

Holbrook Landcare Group

**CONSTITUTION
&
SUPPLEMENTARY RULES**

This is a consolidated copy of the Constitution and Supplementary Rules, adopted by the Holbrook Trees on Farms Landcare Group Inc. at its Special General Meeting on 21st June 2000 and ratified by Holbrook Landcare Group Ltd at its Special General Meeting on 13th July 2000.

It contains all amendments to 22nd March 2012.

This copy also contains the amendment of Clause 67, approved by resolution of the Company at the AGM on 12/12/01

This copy also contains the amendments approved by resolution of the Company at the Special General Meeting on 22/03/12

CORPORATIONS LAW
Company Limited by Guarantee

Constitution

of

HOLBROOK LANDCARE GROUP

This Company was registered at the Australian
Securities and Investments Commission by

PATRICIA HOLDINGS PTY. LIMITED

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Company Limited by Guarantee*

**CONSTITUTION
OF
HOLBROOK LANDCARE GROUP**

Interpretation

1. In this constitution, unless there is something in the subject or context inconsistent therewith:-

“Board” includes a meeting of the Directors duly called and constituted at which a quorum shall be present or as the case may be the Directors assembled or represented at such meeting;

“Company” means the above Company whatever its name may be from time to time;

“Corporation” means any body corporate, whether formed or registered within or outside the State;

“Directors” means the directors for the time being of the Company and, in the case of a sole director, that director;

“Law” means the Corporations Law and any statutory modification or enactment thereof;

“Member” means a person or Corporation admitted to membership of the Company in accordance with this constitution;

“Office” means the registered office for the time being of the Company;

“Register” means the Register of Members kept pursuant to Section 169 of the Law;

“Seal” means the Common Seal of the Company (if any);

“Secretary” means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

“State” means the state or territory of Australia in which the Company is registered under the Law;

“Statutes” means and includes every code and ordinance from time to time in force concerning incorporated companies;

“In writing” or “written” includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form;

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words importing persons include corporations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Divisions 10 of Part 1.2 of the Law as in force as the date this Constitution became binding on the Company.

In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions shall not be limited to or controlled by the particular powers discretions or things with which the same are connected. Any words and expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trust. Subject as aforesaid any words defined in the Law shall if not inconsistent with the subject of the context bear the same meaning in these presents.

2. The Company is established for the purposes set out in the Constitutional Objects which form part of this Constitution. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.
3. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.

Membership

4. The number of members with which the Company proposes to be registered is five (5) but the Board may from time to time register an increase of members.
5. The persons specified in the application for the Company's registration and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Company.
6. Every applicant for membership of the Company shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.
7. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
8. A full annual subscription is payable on application of membership. When an Applicant has been accepted for membership and their annual fee has been received then the Applicant shall become a member of the Company. If such payment has not been received by the Company within two (2) calendar months after the date of receipt by the Applicant of a notice advising the Applicant that their application for membership has been successful, the Board may in its discretion cancel its decision to accept the Applicant's application for membership of the company.
9. The entrance fee and annual subscription payable by members of the Company shall be such as the Company in General Meeting shall from time to time prescribe, provided that until the Company shall otherwise resolve the entrance fee shall be nil and the annual subscription shall be \$20 and provided further that the Company shall not at any time prescribe an entrance fee which exceeds \$50.
10. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

Cessation of Membership

11. If the subscription of a member shall remain unpaid for a period of two (2) calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary be debarred by resolution of the Board from all privileges of membership and his name may be removed by the Board from the Register of Members provided that the Board may reinstate the member and restore his name to the Register on payment of all arrears if the Board thinks fit to do so.

12. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding \$10.00 for which he is liable as a member of the Company under Clause 69 of the Constitution of the Company.
13. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have power to expel the member from the Company and erase his name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Board, elect to have the question of his expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register of Members.

General Meetings

14. A general meeting shall be held once in every calendar year at such time and place as may be determined by the board.
15. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. All Meetings other than the Annual General Meetings, shall be called General Meetings.
16. Any member of the Board may whenever he thinks fit convene a General Meeting and General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Law.
17. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as entitled to receive such notices from the Company.
18. All business shall be special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Board and Auditors, the election of members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

Proceedings At General Meetings

19. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) members present shall be a quorum. For the purpose of this clause "Member" includes a person attending as a proxy or as representing a corporation which is a member.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.

21. The Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman shall be the Chairman or if the Deputy Chairman is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least (3) members present in person or by proxy.Unless a poll is so demanded a declaration by a Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
24. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
27. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
28. No member shall be entitled to vote at any General Meeting if his/her annual subscription shall be more than one (1) month in arrears at the date of the meeting.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or his attorney shall be witnessed by a person other than the proxy. A proxy shall be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
30. The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of _____
being a member of _____
hereby appoint _____ of _____
or failing him _____ of _____
as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the
Company to be held on the _____ day of _____ and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:-

Signed this _____ day of 20 _____

Note: in the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly, unless otherwise instructed, the proxy may vote as he thinks fit.

31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Directors

33. The persons specified in the application for the Company registration shall be the First Directors of the Company. They shall all retire at the first General Meeting, but shall be eligible for re-election.
34. Thereafter the Board of Directors shall consist of five members of the Company elected as herein provided unless altered pursuant to clause 38 of this Constitution.
35. At the first General Meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the members of the Board shall be elected from among the members and such members of the Board shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
36. The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the numbers of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies of for the purpose of filling up vacancies or convening a general meeting of the Company.
37. The election of persons to the Board shall take place in the following manner:-
 - (a) Any two (2) members of the Company shall be at liberty to nominate any other member to serve as a Director.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least twenty one (21) days before the Annual General Meeting at which the election is to take place.
 - (c) A list of the candidates names in alphabetical order, with the proposers and seconders names,

shall be posted in a conspicuous place in the registered office of the Company for at least seven (7) days immediately preceding the Annual General Meeting.

- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In case there shall not be sufficient number of candidates nominated the Board shall fill up the remaining vacancy or vacancies.
38. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the maximum or minimum number of Directors of the Board provided that the minimum will not be less than three.
39. The Board shall have power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with these regulations. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting.
40. The Company may by ordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
41. The office of a member of the Board shall become vacant if the member:
- (a) ceases to be a member of the Board by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a Company by reason of any order made under the Law; -
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Company
 - (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Company;
 - (h) ceases to be a member of the Company; or
 - (i) is directly or indirectly interested in any contracted or proposed contract with the Company provided, however, that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 67 of the Constitution of the Company and if he shall have declared that nature of his interest in the manner required by the Law.

Provided always that nothing in this Clause shall affect the operation of Clause 69 of the Constitution of the Company.

Powers And Duties Of The Board

- 42(a). The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these regulations, required to be exercised by the Company in General Meeting,

subject nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

- 43(b). Any Rule, Regulation or By-Law of the company made by the Board must be circulated to all members of the Company.
43. The Board may exercise all the powers of the Company including the power of delegation to any employee or officer of the Company from time to time, and on such terms and conditions as the Board may authorise in writing.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or in such other manner as the Board from time to time determines.
45. The Board shall cause minutes to be made;
- (a) of all appointments of officers and servants; -
 - (b) of names of members of the Board present at all meetings of the Company and of the Board;
- and
- (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Proceedings Of The Board

46. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.
47. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
48. A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
49. Subject to the Law, the quorum necessary for the transaction of the business of the Board shall be three (3) or such greater number as may be fixed by the Board.
50. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number for summoning a General Meeting of the Company but for no other purpose.
51. The Chairman of Directors shall preside at every meeting of the Board, or if there is no Chairman of Directors or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chairman shall be Chairman. If the Deputy Chairman is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

52. The Board may delegate any of its powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
53. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
55. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
56. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

Secretary

57. The Secretary shall in accordance with the Law be appointed by the Board for such term, at such remuneration and upon such condition as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an officer of the Company and, if not already a member of the Board, ex officio a member of the Board and he shall be subject to the provisions of Clause 67 of the Constitution.

Seal

58. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

Accounts

59. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date as required by the Law.
60. The Board shall from time to time determine in accordance with Clause 71 of this Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 71 of this Constitution or authorised by the Board or by the Company in General Meeting.

Audit

61. A properly qualified Auditor or Auditors shall be appointed and may be removed as provided in the Corporations Law. His or their remuneration shall be fixed and duties regulated in accordance with the Law and Clause 71 of this Constitution.

Notices

62. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Company for the giving of notices to him or by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member or by emailing it to an email address nominated by the Member for the purposes of serving notices on the Member or by other means agreed to as appropriate for the dissemination of information to members. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
63. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) Every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Company.

Winding Up

64. The provisions of Clause 70 of this Constitution relating to the winding up or dissolution of the Company shall have effect and be observed.

65. Officers: Indemnities and Insurance

65.1 Indemnities

To the extent permitted by law:

- (a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Law; and
- (b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

65.2 Insurance

To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of sections 232(5) or (6) of the Corporations Law; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

65.3 Interpretation

In Clause 65.1 and 65.2:

- (a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).
- (b) the term "Officer" has the meaning given to that term in section 241(4) of the Corporations Law and includes every member of the Board.

Constitutional Objects

66. The objects for which this Company has been established are:-

- (a) to protect and enhance the natural environment of farms, water catchments, urban zones and other places within the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment;
- (b) to assist members of the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment to prevent or ameliorate environmental degradation (including soil erosion, salination, acidification, rising watertables, loss of trees and loss of biodiversity);
- (c) to assist members of the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment with planning, funding and undertaking of on-ground works (including revegetation with native plants, preservation of remnants of native vegetation, management of weeds and vermin, fencing of environmentally significant areas and provision of habitat and corridors for wildlife);
- (d) to promote landuse initiatives that have beneficial consequences for the environment and for the economic viability of the urban and rural sectors within the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment and to promote sustainable agriculture through extension, planning, funding and undertaking of on-ground works;
- (e) to commission research on matters relating to Objects (a) to (d);
- (f) to provide:
 - (i) education to members of the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment and members of the wider community on matters relating to Objects (a) to (d); and
 - (ii) education to school students on matters relating to Objects (a) to (d);
- (g) to co-operate with other organisations within and beyond the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment to achieve Objects (a) to (d);
- (h) to apply for inclusion in the Register of Environmental Organisations and to maintain that registration by, amongst other things:

- (1) establishing a separate public fund called 'Holbrook Landcare Fund' to receive donations, in accordance with Clause 73;
 - (2) ensuring that the Company uses donations to Holbrook Landcare Fund in accordance with the environmental objects listed in Clause 66 (a) to (d) and not be influenced by the expressed preference or interest of the donor;
 - (3) making rules for the management of Holbrook Landcare Fund; and
 - (4) complying with other laws, regulations, rules and amendments pertaining to the Register.
- (i) to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 67 of this Constitution.
 - (j) in furtherance of the objects of the Company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company or persons frequenting the Company's premises.
 - (k) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (l) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - (m) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
 - (n) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
 - (o) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
 - (p) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
 - (q) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities.
 - (r) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (s) in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (t) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (u) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (g) of this Clause 66.
- (v) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (w) to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (x) in furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 67 of this Constitution.
- (y) in furtherance of the objects of the Company to make Rules for the conduct, management and organisation of the Company from time to time.
- (z) in furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the Companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (aa) to make donations for patriotic or charitable purposes.
- (bb) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- (cc) to promote land use initiatives that have beneficial consequences for the economic, social and physical environment of the urban and rural sector within the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment.

Without limiting the generality of the foregoing the Company has the powers set out in the Law.

67. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution: and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members, directors or trustees of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company. Any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided further that the Directors are required to approve all other payments the company makes to its Directors *This provision was added by resolution at AGM 12/12/01*

Ordinary members and members who are officers of the Board may be employees and are subject to the same rights and obligation as employees, and their obligations as employees will take precedence over

their rights as members. A member who is an officer of the Board is not entitled to a salary, wage or fee or other remuneration solely because he is a member of the Board.

68. The liability of the members is limited.-
69. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.
70. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 67 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
71. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Law.
72. The names and addresses of the persons who consent to become members of the Company and adopt this Constitution are as follows:

Name and Address

Signature

Craig Peter ROWE
"Rossmoor" 1 Clifton Road
Via Wagga Wagga NSW 2650

Andrew John HICKS
'Annandayle South', 1 Annandayle Road
Holbrook NSW 2644

Christopher John MIRAMS
'Woomargama Station', 1 Tunnel Road
Woomargama NSW 2644

Mary Joy WEARN
'Yammacoona', Four Mile Lane
Holbrook NSW 2644

Philip Richard LOCKE
"Fairview", Mountain Creek Road
Holbrook NSW 2644

73. Holbrook Landcare Fund

73.1 The Company shall establish and maintain a public fund to be called the '*Holbrook Landcare Fund*' for the specific purpose of supporting the environmental objects of the Company.

73.2 The Company shall establish the Holbrook Landcare Fund to receive all gifts of money or property for this purpose and shall ensure that any money received because of such gifts is credited to the bank account of the Holbrook Landcare Fund.

73.3 The Company shall comply with the '*Rules of the Holbrook Landcare Fund*', set out in Annexure1 to this Constitution.

73.4 The Rules of the Holbrook Landcare Fund shall form part of this Constitution.

ANNEXURE 1

Rules of Holbrook Landcare Fund

1

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- 1. Definitions**
- 'Board'* means the Board of Directors of Holbrook Landcare.
- 'Department'* means the Commonwealth Department of the Environment or other government agency that has responsibility for the Register of Environmental Organisations.
- 'Donation'* includes a donation of property.
- 'Fund'* means Holbrook Landcare Fund.
- 'Holbrook Landcare'* means Holbrook Landcare Group
- 'Qualified Person'* means a person who, by his or her:
- (a) tenure of some public office; or
 - (b) position in the community,
- has a degree of responsibility to the general community *as a whole* (as distinct from the degree of responsibility to the community that a person has solely by way of his or her obligations to Holbrook Landcare).
- 'Rules'* means these rules of Holbrook Landcare Fund.
- 2. Purpose of the Fund**
- 2.1 The purpose of the Fund is to support the environmental objects of Holbrook Landcare.
- 2.2 Holbrook Landcare shall use the Fund only in accordance with the purpose of the Fund.
- 2.3 Holbrook Landcare may use the Fund to obtain:
- (a) telephone and communication services and equipment;
 - (b) computing services and equipment;
 - (c) postage and stationery;
 - (d) photocopying services and equipment;
 - (e) employed staff;
 - (f) premises; and
 - (g) equipment and services for general office administration,
- where these items are necessary or useful in effecting the purpose of the Fund

**Rules
of
Holbrook Landcare Fund**

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**3. Receiving
Donations**

- 3.1 Holbrook Landcare shall invite members of the public to make donations to the Fund for the purpose of the Fund.
- 3.2 Holbrook Landcare shall issue a donor with a receipt that explicitly acknowledges that the donation is a donation to the Fund.
- 3.3 Holbrook Landcare shall deposit into the Fund:
 - (a) money from interest on donations to the Fund;
 - (b) income derived from property donated to the Fund; and
 - (c) money realised from property donated to the Fund.
- 3.4 Holbrook Landcare must not deposit into the Fund:
 - (a) corporate sponsorship money; or
 - (b) money and property other than donations.
- 3.5 Holbrook Landcare must keep donations to the Fund separate from Holbrook Landcare's other moneys.
- 3.6 Holbrook Landcare shall open a separate bank account exclusively for the Fund.
- 3.7 Holbrook Landcare shall deposit in the Fund's bank account donations to the Fund and moneys described in Rule 3.3.
- 3.8 Holbrook Landcare shall ensure that the Fund complies with sub-division 30-E of the Income Tax Assessment Act 1997.

**4. Management
of the Fund**

- 4.1 Holbrook Landcare shall:
 - (a) keep proper accounting records; and
 - (b) undertake proper accounting procedures, for the Fund
- 4.2 Holbrook Landcare shall:
 - (a) operate the Fund on a non-profit basis; and
 - (b) not distribute money and property accumulated by the Fund to members of Holbrook Landcare, except in the case of proper remuneration for administrative services.
- 4.3 A Management Committee shall manage the Fund.
- 4.4 The Management Committee shall be the Board, provided that the majority of the Board members are Qualified Persons.

**Rules
of
Holbrook Landcare Fund**

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- 4.5 The Board may appoint a Sub-Committee of Holbrook Landcare to be the Management Committee.
- 4.6 The Sub-Committee may comprise:
- (a) Board members;
 - (b) Members of Holbrook Landcare;
 - (c) Qualified Persons who are not members of Holbrook Landcare; or
 - (d) a combination of these,
- provided that:
- (e) at least one member of the Sub-Committee is a member of the Board; and
 - (f) a majority of members of the Sub-Committee are Qualified Persons.
- 4.7 The Board may:
- (a) dissolve the Sub-Committee;
 - (b) remove a member of it; or
 - (c) appoint another person to it,
- provided that the Sub-Committee otherwise complies with these rules.
- 4.8 In all cases, the Management Committee must comprise at least three persons.
- 4.9 If the Management Committee consists of a Sub-Committee, then the Sub-Committee shall be responsible to the Board and must report to the Board at least once in Holbrook Landcare's financial year.
- 4.10 The Board will report on the management of the Fund to Holbrook Landcare at its Annual General Meeting.

**5. Responsibilities
to the
Government**

- 5.1 Holbrook Landcare shall comply with any rules that the Treasurer or Minister with responsibility for the environment may make to ensure that gifts made to the Fund are used only for its principal purpose
- 5.2 Holbrook Landcare shall provide to the Department, within four months of the end of the financial year:
- (a) an annual statistical return, which shall provide information on donations to the Fund; and

**Rules
of
Holbrook Landcare Fund**

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(b) an audited financial statement of Holbrook Landcare and the Fund, which shall include information on expenditure of Fund moneys and management of Fund assets.

- 5.3 Holbrook Landcare shall advise the Department, as soon as possible, of;
- (a) changes to the membership of the Management Committee;
 - (b) changes to the Rules;
 - (c) changes to the name of Holbrook Landcare Group or to the name of the Holbrook Landcare Fund; and
 - (d) any departure from the Rules.

6. Winding Up

If the Fund is wound up, then Holbrook Landcare shall transfer any surplus assets to another fund that;

- (a) has similar objectives as the Fund; and
- (b) appears on the Register of Environmental Organisations.

7. Changes

These Rules form part of the Constitution of Holbrook Landcare and may be changed only in the manner prescribed by law for the amendment of a company's constitution.

This constitution (including Annexure 1: Rules of the Holbrook Landcare Fund) was approved by Holbrook Trees on Farms Landcare Group Inc. at its Special General Meeting on 21st June 2000 and ratified by Holbrook Landcare Group Ltd at its Special General Meeting on 13th July 2000.

This copy also contains the amendment of Clause 67, approved by resolution of the Company at the AGM on 12/12/01

This copy also contains the amendments approved by resolution of the Company at the Special General Meeting on 22/03/12.

Supplementary Rules
of
Holbrook Landcare Group
(Revised February 2012)

1

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- 1. DEFINITIONS** *‘Board’* means the Board of Directors of Holbrook Landcare
‘Constitution’ means the Constitution of Holbrook Landcare.
‘Holbrook Landcare’ means the Holbrook Landcare Group. Also known as Holbrook Landcare Network
‘Rules’ means these Supplementary Rules of Holbrook Landcare.
- 2. GENERAL**
- 2.1 Holbrook Landcare makes these Rules as a supplement to the Constitution.
- 2.2 If a provision of these Rules is inconsistent with the Constitution, then the Constitution prevails.
- 3. MEMBERSHIP**
- Qualifications for Membership** 3.1 Any interested person or organization may apply for membership of Holbrook Landcare Group
- Voting Rights** 3.2 A person listed in the Register of Members shall have one Vote on questions put to a vote at any General Meeting or Annual General Meeting.
- Application Form** 3.3 A person who wishes to become a member of Holbrook Landcare must make an application on the appropriate membership form
- Corporate Member** 3.4 A Company may apply for membership of Holbrook Landcare and shall nominate a person to whom the Group may send notices.
- 3.5 These Rules do not prevent any person connected with a company applying for membership of Holbrook Landcare in his or her own right.
- Single Membership for a Group** 3.6 The Board, in its discretion, may accept a single application for membership of Holbrook Landcare from a group of people (including a family, domestic partnership, business partnership or a farming enterprise), provided that the group nominates one member of the group:
- (i) whom Holbrook Landcare shall enter on its Register of Members; and

**Supplementary Rules
of
Holbrook Landcare Group
(Revised February 2012)**

- (ii) to whom Holbrook Landcare may send notices

- 3.7 The group referred to in Rule 3.6 shall have one vote on questions put to a vote at any General Meeting or Annual General Meeting and shall vote through its nominee.
- 3.8 These Rules do not prevent any individual member of a group referred to in Rule 3.6 from applying for membership of Holbrook Landcare in his or her own right.

Membership not Transferable

- 3.9 Any right, privilege or obligation a person has obtained through membership of Holbrook Landcare:
 - (a) is not transferable to another person; and
 - (b) ceases when that person's membership terminates.

4. THE BOARD

Board Meetings

- 4.1 Except for months in which Holbrook Landcare holds a General Meeting or Annual General Meeting, the Board shall meet at least once every 2 months.
- 4.2 The Board may decide to invite members and/or non-members to its meetings

5. THE COMMITTEE

Membership of Committees

- 5.1 There is no limit to the number of committees that can be formed within Holbrook Landcare. Committees may be formed for a variety of reasons including:
 - (a) Project management and advice
 - (b) Topic specific advice
 - (c) Geographical
 - (d) Advisory to the Board
- 5.2 Committees may include non-members

**Supplementary Rules
of
Holbrook Landcare Group
(Revised February 2012)**

- 5.3 A person may be:
- (a) a member of the Board;
 - (b) a committee member
 - (c) a committee leader
 - (d) a member
 - (e) more than one of the above.

**6. SIGNING
CHEQUES**

- 6.1 The Board shall authorise the appropriate administrative staff, the Executive Officer and a number of Board members to sign cheques.
- 6.2 Two signatories are required on cheques
- 6.3 External funds transfers require an authorizing signature (separate to the staff member enacting the transfer)
- 6.4 In the absence of staff two other signatories may sign cheques, but they shall be responsible for informing the Executive Officer as soon as possible of any cheques signed in the staff's absence.

**7. AMENDMENT
OF RULES**

Subject to Clause 42 of the Constitution, the Board may amend these Rules. This does not require a resolution to be passed by members

These Supplementary Rules were approved by Holbrook Trees on Farms Landcare Group Inc. at its Special General Meeting on 21 June 2000 and ratified by Holbrook Landcare Group Ltd at its Special General Meeting on 13 July 2000

These Supplementary Rules were further amended by the Holbrook Landcare Board at their Board meeting on February 23 2012

**Supplementary Rules
of
Holbrook Landcare Group**

APPENDIX 1

(Rule 3.4)

APPLICATION FOR MEMBERSHIP OF HOLBROOK LANDCARE GROUP

I,

(full name of applicant)

of

(address)

apply for membership of Holbrook Landcare Group. In the event of my admission as a member, I agree to be bound by the rules of Holbrook Landcare Group and such amendments as are made from time to time.

(If applying on behalf of more than one person, then nominate one person to appear on the Register of Members:

.....

.....

Signature of Applicant (or Nominee)

Date

I,

(full name)

a member of Holbrook Landcare Group, nominate the Applicant, who is personally known to me, for membership of Holbrook Landcare Group.

.....

Signature of Proposer

Date

I,

(full name)

a member of Holbrook Landcare Group, second the nomination of the Applicant, who is personally known to me, for membership of Holbrook Landcare Group.

.....

Signature of Secunder

Date