for more than 14 days.
- (e) The Secretary may delegate their responsibilities to an Employee in whole or in part.

19.3 Treasurer

- (a) The Directors may appoint a Treasurer, who must also be a Director.
- (b) The Treasurer is to be appointed on such terms and conditions as the Board deems fit.
- (c) The Treasurer must:
 - (i) arrange for the collection and receipt of all moneys due to the Company and arrange for all payments authorised by the Company to be made;
 - (ii) ensure that the financial records of the Company are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - (iii) coordinate the preparation of the financial statements of the Company and their certification by the Board prior to their submission to the Annual General Meeting of the Company.
- (d) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Company.
- (e) The Treasurer will serve as the Chair of the Finance Administration and Risk Management Sub-Committee.

19.4 Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer for a term, at the remuneration and on the conditions that it deems fit.
- (b) The Chief Executive Officer may not be a Director.
- (c) The Chief Executive Officer will serve as the public officer unless they delegate that responsibility to another employee of the Company.
- (d) Subject to any contract between the Company and the Chief Executive Officer, the Board may remove the Chief Executive Officer at any time, with or without cause.
- (e) The Chief Executive Officer may attend and speak at all Board meetings and General Meetings, but may not vote.
- (f) The Board may:
 - (i) confer powers, discretions and duties on the Chief Executive Officer as it sees fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
 - (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.
- (g) An act done by a person acting as Chief Executive Officer is not invalidated merely because of:
 - (i) a defect in their appointment as Chief Executive Officer; or
 - (ii) the person being disqualified from being Chief Executive Officer;if that circumstance was not known by the person when the act was done.

20. Indemnities and Insurance

- (a) The Company indemnifies every present and past Director and executive officer of the Company to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Company.

- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an officer of the company;
 - (ii) is not subject to any requirement to first incur an expense or make a payment; and
 - (iii) operates only to the extent that the relevant loss or liability is not covered by insurance.
- (c) The Company may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its officers.
- (d) Nothing in this clause 20 limits the Company's ability to indemnify or pay for insurance for any person not expressly covered by this clause.

21. Administration

21.1 Minutes and records

- (a) The Board must ensure that:
 - (i) minutes of all General Meetings, Board meetings, State Advisory Council meetings, Board Sub-Committee and General Committee meetings; and
 - (ii) records of resolutions passed by Members, Directors and committees without a meeting;

are recorded and kept with the Company's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Company must ensure that minutes of all meetings referred to in clause 21.1(a)(i) are signed within a reasonable time by the chairperson of the meeting or of the next meeting.
- (c) The Company must ensure that Directors have access to the Company's records and financial documents at all reasonable times.

21.2 Members' access to Company records

Upon request, the Company must give Members reasonable access to inspect and copy minutes of all General Meetings and records of resolutions passed by Members without a meeting, free of charge.

21.3 Common seal

The Company does not have a common seal.

21.4 Execution of documents

- (a) The Company may execute documents by the signature of:
 - (i) two Directors;
 - (ii) one Director and the Secretary; or
 - (iii) such other persons appointed by the Board for that purpose.
- (b) A document may be signed by electronic means in accordance with the Act.

22. Records, Accounting and Audit

22.1 Accounts and other records of the Company

- (a) The Board must:
 - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - (ii) ensure that records of its operations are kept; and
 - (iii) take reasonable steps to ensure that the Company's records are kept safe.
- (b) The Company must retain its records for at least seven years.

22.2 Audit

- (a) If required by law, the Company must appoint and remunerate an auditor.

- (b) Any auditor is entitled to attend any General Meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Company may give any auditor all communications relating to the General Meeting that the Members of the Company are entitled to receive.

22.3 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

23. Amending This Constitution

- (a) The Company may only alter this Constitution by special resolution in accordance with the Act.
- (b) The Members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a Charity.

24. Notices

- (a) The Company may give notice (subject to any election or request made by the Member under the Act in relation to receipt of documents) and any communication personally or by post, email or other electronic means.
- (b) Notices are deemed to be received:
 - (i) in the case of a properly addressed and posted notice, five Business Days after the date of posting; and
 - (ii) in the case of a notice sent by email or other electronic means, at the time of sending.
- (c) The non-receipt of notice or a failure to give notice does not invalidate any thing done or resolution passed at a meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (iii) the individual notifies the Company of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

25. Winding Up

25.1 Contribution of a Member on winding up

If required, each Member must contribute an amount (not more than the Guaranteed Amount) to the assets of the Company if it is wound up while they are a Member, or within one year of the Member ceasing to be a Member, for the:

- (a) payment of the debts and liabilities of the Company incurred before they ceased to be a Member; and/or
- (b) costs, charges and expenses of winding up.

25.2 Distribution of assets on winding up

- (a) If on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as a Member; and
 - (ii) must be given or transferred to a Charity or Charities (the **recipient**) which:
 - (A) have similar objects to those of the Company as described in this Constitution; and
 - (B) prohibit the distribution of profit or gain to its Members in their capacity as Members.
- (b) The Members must decide before any winding up or dissolution which Charity or Charities will receive a distribution. If the Members fail to decide, the matter must be determined by

application to the Supreme Court in the State of New South Wales.

26. Establishment of Public Fund

26.1 Establishment of Public Fund

The Company has established and maintains the Landcare NSW Fund (the **Public Fund**) for the purpose of supporting the Company's Principal Purpose.

26.2 Administration of Public Fund

- (a) Gifts to the Public Fund and any money received by the Company because of those gifts must be deposited into the Public Fund. These monies must be kept in a separate bank account to the other funds of the Company and may only be used for the purpose of the Public Fund.
- (b) The Public Fund must be administered by a management committee as appointed by the Board from time to time. A majority of the management committee must, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.
- (c) The public must be invited to contribute to the Public Fund.
- (d) No monies/assets in the Public Fund may be distributed to Members or officers of the Company or members of the management committee, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.
- (e) The Commissioner of Taxation must be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.
- (f) Receipts for gifts to the Public Fund must state:
 - (i) the name of the Public Fund;
 - (ii) the Australian Business Number of the Company;
 - (iii) the fact that the receipt is for a gift made to the Public Fund; and
 - (iv) any other matter required to be included on the receipt pursuant to the requirements of the ITAA 1997.
- (g) The Company must comply with any rules that the Assistant Treasurer and the Minister for the Environment make to ensure that gifts made to the Public Fund will only be used for the Principal Purpose.

26.3 Winding up, dissolution or revocation of Public Fund

If the Public Fund is wound up or if the endorsement of the Company as a Deductible Gift Recipient for the operation of the Public Fund is revoked, any surplus assets of the Public Fund remaining after the payment of liabilities attributable to it must be transferred to some other fund, authority or institution which:

- (a) is a Deductible Gift Recipient;
- (b) has objects similar to the Principal Purpose;
- (c) is listed on the Register of Environmental Organisations; and
- (d) is charitable at law.

26.4 Conduit Policy

Any allocation of funds or property to other persons or organisations from the Public Fund must be made in accordance with the Principal Purpose and not be influenced by the preference of the donor.

26.5 Statistical Information

- (a) Statistical information about the donations and gifts made to the Public Fund for a financial year will be provided to the Secretary of the Department of the Environment within four months of the end of that financial year.
- (b) An audited financial statement for the Company 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 Public Fund assets.

27. Interpretation

27.1 Definitions

In this Constitution:

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“**Act**” means the *Corporations Act 2001* (Cth).

“**Alternate Regional Body Representative**” means a person appointed to that role by a Regional Committee.

“**auditor**” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“**Board Electoral Zone**” means a geographic zone created for the purposes of electing Directors from across New South Wales listed under Schedule 2 as amended by the Board from time to time in accordance with clauses 13(c)-(e).

“**chairperson**” means the person chairing a meeting.

“**Chair**” means the person appointed to the position of Chair under clause 19.1(a).

“**Charity**” means a charity registered under the ACNC Legislation.

“**day**” means calendar day except public holidays.

“**Deductible Gift Recipient**” means an entity to which tax-deductible gifts may be made pursuant to Division 30 of the ITAA 1997.

“**District Network**” means a body that represents two or more Landcare Member Groups.

“**Employee**” means a person who is employed either as a full-time or part-time employee or contractor of any Landcare organisation (including, without limitation, any Landcare group or special purpose group, District Network, Regional Body or the Company) or as an employee of a government program, agency, department or council whose job involves supporting or interacting with Landcare.

“**General Meeting**” means a meeting of Members (including an Annual General Meeting).

“**Guaranteed Amount**” means the amount set out in clause 5.11.

“**Honorary Life Member**” means an individual appointed by the Board in accordance with clause 6.3.

“**Independent Director**” means a Director appointed pursuant to clause 10.3 to bring any additional skills, expertise, and experience that the Board may require from time to time.

“**ITAA 1997**” means the *Income Tax Assessment Act 1997* (Cth).

“**Local Land Services**” means New South Wales Local Land Services or any body that succeeds or assumes a similar regulatory role to New South Wales Local Land Services.

“**Member**” means a person whose name is entered in the Register as a Member of the Company in accordance with clause 5.5.

“**Membership Class**” means a Membership Class listed under clause 5.3 (as amended by the Board from time to time).

“**Office Bearer**” means the Chair, Vice Chair, Secretary, Treasurer (if any) and any other person appointed under clause 19.1(a).

“**Ordinary Director**” means a Director elected pursuant to clause 10.3 to bring the perspectives of the Members represented by the Region(s) within the Ordinary Director’s respective Board Electoral Zone.

“**person**” includes a natural person and a corporation within the meaning of s 57A of the Act

“**Principal Purpose**” means the purpose set out in clause 2.

“**Region**” means a geographic zone listed under Schedule 1 as amended by the Board from time to time in accordance with clauses 13(d)-(e).

“**Regional Body**” means the representative body for all Members within a recognised Region.

“**Regional Chair**” means the chair of a Regional Body Committee.

“**Register**” means the register of Members under the Act.

“**Representative**” means a person appointed to represent a local or special purpose Landcare Member Group in accordance with clause 5.10.

“**Special Resolution**” means a resolution passed at a general meeting:

- (a) of which 21 days’ notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to this Constitution and the Act; and
- (b) by not less than 75% of the votes cast.

“**Voting Member**” means a Landcare Member Group or Honorary Life Member.

27.2 Interpretation

In this Constitution:

- (a) If an expression in the Constitution has a meaning in the Act, the meaning from the Act will apply to the expression – except where a contrary intention appears in this Constitution.
- (b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

27.3 Exclusion of replaceable rules

- (a) The replaceable rules contained in the Act do not apply to the Company.
- (b) If at any time, the company is not a Charity, the Act (unless it is a replaceable rule) overrides any part of this Constitution or policy of the Company to the extent of any inconsistency.

SCHEDULE 1

List of Regions

There are eleven (11) Regions of Landcare NSW. The number and geographic boundaries of the Regions may be amended by resolution of the Board from time to time in accordance with clauses 13(d)-(e).

Name of LNSW Region	Name of corresponding Local Land Services region	Name of Region's Committee of Management
Central Tablelands Region	Central Tablelands region	Central Tablelands Regional Landcare Network Inc
Central West Region	Central West region	Central West Region Landcare Inc
Greater Sydney Region	Greater Sydney region	Greater Sydney Landcare Network Inc
Hunter/Mid-Coast Region	Hunter region	Hunter & Mid Coast Landcare Hub Inc
Murray Region	Murray region	Murray Regional Landcare Inc
North Coast Region	North Coast region	North Coast Regional Landcare Network Incorporated
Northwest Region	Northwest region	North West Regional Landcarers Inc
Northern Tablelands Region	Northern Tablelands region	New England Landcare Network Incorporated
Riverina Region	Riverina region	Murrumbidgee Landcare Association Inc
Southeast Region	Southeast region	Southeast Landcare Incorporated
Western Region	Western region	Western Landcare NSW Incorporated

SCHEDULE 2

List of Board Electoral Zones

There are six (6) Board Electoral Zones as follows. The geographic boundaries of each Board Electoral Zone will be based on the geographic boundaries of the Regions as follows. The number and names of the Board Electoral Zones may be amended by resolution of the Board from time to time in accordance with clauses 13(d)-(e).

Name of Board Electoral Zone (based on combined Local Land Services regions by the same name)	Name of Landcare NSW Region
Central West and Central Tablelands	Central West Region
	Central Tablelands Region
Greater Sydney and Southeast	Greater Sydney Region
	Southeast Region
Murray and Riverina	Murray Region
	Riverina Region
North Coast and Hunter	North Coast Region
	Hunter/Mid-Coast Region
North West and Northern Tablelands	Northwest Region
	Northern Tablelands Region
Western	Western Region