



Upper-Shoalhaven Landcare Council

Constitution

As revised 1 December 2023

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Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Ordinary committee member means a member of the committee who is not an office-bearer of USLC.

Secretary means:

- (a) the person holding office under this constitution as secretary of USLC, or
- (b) if no such person holds that office - the public officer of USLC.

Special general meeting means a general meeting of USLC other than an annual general meeting.

The Act means *The Associations Incorporation Act 2009*.

The Regulation means the Associations Incorporation Regulation 2010.

The USLC refers to the Upper-Shoalhaven Landcare Council (the association which is incorporated through this constitution).

An affiliated Group is a Landcare Group (or similar), that:

- (a) has decided to affiliate with USLC, and
- (b) has been accepted by USLC as an affiliate.

A local Landcare sub-committee is a sub-committee of the USLC to which the USLC executive committee has delegated the exercise of functions in accordance with [section 22](#) of this constitution to operate as if they were a 'local Landcare group', meeting under the name of their local area.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership

2. Membership generally

(1) A person is a member of USLC if:

- (a) the person is a natural person, and;
 - (b) the person has nominated and been approved for ordinary membership of the Upper-Shoalhaven Landcare Council in accordance with [clause 3](#).
- (2) A person is also taken to be a member if they are part of an approved family group nomination in which all nominees reside at the same address.
 - (3) A person is also a member of USLC by virtue of joining a USLC local Landcare sub-committee (see Section 22 on USLC local sub-committees).
 - (4) A person may be a USLC Landcare network member by joining an affiliated group, where the affiliate group has paid the appropriate fee or subscription in accordance with Section 8. However, whilst receiving member benefits such as workshop fee discounts, newsletters, etc., such network members are not entitled to vote at USLC general meetings, or hold office on the USLC committee, unless also holding one of the other forms of direct membership (See (1), (2), or (3) above).

3. Nomination for membership/affiliation

- (1) A nomination of a person for membership of the USLC:
 - (a) must be made in writing and include at least the information listed in [Appendix 1](#), and
 - (b) must be lodged with the secretary of USLC, by the individual involved, or by a member of the relevant sub-committee if the prospective member is a member of a USLC local Landcare sub-committee (see [Section 22](#)).
- (2) A nomination by a Landcare group to affiliate with the USLC:
 - (a) must be made by an office holder of the group proposing to affiliate with USLC, and
 - (b) must be lodged with the secretary of USLC, including via email submission to: upper.shoalhaven@gmail.com or submission of the online membership form on the USLC website.
- (3) As soon as practicable after receiving a nomination for membership or affiliation, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member or affiliate group as entrance fee and annual subscription.

- (5) The secretary must, on payment by the nominee of the amounts referred to in subclause (4)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members/affiliates and, on the name being so entered, the nominee becomes a member/affiliate (as appropriate) of the USLC.

4. Cessation of membership/affiliation

- (1) In the case of a person, that person ceases to be a member of USLC if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from USLC
 - (d) fails to pay the appropriate membership fee within a period of 6 months after it is due.
- (2) In the case of an affiliate Landcare group, that group ceases to be an affiliate of USLC if the Landcare group:
 - (a) ceases to operate,
 - (b) resigns affiliation,
 - (c) has its affiliation revoked by the USLC, or
 - (d) fails to pay the appropriate membership fee within a period of 6 months after it is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of USLC:

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

6. Resignation of membership

- (1) A member of USLC may resign from membership of USLC by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

7. Register of members

- (1) The public officer of USLC must establish and maintain a register of members of USLC specifying the name and postal (including electronic mail or 'email' where possible) address or residential address of each person who is a member of USLC.
- (2) The register of members must be kept in New South Wales at USLC's official address.

- (3) The register of members must be available for inspection, free of charge, by any member of USLC at any reasonable hour.
- (4) 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 USLC or other material relating to USLC, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of USLC must, on admission to membership, pay the appropriate membership fee, which is:
 - (a) for individual memberships, and annually thereafter, the fee is \$7,
 - (b) for family or farm memberships, and annually thereafter, the fee is \$12
 - (c) for members of a local Landcare sub-committee (see [Section 22](#)), the fee is determined by the sub-committee.
 - (d) another amount determined by the committee.
- (2) A USLC affiliated group must pay to USLC an annual membership fee equal to 1 of their group's standard membership fees or, if some other amount is determined by the committee, that other amount:
 - (a) at the beginning of each financial year, or
 - (b) at the Annual General Meeting for any given financial year.
- (3) For affiliate group members, individuals may choose to join both their local group as well as the USLC – and pay membership fees to both groups accordingly.

9. Members' liabilities

The liability of a member of USLC to contribute towards the payment of the debts and liabilities of USLC or the costs, charges and expenses of the winding up of USLC is limited to the amount, if any, unpaid by the member in respect of membership of USLC as required by [clause 8](#).

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of USLC, or a dispute between a member or members and USLC, 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.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of USLC:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of USLC.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from USLC or suspend the member from membership of USLC if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under [clause 12](#).
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until USLC confirms the resolution under [clause 12](#), whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to USLC in general meeting against a resolution of the committee under [clause 11](#), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a Special General Meeting of USLC to be held within 28 days after the date on which the secretary received the notice.
- (4) At a Special General Meeting of USLC convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of USLC.

Part 3 – The committee

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by USLC in general meeting, the committee:

- (a) is to control and manage the affairs of USLC, and
- (b) may exercise all such functions as may be exercised by USLC, other than those functions that are required by this constitution to be exercised by a general meeting of members of USLC, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of USLC.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of USLC, and
 - (b) up to five ordinary committee members, each of whom is to be elected at the annual general meeting of USLC under [clause 15](#).
- (2) The total number of committee members is to be no more than nine.
- (3) The office-bearers of USLC are as follows:
 - (a) the president,
 - (b) the vice-president,

- (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to two offices (other than both the president and vice-president offices).
 - (5) Each member of the committee is, subject to this constitution, to hold office until the annual general meeting following the date of the member's election, but is eligible for re-election.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of USLC or as ordinary committee members may be made in writing prior to the annual general meeting. Such nominations must be accompanied by a written indication of acceptance from the nominee.
- (2) Further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of USLC must be a member of USLC.

16. Secretary

- (1) The secretary of USLC must, as soon as practicable after being appointed as secretary, lodge notice with USLC 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 accepted as accurate by a formal motion passed by majority at the next meeting.

17. Treasurer

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

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

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of USLC to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of USLC, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under [clause 19](#), or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from three consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of committee members

- (1) USLC may by resolution of a Special General Meeting 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 USLC, the secretary or the president must send a copy of the representations to each member of USLC, further, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Use of technology

- (1) A member not physically present at a committee meeting may be permitted to participate in the meeting using technology that allows that member and the

members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of USLC as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) In response to the needs of several local-level Landcare groups for operational and administrative support (including maintenance of insurance coverage), the USLC delegates local authority to specified USLC local Landcare sub-committees (as named in a separate schedule maintained by the USLC) to operate as USLC sub-committees in their local area.
- (9) These named sub-committees may:
 - (a) Operate as a local Landcare sub-committee of the USLC under the name of their local area.

- (b) Appoint sub-committee members to act as officials and representatives of that local Landcare sub-committee.
 - (c) Plan and organise local Landcare events and projects in accord with the ordinary activities of local Landcare (USLC) members and as stipulated in Section 22 (10).
 - (d) Accept members and collect membership fees on behalf of USLC and hold a job bank account within USLC's bank accounts. USLC will manage financial affairs on behalf of the sub-committee and the sub-committee will decide how the funds are expended.
- (10) In respect of USLC local Landcare sub-committees (described at Section 22 (8)), the USLC commits to:
- (a) Maintain insurance cover for all USLC events and projects, including the events and projects of its local Landcare sub-committees.
 - (b) Provide and maintain other supportive arrangements in aid of local Landcare in general, and local Landcare sub-committees specifically (e.g. through facilitating grant applications, advertising Landcare activities, supporting network interaction, etc.).
 - (c) Recognise and accept the principle of local Landcare sub-committee autonomy and strive to maintain this autonomy, where legally permitted, through delegation of decision making regarding sub-committee activity to the relevant local Landcare sub-committee.
 - (d) Recognise the members and elected representatives of each local Landcare sub-committee as appointed USLC sub-committee members entitled to the authority and decision-making capacities appropriate to a USLC sub-committee as described at Sections 22 (1) through (7).
- (11) Any USLC sub-committee operating as a local Landcare sub-committee, as described herein, MUST:
- (a) Recognise and accept the need for the USLC to maintain an administrative and legal 'line of sight' over the practical and financial activities of its local Landcare sub-committees in order to discharge the USLC's own legal responsibilities for financial reporting and insurance requirements. To this end, each sub-committee must agree to:
 - i. Provide the name, address, and contact details for each member of the local Landcare sub-committee.
 - ii. Provide a membership fee (Section 8) for each member of the local Landcare sub-committee who is not already a financial member of the USLC in their own right.
 - iii. Provide a succinct annual report of the local Landcare sub-committee's Landcare activities.
 - iv. Provide a succinct annual report of the local Landcare sub-committee's financial transactions and current financial position, to be included in

the USLC's own financial reporting to NSW Fair Trading and to funding providers, if required.

- v. Keep and provide to the USLC a list of attendees at each sub-committee event or project within 7 days of the activity occurring.
- (b) Make all decisions in accord with the provisions for democratic decision making stipulated in Section 23 of this USLC Constitution.
- (c) Declare and avoid issues of conflict of interest as stipulated in Section 24 of this USLC Constitution.
- (d) Behave in a manner appropriate to a delegated sub-committee of the USLC, and in accord with the spirit of the Landcare Mission and Vision statements of the USLC.
- (e) Not commit any illegal or unethical act.
- (f) Give proper consideration to the health and safety of its members, the public, and the environment.
- (g) Implement standard Landcare NSW work health and safety assessment procedures, and record keeping, in relation to health and safety prior to the conduct of any activity.
- (h) Not organise or condone any dangerous activity outside of the normal activities appropriate to a local Landcare sub-committee of the USLC.
- (i) Within 48 hours of becoming aware, report all accidents, injuries or health and safety incidents to the USLC by any means; obtain and follow proper medical advice from a qualified medical practitioner; and obtain a medical certificate confirming the injury.
- (j) Provide a follow-up report within 7 days, in writing, describing any health and safety incident, including the date, time, and location of the incident, a description of the Landcare event at which the incident occurred, and a list of names of all attendees, specifying the names of attendees adversely affected by the incident.
- (k) If an insurance claim is to be made: within 28 days, or within 28 days of being able to do so, complete and submit an online insurance claim form in association with USLC staff.

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to [clause 20](#) (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

24. Conflict of interest

- (1) A committee member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. That committee member shall, unless otherwise determined by the committee, absent themselves from discussions of such matters. If the committee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a committee member to be absent from discussions or refrain from voting, the issue should be immediately determined by a vote of the committee. If this is not possible, the matter shall be adjourned or deferred.
- (2) The nature of the interest of a committee member must be declared at the earliest available opportunity.
- (3) The secretary of association will keep a register of declared conflicts of interest and this register will be available for inspection consistent with the conditions in [Clause \(7\)](#). Where relevant, any disclosed interests will also be disclosed to each annual general meeting in accordance with the Act.

Part 4 – General meetings

25. Annual general meetings – holding of

- (1) USLC must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) USLC must hold its annual general meetings:
 - (a) within 6 months after the close of USLC’s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26. Annual general meetings – calling of and business

- (1) The annual general meeting of USLC is, subject to the Act and to [clause 20](#), to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of USLC during the last preceding financial year,
 - (c) to elect office-bearers of USLC and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

27. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of USLC.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of USLC.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of USLC, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of USLC, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to

each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under [clause 25](#) (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

30. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of USLC.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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 general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of USLC stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of USLC is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, 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, or an entry to that effect in the minute book of USLC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolutions

A special resolution may only be passed by USLC in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of USLC a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of USLC unless all money due and payable by the member to USLC has been paid.
- (4) A member is not entitled to vote at any general meeting of USLC if the member is under 18 years of age.

35.Proxy votes are permitted

Members of USLC are entitled to vote by proxy at general meetings.

36.Postal ballots

- (1) USLC may hold a postal ballot to determine any issue or proposal (other than an appeal under [clause 12](#)).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

37.Insurance

USLC may effect and maintain insurance.

38.Funds – source

- (1) The funds of USLC are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by USLC in general meeting, such other sources as the committee determines.
- (2) All money received by USLC must be deposited as soon as practicable and without deduction to the credit of USLC's bank or other authorised deposit-taking institution account.
- (3) USLC must, as soon as practicable after receiving any money, issue an appropriate receipt.

39.Funds – management

- (1) Subject to any resolution passed by USLC in general meeting, the funds of USLC are to be used in pursuance of the objects of USLC in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of USLC, being members or employees authorised to do so by the committee.

40.Change of name, objects and constitution

An application to the Director-General for registration of a change in USLC's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

41. Custody of books etc

Except as otherwise provided by this constitution, the public officer must be provided ready-access to all records, books and other documents relating to USLC by the individual/s charged with responsibility to keep said association records, as determined by the committee.

42. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of USLC at any reasonable hour:
 - (a) records, books and other financial documents of USLC,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of USLC.
- (2) A member of USLC may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

43. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission (including email) to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission (email), on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Financial year

The financial year will be 1st July to 30th June. Annual General Meetings will be conducted within 6 months of the end of the financial year.

Appendix 1

(relating to [Clause 2](#))

The USLC may change its membership form from time to time. Applications for USLC membership may also be included on the membership forms of affiliate groups. The minimum information that must be collected to support nomination to the USLC is:

- (a) Name (and in the case of a family membership, the names of all family members who are applying),
- (b) Contact details (phone, email, or physical address),
- (c) Whether the nominee is a member of an affiliate Landcare group or USLC local Landcare sub-committee, and if so, which one.