



# Special Resolution

## Summary: Changes to Constitution

**2024 AGM - 22 November 2024**

Landcare Tasmania is proposing changes to the Constitution including:

### **1. Clarifying the definitions of each membership category, and how memberships are approved** (Rules 2, 6)

- Because the previous definitions were very broad it was difficult to know which membership category was appropriate when signing up. There was no clear definition for what a 'group' actually means.
- **Community Care Group Membership:** We are establishing that a 'group' constitutes at least two people who have agreed to come together for a specific Landcare-related purpose. There is no required legal structure for a group (e.g. it doesn't need to be an incorporated association), but a group needs to operate in the character of a not-for-profit.
- **Individual Membership:** The previous definition of Individual Member was limited to those who are already actively involved in Landcare activities. Under the new definition, Individual Membership is open to anyone seeking to become more involved, even if they aren't already. We have defined a process for accepting nominations for Honorary Individual Membership.
- **Associate Membership:** Previously, there was no requirement for Associate Members to have any alignment with Landcare Tasmania's purpose or objectives. Associate Membership is now open only to businesses and organisations (government or non-government) whose purposes or interests are aligned with Landcare Tasmania.



# Special Resolution

## Summary: Changes to Constitution

### **2. Amending rules related to the maintenance of the Tasmanian Landcare Fund**

- Changes to Deductible Gift Recipient (DGR) categories from 1 January 2024 mean that for Landcare Tasmania, DGR endorsement changed from endorsement for the operation of a public fund (the Tasmanian Landcare Fund) to endorsement of our whole organisation. The law has changed, and many requirements for how a fund is to be maintained have been removed, and/or made simpler. Landcare Tasmania was under the Register of Environmental Organisations, but this register no longer exists.
- Our Public Fund (the Tasmanian Landcare Fund) is now a Gift Fund. We have amended the constitution to incorporate the required changes to the maintenance of our Gift Fund.

### **3. Amending the rules related to the Election of the Board**

- Previously, Board members were elected all together in one vote. In the rare occurrence where the members do not approve of all nominations, there was no way to make a separate vote for each nominee.
- The rules have been amended so that the cohort can be voted on collectively, but in the case where that is rejected, there will now be an opportunity to vote for each nominee separately.

### **4. Setting a maximum number of Members Council representatives**

- Previously, there was no maximum size of the Members Council under the Constitution. Setting a maximum in the Constitution allows for greater certainty for members on the size of the Members Council, ensures that it does not become too large to function effectively, and makes it easier to determine an appropriate quorum size (set in the Members Council Terms of Reference).
- The rules have been amended to set a maximum size for the Members Council of 18 members. The minimum (8 members) has not changed.

### **5. Other minor amendments, such as updating the address of the Association**



# Special Resolution

## Summary: Changes to Constitution

### Table of major changes

<b>RULE 2019 Constitution V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
2(v)	Community Care Group means Landcare, Bushcare, Coastcare, Wildcare, 'Friends of groups or other groups whose principal aim, in the opinion of the Board, is to improve the health of our natural and working landscapes.	Community Care Group means a group of at least 2 people that operate in the character of a not for profit, regardless of legal status, whose principal aim is to undertake activities for the care of the land, sky and waters of lutruwita/Tasmania.
2(ix)	Individual means an individual who, in the opinion of the Board, is actively and regularly involved in practical activities that support the delivery of Community Landcare.	Individual means a person who seeks to be actively and regularly involved in practical activities that support the delivery of Community Landcare.
2(xii)	REO means the Register of Environmental Organisations maintained by the Department of Environment (Commonwealth) for tax deductibility enabled under the Income Tax Assessment Act 1997 (Comm).	n/a
4(b)(v)	establish and maintain a public fund to be called the Tasmanian Landcare Fund for the specific purpose of supporting the environmental objects/purposes of Landcare Tasmania. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.	establish and maintain a gift fund to be called "the Tasmanian Landcare Fund"



# Special Resolution

## Summary: Changes to Constitution

### Table of major changes

<b>RULE</b> <b>2019</b> <b>Constitution</b> <b>V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
5(a-k)	<p>(a) A Public Fund called the Tasmanian Landcare Fund shall be maintained by the Association for purposes of receiving from the public gifts of money or property to be used in meeting the objectives of the Association.</p> <p>(b) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.</p> <p>(c) A separate bank account is to be maintained to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.</p> <p>(d) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund.</p> <p>(e) The fund will be operated on a not-for-profit basis.</p> <p>(f) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Board. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the REO.</p> <p>(g) Unless otherwise agreed by the Board, the committee of management will comprise all current members of the Board.</p> <p>(h) The Association shall inform the Department responsible for the REO as soon as possible if:-</p> <p>(i) it changes its name or the name of the Public Fund;</p> <p>(ii) there is a change to the membership of the Committee of the Public Fund; or</p> <p>(iii) there has been any departure from the model rules for Public Funds in the Guidelines to the REO.</p> <p>(i) The Association shall comply with any rules that the Treasurer and the Minister with responsibility for the Environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.</p> <p>(j) The Public Fund may be wound up at the discretion of the Board or in the event of the Association being wound up.</p> <p>(k) If the Public Fund is wound up, or endorsement by the Australian Taxation Office of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Public Fund remaining after payment of liabilities attributable to it shall be transferred to another fund in Australia with similar objectives that is on the REO.</p>	<p>(a) The Association will maintain a Gift Fund called "the Tasmanian Landcare Fund":</p> <p>(i) which will be used only for the principal purpose of the Association;</p> <p>(ii) all gifts and deductible contributions of money or property for that purpose are made to it;</p> <p>(iii) any money received because of such gifts or deductible contributions is credited to it; and</p> <p>(iv) it does not receive any other money or property.</p>



# Special Resolution

## Summary: Changes to Constitution

**Table of major changes**

<b>RULE 2019 Constitution V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
6(a)	Membership in the Association is open to all, however applicants must meet the relevant criteria to be eligible for the various forms of membership.	Membership in the Association is open to applicants who, in the opinion of the Board, meet the relevant criteria to be eligible for the various forms of membership.
6(d)	A body corporate, government agency, other organisation established under the Natural Resource Management Act 2002 or individual who does not satisfy the Community Care Group or Individual criteria outlined in rule 2 may apply to be an Associate member of the Association. An Associate member has no voting rights within the Association.	A body corporate, government agency, other organisation, who has purposes or interests aligned to the Association, but does not satisfy the Community Care Group or Individual criteria outlined in rule 2, may apply to be an Associate member of the Association. An Associate member has no voting rights within the Association.
6(-)	n/a	6(e) A person may become an Honorary Individual Member for such duration as the Board determines, if that person: (i) is nominated in writing to the Public Officer by a Member of the Association; (ii) has made a long-standing or significant contribution to the Association or to Community Landcare, and (iii) is approved by the Board for this membership category.



# Special Resolution

## Summary: Changes to Constitution

### Table of major changes

<b>RULE</b> <b>2019</b> <b>Constitution</b> <b>V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
6(-)	n/a	6(j) Where an application is rejected by the Board, the applicant will be notified and advised of reasons for rejection. The applicant may appeal against the decision by giving notice to the Public Officer and stating grounds of the appeal within 14 days of the notice of rejection. (i) If an applicant gives notice of an appeal against the rejection of their application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal. (ii) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.
13(d)	(d) The Board shall recommend for election at the Annual General Meeting the persons to be appointed to the Board, and such recommendation is to be put to the meeting as a single motion only.	(d) The Board shall recommend for election at the Annual General Meeting the persons to be appointed to the Board, and such recommendation is to be put to the meeting as a single motion. (i) Where the motion is rejected, election of the persons to be appointed to the Board is to be put to the meeting as separate motions for each person. (ii) Where a position on the Board remains vacant after voting, that position will be treated as a casual vacancy to be filled at the discretion of the Board for any period up to the subsequent Annual General Meeting. (iii) Board candidates not elected at the Annual General Meeting may not be appointed to the Board as a casual vacancy but may be considered for appointment at the next Annual General Meeting.



# Special Resolution

## Summary: Changes to Constitution

### Table of major changes

<b>RULE</b> <b>2019</b> <b>Constitution</b> <b>V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
6(l)	<p>(l) In the event of the Association being wound up:</p> <p>(i) the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be repaid and applied by the Association in accordance with its powers to an organisation which is exempt from income tax under Section 23 of the Income Tax Assessment Act 1997 and which is an environmental body with similar objectives to those on the REO;</p>	<p>New Rule 28. Winding up and revocation</p> <p>(a) If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.</p> <p>(b) In the event of the Association being wound up, every member of the Association and every person who, in the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such sum not exceeding one dollar as may be required. A former member is not liable to contribute in respect of any debt or liability of the Association contracted after membership ceased.</p>



# Special Resolution

## Summary: Changes to Constitution

### Table of major changes

<b>RULE 2019 Constitution V4</b>	<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
16(b)	(b) The Members Council shall consist of a minimum of 8 members, including at least one person from each telephone region in Tasmania (62, 63, 64).	(b) The Members Council shall consist of a minimum of 8 members and a maximum of 18 members, including at least one person from each telephone region in Tasmania (62, 63, 64).