

Dear valued members of Holbrook Landcare Group (also registered and known as Holbrook Landcare Network):

At the general meeting held on 26<sup>th</sup> May 2022, the following changes were unanimously recommended by the board of directors in order to update the constitution to modernise it and reflect changes in operations since the Group was established on July 13 2000. This recommendation requires Special resolution at an Extraordinary General Meeting (EGM) set to be held before the General Meeting on the 15<sup>th</sup> of September 2022. As a member of Holbrook Landcare Group, you are invited to attend, vote and give recommendation to this Special resolution. A copy of the existing constitution is available for inspection at the HLN office or by request. Please contact the Executive Officer Dr Alison Southwell, should you have any questions or concerns with this proposed recommendation prior to the EGM.

This copy also contains the amendments approved by resolution of the Company at the Extraordinary General Meeting on 15/09/22.

**Supplementary Rules of Holbrook Landcare Group  
(Revised 15<sup>th</sup> September 2022)**

---

It is resolved that the following changes to the Constitution be approved at the Extraordinary Meeting held on the 15<sup>th</sup> September 2022.

**Membership**            Clauses 6 to 9 are removed and replaced with:

“6 The company must establish and maintain a register of members which contains name, address and the date the member was entered on the register.  
7 A person, being an individual or incorporated body who supports the purposes of the company is eligible to apply to be a member. All applications for membership shall be in such form as the Board from time to time prescribes.  
8 A full annual subscription is payable on application for membership the amount of which will be determined by the Board at the most recent Annual General Meeting of the Company.  
9 Upon endorsement by the board and payment of the annual subscription an applicant will become a member when entered on the register of members.”

**Directors**

Clause 34 is replaced with the following:

“34 Thereafter the Board of Directors shall consist of nine members of the Company elected as herein provided unless altered pursuant to clause 38 of this Constitution”

Clause 35 is replaced with the following;

“35.1 At each annual general meeting:

(a) any director appointed by the directors to fill a casual vacancy must retire; and

(b) at least one third of the remaining directors must retire.

35.2 The directors who must retire at each annual general meeting under clause 35.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by vote of the members at the Annual General Meeting.

35.3 Other than a director appointed to fill a casual vacancy, a directors term of office starts at the end of the AGM at which they were elected and ends at the end of the AGM at which they retire.

35.4 Each director must retire at least once every 3 years

35.5 A director who retires under clause 35.1 may nominate for election or re-election at the same Annual General Meeting.”

Clause 37 is amended by adding 37 (f) as follows:-

“37(f) Alternative voting can be utilised providing the methodology chosen is deemed fair and reasonable in the circumstances by the Board.”

**Proceedings Of  
The Board**

Clause 56A is inserted as the follows:-

“56A. The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect within 5 business days.”

Clause 56B is inserted as the follows:-

“56B. The directors may hold their meetings by using any technology (such as zoom or teleconferencing) that is agreed to by the directors from time to time.”

**Constitutional  
Objects**

Clause 66 is amended by deleting the words “the Holbrook Area and surrounds and other areas and surrounds nearby within the Murray River catchment” and replacing them with  
“the Holbrook Area and surrounds and other areas and surrounds nearby **primarily** within the Murray River catchment”.

**Supplementary  
rules**

Supplementary rule 3.3 is amended to the following:-

**3. Membership**

“3.3 A person who wishes to become a member of Holbrook Landcare must make an application in such form as approved by the board from time to time.”

**6. Signing of  
cheques**

Supplementary rule 6.1 is amended to the following:-

“6.1 The Board shall authorise the appropriate administrative staff, the Executive Officer and a number of Board members to authorise payments.”

**Title amended  
to  
Authorisation  
of payments**

Supplementary rule 6.2 is amended to the following:-

“6.2 Two authorised persons are required in order to complete all payments.”