

CLC Constitution – as at 24 August 2019
Cumberland Land Conservancy Inc.
CONSTITUTION

1 - Name of Association

The name of the Association is as follows:

Cumberland Land Conservancy Inc. (Cumberland Land Conservancy or CLC when abbreviated)

2 - Interpretation

In these rules —“**Act**” means the Associations Incorporation Act 2009;

“**Regulation**” means Associated Incorporations Regulation, 2016;

“**Association**” means the association referred to in rule 1;

“**auditor**” means the person appointed as the auditor of the Association under rule 11;

“**basic objects of the Association**” means the objects and purposes of the Association as stated upon application for the incorporation of the Association or as amended under the Act thereafter;

“**committee**” means a committee as defined by the Act;

“**Environment Minister**” means the Australian Government Minister administering the *Environment Protection and Biodiversity Conservation Act 1999* (Cth)

“**Environment Secretary**” means the Secretary of the Department administered by the Environment Minister.

“**public fund**” means the **Cumberland Land Conservancy Fund**

“**endowment fund**” means the **Cumberland Land Conservancy Endowment Fund**

“**general meeting**” includes —

- (a) the annual general meeting; and
- (b) any special general meeting;

“**ordinary business of the annual general meeting**” means the business specified in rule 13(6);

“**ordinary committee member**” means a member of the Association to whom rule 27(1)(b) relates

“**special general meeting**” means any general meeting other than the annual general meeting

“**Treasurer**” in Clause 43(9) means the Australian Government Minister administering the *Income Tax Assessment Act 1997* (Cth)

3 - Association’s office

The office of the Association is to be at the following place or any other place the committee determines: **26/19-21 Fitzroy Street Leura NSW 2780**

4 - Objects and purposes of Association

The objectives of the Association are:

(1) To protect, conserve and restore the natural environment by:

- a) Acquiring land of significant ecological value
- b) Placing a conservation covenant or any other suitable and available protective mechanism over the land, and
- c) Managing it in perpetuity for conservation.

(2) To establish and maintain partnerships within the community to conserve, support and enhance biodiversity and ecological processes on private land.

(3) To establish and maintain a public fund to be called the Cumberland Land Conservancy Fund for

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the specific purpose of supporting the environmental objects/purposes of the Cumberland Land Conservancy Inc. The fund is established to receive gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the income tax assessment act 1997.

(4) To establish and maintain an endowment fund to be called the Cumberland Land Conservancy Endowment Fund for the specific purpose of supporting the ongoing work of the Conservancy. The fund is established to receive gifts of money or property for this purpose and any money received because of such gifts must be credited to the bank account. The fund must not receive any other money or property into its account.

(5) To promote the appreciation of and care for the natural environment by the community by, at the discretion of the committee, facilitating appropriate public use of land owned by the organisation;

5 - Membership of Association

(1) Application for membership to the Association is open to persons and organisations supporting the Association's objects and purposes.

(2) A person or organisation who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association and has membership and voting rights equal to one ordinary member as elsewhere provided in this constitution.

(3) A person or organisation who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership

- (a) unless the person or organisation is nominated in accordance with subrule (2); and
- (b) the admission as a member is approved by the committee.

(4) A nomination of a person or organisation for membership of the Association is to be

- (a) made in writing and signed by 2 members of the Association; and
- (b) accompanied by the written consent of the person or organisation nominated; and
- (c) lodged with the public officer of the Association.

(5) The consent referred to in subrule (3) may be endorsed on the nomination.

(6) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.

(7) The committee may, at its sole discretion, accept or refuse any nomination for membership

(8) On a nomination being approved by the committee, the public officer:

- (a) is to notify the nominee, in writing, that the organisation, he or she has been approved for membership of the Association.

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(9) A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

(10) On receipt of a notice from a member under subrule (9), the public officer is to remove the name of the member from the register of members.

(11) A person or organisation

- (a) becomes a member of the Association when the organisation's, his or her name is entered in the register of members; and
- (b) ceases to be a member of the Association when his or her name is removed from the register of members.

(12) Any right, privilege or obligation of a person or organisation as a member of the Association

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on the cessation of the membership.

(13) If the Association is wound up

- (a) every member of the Association; and
- (b) every person or organisation who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association is liable to contribute:
 - (i) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - (ii) for the costs, charges and expenses of the winding up; and
 - (iii) for the adjustment of the rights of the contributories among themselves.

(14) Any liability under subrule (13) is not to exceed \$1.00.

(15) A former member is not liable to contribute under subrule (13) in respect of any debt or liability of the Association contracted after the organisation, he or she ceased to be a member.

6 - Life Membership

Notwithstanding anything in this rule before provided, the Committee or the Association in general or special meeting, may confer life membership upon any person or organization in recognition of special, outstanding or extraordinary contributions rendered by that person or organization to the association that have furthered the objectives of the association.

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7- Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 - Income, property and winding up of Association

- (1) The income and property of the Association is to be used and applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income and property of the Association is to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to any member, director or trustee of the Association.
- (3) The Association must not:
 - (a) pay any salary, fees or allowances to a member of the Committee; or
 - (b) pay to a member of the Committee any remuneration other than the repayment of out-of-pocket expenses; or
 - (c) employ a member of the Committee as an employee of the Association.

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(4) A servant or member of the Association may be paid:

- (a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or
- (b) interest at a rate not exceeding 7¼% on money lent to the Association; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association.

(5) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

9 - Accounts of receipts and expenditure

(1) True accounts are to be kept of:

- (a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b) the property, credits and liabilities of the Association.

(2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

(3) The treasurer of the Association is to have unrestricted access at all times to all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association and ensure that the records are kept in the form and manner the committee directs.

(4) The accounts, books and records are to be kept at the Association's office or at any other place the committee decides.

10 - Banking and finance

(1) The Treasurer of the Association, on behalf of the Association, is to ensure that

- (a) all money paid to the Association is received; and
- (b) immediately after the receipt, official receipts are issued.

(2) The committee is to cause to be opened with any bank, building society or credit union the committee selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

(3) The committee may

- (a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and

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- (b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

(4) Except with the authority of the committee, a payment of any sum exceeding \$50.00 is not to be made from the funds of the Association otherwise than by cheque or electronic funds transfer drawn on the Association's account.

(5) The committee may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the committee may impose.

(6) Cheques or electronic funds transfers are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.

(7) Except as provided for in rule 8A, all cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments are to be signed by any two committee members or the chief executive officer (or such other employee authorised by the committee) and one committee member after sighting appropriate documentation evidencing payment is due and payable by the association.

(7A) All regular remuneration payments to employees of the Association made by way of cheque or electronic funds transfers may be signed by the chief executive officer and such other employee authorised by the committee if, and only if, such regular remuneration expenditure is made in accordance with a Budget passed by resolution of the committee of the Association for the term of that Budget and within the usual fortnightly expenditure for such payments.

(8) Expenditure for the purposes of this clause is made with the 'authority of the committee' and 'authorised by the committee' if:

- a) such expenditure is made in accordance with a Budget passed by resolution of the committee of the Association;
- b) (i) such expenditure is within the usual fortnightly expenditure for employee remuneration payments;
(ii) notice of such expenditure is sent immediately to the Treasurer; and
- c) such expenditure is ratified by the Executive Committee at the Executive Committee meeting immediately following the payment.

(9) A Conduit Policy shall apply for the Association whereby 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

11 - Auditor

(1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.

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(2) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.

(3) The first auditor may be appointed by the committee before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.

(4) If an appointment is not made at an annual general meeting, the committee is to appoint an auditor for the current financial year of the Association.

(5) Except as provided in subrule (3), the auditor may only be removed from office by special resolution.

(6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the

Association, the committee may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

12 - Audit of accounts

(1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.

(2) The auditor is to

- (a) certify as to the correctness of the accounts of the Association; and
- (b) report and make recommendations on the performance of the endowment fund; and
- (c) report to the members present at the annual general meeting.

(3) In the report and in certifying to the accounts, the auditor is to state if

- (a) he or she has obtained the required information; and
- (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association —
 - (i) according to the information at his or her disposal and the explanations given; and
 - (ii) as shown by the books of the Association; and
- (c) the rules relating to the administration of the funds of the Association have been observed.

(4) The treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

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(5) The auditor may:

- (a) have access to the accounts, books, records, vouchers and documents of the Association; and
- (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
- (c) employ persons to assist in investigating the accounts of the Association; and
- (d) in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

13 - Annual general meeting

(1) The Association is to hold an annual general meeting each year.

(2) The annual general meeting is to be held on any day (being not later than 6 months after the close of the financial year of the Association) the committee determines.

(3) The secretary must, at least 21 days before the date fixed for the holding of the annual general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), any intention to propose a special resolution and the content of that resolution .

(4) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

(5) The notice convening the annual general meeting is to specify the purpose of the meeting.

(6) The ordinary business of the annual general meeting is to be as follows:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
- (c) to elect the officers of the Association and the ordinary committee members;
- (d) to appoint the auditor and determine his or her remuneration.

(7) The annual general meeting may transact special business of which notice is given in accordance with these rules.

14 - Special general meetings

(1) The committee may convene a special general meeting of the Association at any time.

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(2) The committee, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.

(3) A requisition for a special general meeting —

- (a) is to state the objects of the meeting; and
- (b) is to be signed by the requisitionists; and
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents, each signed by one or more of the requisitionists.

(4) If the committee does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

(5) A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the committee.

(6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

15 - Notice of general meeting

The secretary of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause notice to be given to each member specifying:

- (a) the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

16 - Business and quorum at general meetings

(1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

(2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

(3) A quorum for the transaction of the business of a general meeting is 5 members present and entitled to vote.

(4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting —

- (a) if convened on the requisition of members, is to be dissolved; or

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(b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

(5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

(6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

17 - President to preside at general meetings

(1) The president, or in his or her absence, the vice-president, is to preside as chairperson at every general meeting of the Association.

(2) If the president and vice-president are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

18 - Adjournment of general meetings

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

(3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19 - Determination of questions arising at general meetings

(1) A question arising at a general meeting of the Association is to be determined on a show of hands.

(2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 - Votes

(1) On any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes are to be given personally.

(3) In the case of an equality of voting on a question, the chairperson has a second or casting vote.

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21 - Proxy Votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

22 - Postal ballots

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 40).

(2) A postal ballot is to be conducted in accordance with Schedule 3 of Part 4 to the Regulation.

23 - Taking of poll

If at a meeting a poll on an question is demanded:

- (a) it is to be taken at that meeting in the manner the chairperson directs; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

24 - When poll to be taken

(1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

(2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

25 - Affairs of Association to be managed by a committee

(1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 27.

(2) The committee:

- (a) is to control and manage the business and affairs of the Association; and
- (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

26 - Officers of the Association

(1) The officers of the Association are as follows

- (a) a president;
- (b) a vice-president;

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- (c) a treasurer;
- (d) a secretary
- (e) a legal officer, and
- (f) a scientific officer

(2) The provisions of rule 28(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1)

(3) Each officer of the Association is to hold office until the next annual general meeting after the date of election, and is eligible for re-election.

(4) If a casual vacancy in any office referred to in subrule (1) occurs, the committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

27 - Constitution of the committee

(1) The committee consists of the following members:

- (a) The officers of the Association elected at an annual general meeting of the Association;
- (b) Up to seven (7) ordinary committee members.

(2) An ordinary member of the Association is to hold office until the next annual general meeting after the date of election, and is eligible for re-election.

(3) If a casual vacancy of an ordinary committee member occurs, the committee may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

28 - Election of members of committee

(1) Nominations of candidates for election as officers of the Association or as ordinary committee members are to be

- (a) made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
- (b) delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the committee

- (a) the candidates nominated are taken to be elected; and
- (b) the committee may appoint a member of the Association to fill the vacancies in accordance with rule 27 (3).

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(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

(5) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the usual manner as directed by the committee.

29 - Vacation of office

For the purpose of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member:

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the Committee; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee; or
- (g) ceases to be a member of the Association.

30 - Meetings of the committee and of subcommittees

(1) The committee is to meet at least six times per calendar year at any place and time the committee determines and where possible every second month.

(2) Special meetings of the committee may be convened by the president or any 4 of its members.

(3) Notice is to be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.

(4) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(5) Business is not to be transacted unless a quorum is present.

(6) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.

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(7) At a meeting of the committee, the following is to preside

- (a) the President, or in his or her absence the vice president;
- (b) if the President and the vice-president are absent, any one of the remaining members of the committee as may be chosen by the members present.

(8) Any question arising at a meeting of the committee or of any subcommittee appointed by the committee is to be determined:

- (a) on a show of hands; or
- (b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.

(9) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote.

(10) If there is an equality of votes on any question, the person presiding has a second or casting vote.

(11) Written notice of each committee meeting is to be served on each member of the committee by:

- (a) delivering it at a reasonable time before the meeting; or
- (b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

30A - Out of session meetings of the committee

(1) Where urgent business is required to be transacted by the committee an out of session resolution of the committee may be passed in accordance with this rule.

(2) The president (or vice-president if the president is unavailable by reason of absence or illness) may give notice of an urgent motion to each committee member by electronic mail to that person's last known email address.

(3) Each committee member shall vote on the motion within 24 hours of receiving notice of the motion by replying to the president (or vice-president) verbally or in writing (including by return email).

(4) If the president (or vice-president) does not receive a response from a committee member, no vote shall be cast by that committee member.

(5) Four members of the committee shall constitute a quorum for the purposes of this rule.

(6) Any resolution passed in accordance with this rule shall be confirmed in the minutes of the next scheduled committee meeting.

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(7) Notice by email shall be taken to be given if the email has been sent to the committee members at their last known email address.

31 - Disclosure of interest in contracts

(1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:

- (a) at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if the interest then exists; or
- (b) in any other case, at the first meeting of the committee after the acquisition of the interest.

(2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the committee after he or she becomes so interested.

(3) A member of the committee is not to vote as a member of the committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

32 - Removal of Committee members

(1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

33 - Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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34 - Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

35 - Subcommittees

(1) The committee may:

- (a) appoint a subcommittee from the committee; and
- (b) prescribe the powers and functions of that subcommittee.

(2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

(3) A quorum at a meeting of the subcommittee is 3 appointed members.

(4) The public officer of the Association, or any other person appointed by the committee, is to convene meetings of a subcommittee.

(5) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by:

- (a) delivering it at a reasonable time before the meeting; or
- (b) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

36 - Annual subscription

(1) An annual subscription fee of \$10 shall be payable by members for membership rights.

(2) The annual subscription may be altered by the members by special resolution.

37 - Financial year

The financial year of the Association is the period beginning on 1 July in one year and ending on the 30 June the next following year.

38 - Notices

A notice may be served by or on behalf of the Association on any member:

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- (a) personally; or
- (b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address;
- (c) by sending it via e-mail to the member at his or her usual or last-known e-mail address.

39 - Expulsion of members

(1) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member under subrule (1) does not take effect until whichever of the following is the later date:

- (a) the expiration of 14 days after the service on the member of a notice under subrule (3);
- (b) if the member exercises right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

(3) If the committee expels a member from the Association, the secretary of the Association, without undue delay, is to cause to be served on the member a notice in writing —

- (a) stating that the committee has expelled the member; and
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of a right to appeal against the expulsion under rule 40.

40 - Appeal against expulsion

(1) A member may appeal against an expulsion under rule 39 by delivering or sending by post to the secretary of the Association, within 14 days after the service of a notice under rule 39(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

(2) On receipt of a requisition

- (a) the secretary is to immediately notify the committee of its receipt; and
- (b) the committee is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.

(3) At a special general meeting convened for the purpose of this rule

- (a) no business other than the question of the expulsion is to be transacted; and
- (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and

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- (c) the expelled member is to be given an opportunity to be heard; and
- (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(4) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion

- (a) the expulsion is to be taken to have been lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

(5) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion

- (a) the expulsion takes effect; and
- (b) the expelled member ceases to be a member of the Association.

41 - Disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](#).

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The [Commercial Arbitration Act 1984](#) applies to any such dispute referred to arbitration.

(4) This rule does not affect the operation of rule 40.

42 - Public Fund

The Association will operate a public fund for the objective of supporting the environmental objects and purposes of Cumberland Land Conservancy Inc.

43 - Requirements of the Public Fund

(1) Members of the public or other will be invited to make gifts of money or property to the public fund for the environmental objects and purposes of the Association.

(2) Money from interest on donations, income donated from donated property, and money from the realisation of such property will be deposited into the public fund.

(3) A separate bank account will be maintained to deposit and hold money donated to the public fund, including interest accruing thereon.

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- (4) Receipts will be issued in the name of the public fund and proper accounting procedures and records maintained.
- (5) The public fund will be operated on a not-for-profit basis.
- (6) A committee of management of no fewer than three persons will administer the public fund.
- (7) The committee will be appointed by the Association on an annual basis.
- (8) A majority of the committee members will be persons who have a degree of responsibility to the community as a whole including a person who:
- (a) performs a public function;
 - (b) belongs to a professional body which has a professional code of ethics and rules of conduct;
 - (c) has received formal recognition from the government for their services to the community; or
 - (d) falls within the description of the term of 'responsible person' approved by the Commissioner of Taxation or other relevant Commonwealth authority, and who, unless the Commissioner of Taxation otherwise agrees, is not an associate of the Association or an associate of a director of the Association other than:
 - (i) in a professional capacity; or
 - (ii) as a Member of the Committee of Management
- (9) The Association will 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.
- (10) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by preference of the donor.
- (11) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (12) The Association agrees to give the Environment Secretary, within a reasonable period after the end of each financial year, statistical information about gifts made to the public fund during that financial year.

44 - Endowment Fund

The Association will operate an endowment fund for the objective of supporting the environmental objects and purposes of Cumberland Land Conservancy Inc.

Cumberland Land Conservancy Inc.**45 - Requirements of the Endowment Fund**

(1) The Endowment Fund is to be overseen by the Cumberland Land Conservancy committee, the treasurer and elected auditor in accordance with the Cumberland Land Conservancy Constitution.

(2) The investment portfolio is to be managed by an external fund manager appointed by the committee with all assets held in the name of Cumberland Land Conservancy Inc.

(3) The fund manager is to be responsible for day-to-day fund selection and management in keeping with the requirements of the Cumberland Land Conservancy endowment fund policy.

(4) Assets are invested in a low to moderate risk profile and have ethical standards requiring no clear link to environmentally damaging activities or socially irresponsible investment including:

- (i) broad-scale land clearing;
- (ii) coal seam gas extraction, uranium mining or coal mining;
- (iii) the manufacture or sale of alcohol or tobacco;
- (iv) the operation of gambling facilities; or
- (v) the manufacture of weapons or armaments.

46 – Performance Reporting

The performance of the Capital Fund is monitored by an external fund manager and reported annually by the elected auditor in the Cumberland Land Conservancy Annual Report.

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