



Constitution of Tranmere - Clarence Plains Land & Coastcare Inc.

1. **The Association** shall be entitled "Tranmere - Clarence Plains Land & Coastcare Inc." (in these rules called "the Group").
2. **The Office of the Group** shall be at 158 Carella St., Howrah 7018 or such other place as the Group may from time to time, determine.
3. **Membership** Any member of the community declaring an interest in the objectives of the Group may, upon application and payment of the membership fee and acceptance by a general meeting, become a member of the Group.

A member of the Group may, at any time, resign from the Group by notifying the secretary in writing. The secretary must then advise the rest of the Executive.

4. Objectives

- a) To develop within the Tranmere & Clarence Plains communities a concern for the appropriate preservation, restoration and reforestation of the Rokeby and Droughty Hills and the Clarence Plains Rivulet, waterways and catchment area.
- b) To research the full biological diversity of the Clarence Plains Rivulet catchment, Tranmere and Droughty Hills coastlines and all estuarine areas and to promote restoration, protection and maintenance of this diversity.
- c) To promote and encourage the landcare ethic and the proper stewardship of land and coastline in the general community and to organise activities for this purpose.
- d) To work co-operatively with local government, government departments, industry and the community to achieve sustainable land use, and to identify and preserve the heritage of the area, natural and historic.
- e) To raise monies from legitimate sources available, from both government and private sectors to further the objectives of the Group.

5. Management

- a) **The affairs of the Group** are to be managed by a Committee as provided for below:
 - (1) It shall consist of the following members, elected at the Annual General Meeting of the Group in each year:
 - (a) The officers of the Group
 - (b) two other members
 - (2) The officers of the Group are as follows:
 - (a) Convenor
 - (b) Co-Convenor
 - (c) Secretary
 - (d) Treasurer

An office-bearer may hold two such offices at any one time.

- b) **Casual vacancies.** If a casual vacancy occurs in any office referred to above, or in the office of ordinary committee member, the committee may appoint a Member of the Group to fill the vacancy until the conclusion of the next following annual general meeting.
- c) **Sub-Committee.** The Committee may appoint a sub-committee from the Group and prescribe its powers and functions. The Committee may co-opt any person, whether a member of the Group or not, as a member of the sub-committee but without voting rights.
- d) **Records.** The Committee shall keep membership records, maintain accurate financial records and record activities of the Group, including minutes of all meetings and resolutions adopted.

6. Committee Meetings

- (a) Meetings of the Committee shall be called by the convenor or 3 members of the Committee, giving at least 24 hours notice to all members of the Committee.
- (b) The convenor shall preside as chairperson of the Group or in his/her absence, as decided by the members present at the meeting. If deemed desirable another chairperson may be appointed by agreement of the Committee.

7. Meetings

- (a) The annual general meeting (AGM) of members shall be held within 3 months of the end of the financial year.
- (b) At each AGM of the Group, the members present shall appoint a person as auditor.
- (c) At least once in each financial year the auditor shall examine the accounts of the Group and shall certify the correctness of the accounts and shall report thereon to the members present at the AGM.

8. Special General Meetings

- (a) The committee may convene a special general meeting of the Association at any time.
- (b) The committee, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association,
- (c) A requisition for a special general meeting –
 - (i) is to state the objects of the meeting; and
 - (ii) is to be signed by the requisitionists; and
 - (iii) is to be deposited at the office of the Association; and
 - (iv) may consist of several documents, each signed by one or more of the requisitionists.
- (d) If the committee does not cause a special general meeting to be held within 21 days from the day on which the requisition is deposited at the Office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

9. Quorum

- (a) At Committee meetings a minimum of 3 officers shall form a quorum.

- (b) At general meetings (including the AGM) a minimum of 5 members shall form a quorum. This shall include at least 2 committee members.

10. Voting

- (a) Each member has one vote only
- (b) The chairperson may exercise a deliberate and casting vote where a deadlock in voting arises.
- (c) The chairperson may only vote in the event of a deadlock
- (d) Votes may only be given personally and not by proxy.

11. Financial Records

- (a) A true and accurate record shall be kept by the treasurer for monies received and expended by the Group.
- (b) These records shall be open to inspection by the members, subject to reasonable restrictions.

12. Accounts

- (a) The treasurer shall open and hold accounts in financial institutions as determined by the Committee into which all monies received shall be paid as soon as possible.
- (b) No cheques or cash shall be drawn on the accounts except for payment of expenditure authorised by the Committee.
- (c) Cheques for payment shall be signed by any 2 of the following:
 - Convenor
 - Co-convenor
 - Secretary
 - Treasurer

13. Subscriptions

The amount of the annual subscription shall be determined by members at a general meeting.

14. Financial Year

The Financial year of the Group shall be from 1st of July to the 30th June the following year.

15. Amendments

The constitution may be amended only at the Annual General Meeting or at a Special General Meeting. (See duties of the Public Officer).

16. Non Profit Group

The assets and income of the above association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Group except as bona fide compensation for services rendered or expenses incurred on behalf of the Group.

17. Dissolution

- (a) In the event of the Group being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes and which is a non-profit organisation exempt from Income Tax under Section 23 of the Income Tax Assessment Act."
- (b) A motion to dissolve the Group may only be made at a Special General meeting of which all financial members have been notified, and with 75% of the members present approving the dissolution.
- (c) Every member of the Group is liable to contribute to the assets of the Group for payments of debts or liabilities of the Group, to a sum not exceeding \$1.

18. Seal

- (a) The Seal of the Group shall be in the form of a rubber stamp, inscribed with the name of the Group surrounded by the words Common Seal.
- (b) The Seal of the Group shall be only affixed to any instrument by the authority of the Executive and the affixing thereof shall be attested to, by the signature of two members of the Committee.

19. Duties of the Public Officer

- (a) To deliver, as required, to the auditor, a list of all accounts, books and records of the Association.
- (b) At least 14 days before the date fixed for holding the AGM or Special General Meeting, cause to be inserted in at least one newspaper published in the South of Tasmania, an advertisement specifying the place, day and time for the meeting, and the nature of the business to be transacted.
- (c) To keep the Corporate Affairs Commission informed of any constitutional changes or any changes to the Committee.
- (c) To lodge with the Corporate Affairs Commission, within 6 months of the end of the financial year, the Annual Return of the Group together with the required lodgement fee.

Constitution of Tranmere-Clarence Plains Land & Coastcare Inc.
Amended – Annual General Meeting 2001
Amended - Special General Meeting May 19 2005
Further Amended Annual General Meeting 25 August 2010