

Constitution of Dorrigo Community Nursery Incorporated

(under the Associations Incorporation Act, 2009)

15th April 2021

Mission statement

By communal activity, instigate, promote, and provide for regenerative land, water and vegetation management practises, with local provenance seed and plants. The quadruple bottom line framework for sustainability underpins all our activities.

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PART 1 – PRELIMINARY

1. NAME The name of the organisation is Dorrigo Community Nursery Incorporated (which is referred to in these rules as “the organisation”)

DEFINITIONS

- (1) In these rules: “member group” means any area sub- committee or community group that is addressing any land degradation and sustainability issues specific to a sub-catchment or geographically unique area:
“ordinary member” means a member or member group or member of a member group of the committee who is not an office-bearer of the organisation, as referred to in rule 14(2)
“Management Committee Member” refers to the person elected by the member group to the Management Committee:
All references to a “member” includes Ordinary member, group member and management committee member, unless otherwise specified:
all references to a “person” includes a person, area sub-committee or group, unless otherwise specified:
“secretary” means;
a) the person holding the office under these rules as secretary of the organisation: or
b) if no such person holds that office – the public officer of the organisation;
“special general meeting” means a general meeting of the organisation other than an annual general meeting;
“the Act” means the Organisations Incorporation Act 1994;
“the Regulation” means the Organisation Incorporation Regulation 1994.
- (2) In these Rules:
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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. OBJECTIVES

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The objectives of Dorrigo Community Nursery Incorporated (referred to in these rules as “the organisation”) encompass these two broad areas:

1. Dandarrga Landcare:
 - a) To propagate local native species from locally collected seed and cuttings at Dandarrga Landcare Native Nursery
 - b) To catalogue and share information about local provenance native plant species and seed
 - c) To provide access to local provenance native plants, seedlings and seeds.
 - d) To promote sustainable land, water and vegetation management practices and principles in all areas of the Dorrigo Plateau region.
 - d) To assist the existing network of care groups and individual landholders with access to funding, information and training
 - e) To increase understanding of local biodiversity and natural resources in the local community
 - f) To identify problems relating to the degradation of natural resources in the local area or district.
 - g) To foster co-operation between local landholders, land managers and others, and to assist them with landcare and bush regeneration.

2. Dorrigo Seed Savers
 - a) To preserve and regenerate the biodiversity of traditional, cultivated, native and non-hybrid useful plant varieties through community involvement
 - b) To bring together in an active network people who collect and utilise seeds to share experience and exchange knowledge
 - c) To promote the ecologically sustainable use, collection and production of non-hybrid seed in natural garden and farming systems
 - d) To conserve genetic diversity and establish garden networks of non-hybrid edible and medicinal plants, safekeeping plant varieties for our future.

PART 11 - MEMBERSHIP

3. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the organisation if but only if:

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the organisation at any time after incorporation of the organisation under the Act;
or

(b) the person is a natural person:

(i) who has been nominated for membership of the organisation as provided by rule 3; and (ii) who has been approved for membership of the organisation by the management committee of the organisation.

4. NOMINATION FOR MEMBERSHIP

(1) An application of an area group for membership of the organisation:

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a) must be made by the area group in writing, stating their aims and objectives and attaching a list of financial members: and

b) must be lodged with the secretary of the organisation.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the management committee which is to determine whether to approve or to reject the nomination.

(3) If the management committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within a period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in clause (5) within the period referred to in that clause, enter the nominee's name in the register of members and on the name being so entered the nominee becomes a member of the organisation.

5. CESSATION OF MEMBERSHIP

A person ceases to be a member of the organisation if the person:

a) dies

b) resigns membership

c) is expelled from the organisation

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

a) is not capable of being transferred or transmitted to another person: and

b) terminates on cessation of the person's membership.

7. RESIGNATION OF MEMBERSHIP

(1) A member of the organisation is not entitled to resign that membership except in accordance with this rule.

(2) A member of the organisation who has paid all amounts payable by the member to the organisation in respect of the member's membership may resign from membership of the organisation by first giving to the secretary written notice of at least one month (or such period as the management 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.

(3) If a member of the organisation ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. REGISTER OF MEMBERS

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(1) The Public Officer of the organisation must establish and maintain a register of member groups and financial members of those groups of the organisation specifying the name and address of each person who is a member of the organisation together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the organisation and must be open for inspection, free of charge, by any member of the organisation at any reasonable hour.

9. FEES AND SUBSCRIPTIONS

(1) A member of a member group of the organisation must on joining the member group, pay to the group a nominal fee set by the member group, to be considered a financial member of the organisation.

(2) In addition to any amount payable by the member under clause (1), a member of the member group must pay to the member group an annual membership fee determined by the group

(3) A member group of the organisation must on admission to membership, pay to the organisation a fee of \$10 or, if some other amount is determined by the management committee, that other amount. b) must give the member at least 14 days

(4) In addition to any amount payable by the member group under clause (1), a member of the organisation must pay to the organisation an annual membership fee of \$10 or, if some other amount is determined by the management committee, that other amount

a) except as provided by paragraph (b) before 1 July in each calendar year, or

b) if the member becomes a member on or after 1 July in any calendar year on becoming a member and before 1 July in each succeeding calendar year.

c) if the member becomes a member between April 1st and June 30th that membership fee includes the following financial year.

10. MEMBERS LIABILITIES

The liability of a member of the organisation to contribute towards the payment of the debts and liabilities of the organisation or the costs, charges and expenses of the winding up of the organisation is limited to the amount, if any, unpaid by the member in respect of membership of the organisation as required in rule 8.

11. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the organisation, and disputes between members and the organisation, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

12. DISCIPLINING MEMBERS

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(1) A complaint may be made by any member of the organisation that some other member of the organisation:

- a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- b) has persistently and wilfully acted in a manner prejudicial to the interests of the organisation.

(2) On receiving such a complaint the management committee:

- a) must cause notice of the complaint to be served on the member concerned and from the time the notice is served within which to make submissions to the management committee in connection with the complaint; and
- b) must give the member at least 14 days from the time the notice is served within which to make submissions to the management committee in connection with the complaint; and
- c) Must take into considerations any submissions made by the member in connection with the complaint.

(3) The management committee may, by resolution, expel the member from the organisation or suspend the member from membership of the organisation 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.

(4) If the management 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 management committee for having taken that action and of the members right of appeal under rule 12.

(5) 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 of concerned; or
- b) if within that period the member exercises the right of appeal, unless and until the organisation confirms the resolution under rule 12(4), whichever is the later.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the organisation in general meeting against a resolution of the management committee under rule 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 appeal.

(3) On receipt of a notice from the member under clause (1), the secretary must notify the management committee which is to convene a general meeting of the organisation to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the organisation convened under clause (3):

- a) no business other than the question of the appeal is to be transacted; and
- b) the management committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

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c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the organisation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III – THE MANAGEMENT COMMITTEE

14. POWERS OF THE MANAGEMENT COMMITTEE

The committee is to be called the committee of management of the organisation and, subject to the Act, the Regulation and these rules and to any resolution passed by the organisation in general meeting:

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

15. CONSTITUTION AND MEMBERSHIP

(1) Subject in the case of the first members of the management committee to section 21 of the Act, the management committee can consist of two elected representatives from each of the member groups.

(2) From the members of the management committee the office-bearers of the organisation will be elected and at the annual general meeting of the organisation under rule 15.

(3) The office-bearers of the organisation are to be:

- a) the Secretary
- b) the Treasurer
- c) the WHS officer
- d) the Media Coordinator
- e) the Dorrigo Seed Savers Coordinator

(4) The office bearers of the organisation shall be known as the Executive Committee of the Management Committee of the organisation.

(5) Each member of the management committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(6) In the event of a casual vacancy occurring in the membership of the management committee, the management committee may appoint a member of the organisation to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment

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16. ELECTION OF MEMBERS

(1) Nominations of candidates for election as office-bearers of the organisation shall be accepted at the annual general meeting and must be nominated and seconded by ordinary members of the management committee.

(2) If insufficient nominations are received to fill all vacancies on the management committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the management 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 members of the management committee is to be conducted at the annual general meeting in such usual and proper manner as the management committee may direct.

17. SECRETARY

(1) The secretary of the organisation must, as soon as practicable after being appointed as secretary, lodge notice with the organisation 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 management committee;
- b) the names of members of the management committee present at a management committee meeting or a general meeting; and
- c) all proceedings at management committee meetings and general meetings.

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

18. TREASURER

a) that all money due to the organisation is collected and received and that all payments authorised by the organisation are made; and

b) that correct books and accounts are kept showing the financial affairs of the organisation, including full details connected with the activities of the organisation.

19. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the management committee occurs if the member;

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- a) dies
- b) ceases to be a member of the organisation; or
- c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- d) resigns office by notice in writing given to the secretary; or
- e) is removed from office under rule 19; or
- f) becomes incapable of carrying out their duties; or
- g) is absent without the consent of the management committee from three consecutive meetings of the management committee.

20. REMOVAL OF A MEMBER

(1) The organisation in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the members 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 clause (1) relates makes representations in writing to the secretary or Secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the organisation, the secretary or the Secretary may send a copy of the representations to each member of the organisation or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. MEETINGS AND QUORUM

(1) The Management Committee must meet at least 2 times in each period of 12 months at such place and time as the management committee may determine.

(2) Additional meetings of the management committee may be convened by the Secretary or by any member of the management committee.

(3) Written notice of a meeting of the management committee must be given by the secretary to each member of the management committee at least one week, preferably 2 weeks before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (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 management committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the Executive committee plus 1 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the management committee.

(6) No business is to be transacted by the management 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.

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(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting is to be dissolved.

(8) At a meeting of the management committee:

- a) the Secretary or, in the Secretary's absences, the treasurer is to preside; or
- b) if the Secretary and the treasurer are absent or unwilling to act, such one of the remaining members of the management committee as may be chosen by the members present at the meeting is to preside.

22. DELEGATION BY MANAGEMENT COMMITTEE TO SUB-MANAGEMENT COMMITTEE

(1) The management committee may, by instrument in writing, delegate to one or more sub-management committees (consisting of such member or members of the organisation as the management committee thinks fit) the exercise of such of the functions of the management 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 management committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-management committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-management committee in accordance with the terms of the delegation.

(3) A delegation under this section 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 rule, the management committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-management committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the management committee.

(6) The management committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-management committee may meet and adjourn as it thinks proper.

23. VOTING AND DECISIONS

(1) Questions arising at a meeting of the management committee or of any sub-management committee appointed by the management committee are to be determined by a majority of the votes of members of the management committee or sub-management committee present at the meeting.

(2) Each representative member of a member group present at a meeting of the management committee or of any sub-management committee appointed by the management committee

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(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 14 - Membership (a) If two members from one group are present at a meeting, that group will only be entitled to one vote.

(4) Subject to rule 20 (5), the management committee may act despite any vacancy on the management committee.

(5) Any act or thing done or suffered, or purporting to have been done or suffered, by the management committee or by a sub-management committee appointed by the management committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the management committee or sub-management committee.

PART IV GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS –

HOLDING OF

(1) With the exception of the first annual general meeting of the organisation, the organisation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the organisation, convene an annual general meeting of its members.

(2) The organisations must hold its first annual general meeting:

- a) within the period of 18 months after its incorporation under the Act; and
- b) within the period of 6 months after the first expiration of the first financial year of the organisation.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

25. ANNUAL GENERAL MEETING –

CALLING OF AND BUSINESS AT

(1) The annual general meeting of the organisation is, subject to the Act and to rule 23, to be convened on such a date and at such a place and time as the management 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 management committee reports on the activities of the organisation during the last preceding financial year;
- c) to elect office-bearers of the organisation and ordinary members of the management committee;
- d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

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(3) An annual general meeting must be specified as such as in the notice convening it and notice must be given no less than 3 weeks prior to the date set for the annual general meeting.

26. SPECIAL GENERAL MEETINGS – CALLING OF

(1) The Management committee may, whenever it thinks fit, convene a special general meeting of the organisation.

(2) The management 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 the organisation.

(3) A requisition of the members for a special general meeting:

a) must state the purpose or the 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 management committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of the 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 clause

(6) must be convened as nearly as is practicable in the same manner as general meetings are convened by the management committee and any member who consequently incurs expense is entitled to be reimbursed by the organisation for any expense so incurred.

27. NOTICE

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the organisation, the secretary must, at least 7 days, preferably 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post (or email) to each member at the member's address appearing in the register of members, a notice 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 the organisation, the secretary must, at least 21 days before the dated fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

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(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 rule 24(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.

28. PROCEDURE

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Seven members present in person (being members entitled under these rules 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 3) is to constitute a quorum.

29. PRESIDING MEMBER

(1) The Secretary, or, in the Secretary's absence, the Treasurer, is to preside as chairperson at each general meeting of the organisation.

(2) If the Secretary and the Treasurer are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. 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 the organisation 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 clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting is not required to be given.

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31. MAKING DECISIONS

(1) A question arising at a general meeting of the organisation is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the organisation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(2) At a general meeting of the organisation, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment: or

b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on this matter is taken to be the resolution of the meeting on that matter.

32. SPECIAL RESOLUTION

(1) A resolution of the organisation is a special resolution:

a) if it is passed by a majority which comprises at least three-quarters of such members of the organisation as being entitled under these rules to do so, vote in person or by proxy at a general meeting of which at least 21 day written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

33. VOTING

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

(a) If there are two members from one group present, the group has one vote only. Any moving or seconding motions must be from different groups.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) 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.

(4) A member or proxy is not entitled to vote at any general meeting of the organisation unless all money due and payable by the member or proxy to the organisation has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34. APPOINTMENT OF PROXIES

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

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(2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART IV MISCELLANEOUS

35. INSURANCE

(1) The organisation must effect and maintain insurance under section 44 of the Act.

(2) In addition to the insurance required under clause (1), the organisation may effect and maintain other insurance.

36. FUNDS – SOURCE

(1) The funds of the organisation are to be derived from the entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the organisation in general meeting, such other sources as the management committee determines.

(2) All money received by the organisation must be deposited as soon as practicable and without deduction to the credit of the organisation's bank account.

(3) The organisation must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. FUNDS – MANAGEMENT

(1) Subject to any resolution passed by the organisation in general meeting, the funds of the organisation are to be used in pursuance of the objects of the organisation in such manner as the management committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the management committee or employees of the organisation, being members or employees authorised to do so by the management committee.

(3) The organisation will function as a non-profit organisation where the assets and income of the organisation 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 organisation except as a bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

38. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the organisation.

39. COMMON SEAL

(1) The common seal of the organisation must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the management committee and the affixing of the common seal must be attested by the signatures

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either of 2 members of the management committee or of 1 member of the management committee and of the public officer or secretary.

40. CUSTODY OF BOOKS

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the organisation.

41. INSPECTION OF BOOKS

The records, books and other documents of the organisation must be open to inspection, free of charge, by a member of the organisation at any reasonable hour.

42. SERVICE OF NOTICES

(1) For the purpose of these rules, a notice may be serviced by or on behalf of the organisation on any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) If a document is sent to a person by properly addressing, prepaying and posting the person a letter containing the document, the document is, unless the contrary is provided, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. NON-PROFIT CLAUSE

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

44. WINDING UP CLAUSE

In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be distributed to all Landcare groups who are current financial members of the organisation and which have similar objects and rules prohibiting the distribution of its assets and income to its members.

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APPENDIX 1

(Rule 33(2))

Form of Appointment of Proxy

I,

(full name)

of

(address)

being a member of

(name of incorporated organisation [group])

hereby appoint

(full name of proxy)

of

(address)

being a member of that incorporated organisation, as my proxy to vote for me on my behalf at the general meeting of the organisation (annual general meeting or special general meeting, as the case may be) to be

held on the Day of19 and at any adjournment of that meeting

• My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

..... Date.....

Signature of member appointing proxy

NOTE: A proxy vote may not be given to a person who is not a member of the organisation.
