

# THE CONSTITUTION OF CONSERVATION LANDOWNERS TASMANIA INCORPORATED (2026)

## 1. Name of association

The name of the association is the Conservation Landowners Tasmania (CLT).

## 2. Interpretation

In these rules, unless the context otherwise requires –

- (1) **Act** means the Associations Incorporation Act 1964 (Tas).
- (2) **Association** means the Association referred to in rule 1.
- (3) **Conservation covenant** means a covenant created under the Nature Conservation Act 2002 (Tas), or the National Parks and Wildlife Act 1970 (Tas), or a covenant enacted under the Land Use Planning and Approvals Act 1993 (Tas) whose aims substantially include to promote nature conservation, or a restrictive covenant whose aims substantially include to promote nature conservation.
- (4) **Executive committee** means the group of persons delegated with authority under rule 10 to manage the day-to-day affairs of the Association.
- (5) **General meeting** means an annual or special general meeting of all members of the Association.
- (6) **Public officer** means the person who is, under section 14 of the Act, the official public officer of the Association.
- (7) **Rules** means these constitutional rules of the CLT.
- (8) **Special resolution** has the same meaning as in the Act.

## 3. Purposes of the CLT

The purposes of the CLT are to:

- (1) Advance nature conservation, management and restoration by acting as a peak body to represent and support private landholders in Tasmania who have, or wish to have, a conservation covenant.
- (2) Facilitate effective environmental stewardship by covenantor landholders, and to be an advocate for private land conservation in Tasmania.
- (3) Respect Aboriginal heritage and appreciate the contribution that Aboriginal perspectives can make to private land conservation in Tasmania.

- (4) Encourage other private landholders to enter into a conservation covenant.
- (5) Collaborate with other stakeholders interested in private land conservation in Tasmania, including (but not limited to): the state government's Private Land Conservation Program, the Tasmanian Land Conservancy, and Land Care, Natural Resource Management and Aboriginal groups.
- (6) Do anything necessary or desirable to achieve the above purposes of the CLT.

## **5. Membership of the CLT**

- (1) Membership of the Association comprises **full members** and **associate members**.
- (2) Full members have additional rights in the Association that are not available to associate members, namely the rights to inspect the CLT's financial reports (rule 8), to vote at general meetings (rule 9) and to hold positions on the Executive Committee (rule 10).
- (3) Full membership is open to persons who are at least 18 years of age, who may be resident or not resident in Tasmania, and who have a conservation covenant on their property. Where a covenanted property is legally owned by more than one person, each such person is entitled to be full a member. Such persons may, as a substitute to themselves on an ongoing or temporary basis, nominate one member of their immediate family whose name is not on the title of their property (i.e., their spouse and/or adult offspring).
- (4) Associate membership is open to persons who are at least 18 years of age, who are resident in Tasmania, and are interested in and committed to private land conservation in Tasmania.
- (5) A person may be approved for membership (as a full or associate member) by the Executive Committee on making a written application to the Association's public officer. The Committee may request additional information from the applicant in order to determine their eligibility to be a member of the CLT. The Committee will decide a complete membership application within two weeks.
- (6) Membership is indefinite so long as its holder continues to fulfill the membership criteria. A member may resign at any time by serving on the Public Officer a written notice of resignation.
- (7) Fees for membership may be determined by the Executive Committee.
- (8) The public officer is to maintain a registry of members of the CLT.

## **6. Liability of members or associate members**

No current or past full member or associate member of the CLT shall be personally liable for any of the debts or obligations of the Association.

## **7. Funds and expenditure by CLT**

- (1) The funds of the Association may be derived from donations, fund-raising activities, fees, and any other sources approved by its Executive Committee.
- (2) The Association must open and maintain an account with an authorised deposit-taking financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited. Any payment made from the account shall be authorised to the financial institution by two members of the Executive Committee.
- (3) The income and property of the Association is to be applied solely towards the promotion of the CLT's purposes.
- (4) Expenditure on behalf of the Association shall be approved by the Executive Committee, subject to any restrictions imposed by a general meeting of the Association.
- (5) Subject to clause 6(6), Executive Committee members are not entitled to be paid for their time serving on the Committee.
- (6) Where expenditure serves the CLT's purposes and is approved by the Executive Committee, it may pay a member of the Association or any other person:
  - a. remuneration in return for services rendered to the Association, or for goods supplied to the Association; or
  - b. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the purposes of the Association.

## **8. Financial records**

- (1) The Association must keep financial records that—
  - a. correctly record and explain its transactions and financial position; and
  - b. enable annual financial statements to be prepared as required by the Act.
- (2) The financial year of the Association shall be from 1 January to 31 December inclusive.
- (3) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (4) The Treasurer of the Association is responsible to compile and maintain its financial records.
- (5) The financial records of the Association will not be subject to an annual audit unless required by the Act.

## **9. General meetings of CLT**

- (1) The Association will hold an annual general meeting. This meeting will ordinarily be held in May each year, but it may be held at another date, as close as possible to this month, if decided by the Executive Committee.
- (2) The Association may hold additional, special general meetings if duly requested by the Executive Committee or CLT members.
- (3) Annual or special general meetings can be convened for in-person discussions or by teleconference or by videoconference, as decided by the Executive Committee.
- (4) Annual or special general meetings are open to any full member or associate member of the CLT. At a meeting, all members have the right to contribute to the discussion of the meeting agenda.
- (5) A minimum of four weeks notice of a proposed annual or special general meeting will be given. The meeting agenda shall be given by the Secretary to all members of the Association. Any member may also ask the Secretary to add items, of relevance to the purposes of the CLT, for inclusion in the meeting agenda at least three days before the date of the meeting.
- (6) An annual or special general meeting may also be called upon the written request of at least ten full members or by the Executive Committee.
- (7) The quorum for an annual or special general meeting is at least 10 full members or 50 percent of all current full members, whichever number is the smaller.
- (8) Decisions at annual or special general meetings shall be by simple majority vote of full members. If voting results in a tie, the President shall have a second or casting vote. Associate members do not have the right to vote at meetings.
- (9) The minutes of the discussions and decisions at each annual or special general meeting shall be prepared and circulated to all full members and associate members by the Association's Secretary within three weeks of a meeting.

## **10. Executive Committee**

- (1) The business of the Association is managed by or under the direction of an Executive Committee, which may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by general meetings of full members of the Association.
- (2) The members of the Executive Committee will be elected at the Association's annual general meeting, and any full member of the CLT may self-nominate or nominate another full member to serve on the Committee.
- (3) The powers of the Executive Committee include to issue public communications, maintain the CLT's website, organise events, raise funds,

make contracts, and liaise with other groups interested in private land conservation.

- (4) The Executive Committee will meet as frequently as it wishes, but at a minimum will meet twice per year. It may meet in-person or via teleconference and between such meetings it may use email, telephone or other practical means for its day-to-day communications. Decisions may be made by email if a quorum of members agree.
- (5) The quorum for a meeting of the Executive Committee is at least five of its members or 50% of its members, whichever number is the smaller.
- (6) Decisions of the Executive Committee are by simple majority vote. If voting results in a tie, the President shall have a second or casting vote.
- (7) The composition of the Executive Committee is:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
  - e. Public Officer
  - f. Up to four ordinary persons who are full members of the CLT who do not presently hold an officer position listed in subclause 7(a)-(e).
- (8) The Executive Committee may also work with other full or associate members of the CLT, or non-members, on a case-by-case basis (e.g. to organise a workshop or field day), and may form sub-committees and advisory groups to facilitate such work.
- (9) Each member of the Executive Committee is elected at the annual general meeting and will hold office for 12 months (or the next annual general meeting), at which time at the meeting he or she is eligible to be re-elected for up to three further terms for a total term of 48 months. In exceptional circumstances where there is no new, suitable nominee to fill a vacancy created by this clause, a member of the Executive Committee may continue to serve beyond 48 months until such time there is a new, suitable nominee to replace that Committee member.
- (10) The President is to officially represent the CLT in its major, public communications and to chair meetings of the Executive Committee and general meetings of the Association. The Executive Committee may allow other persons, whether a member of its Committee or an ordinary full member or associate member of the CLT, to represent the Association or act as its spokesperson, on a case-by-case basis.
- (11) The Vice-President is to substitute for the President when the latter is unavailable to perform their responsibilities.
- (12) The Secretary is to make and distribute minutes of meetings of the Executive Committee and general meetings of the Association, and to act as the primary liaison for communications between the Executive Committee and the CLT's general members.

- (13) The Treasurer is to maintain the financial records of the CLT, and to perform any such other financial responsibilities as required under the Act.
- (14) The Public Officer is to establish and maintain a register of full members and associate members containing the name and address of each member, to arrange to pay the CLT's annual association fee to the government, to file an annual association return as required by the Act, and to perform any such other responsibilities as required under the Act.
- (15) Nominations for Executive Committee positions may be submitted prior to or at the annual general meeting.
- (16) A position of the Executive Committee becomes casually vacant if a member: dies; or resigns; is absent without reasonable excuse from four consecutive meetings of the Committee; is unable to perform the duties of the office competently; or ceases to be a member of the Association.
- (17) If a casual vacancy occurs in the position of President, Secretary, Treasurer or Public Officer, the Executive Committee may appoint one of its members to fill the vacancy until the next annual general meeting. Where an officer position on the Executive Committee listed in clause 7(a) – (e) is unfilled, another member of the Committee holding an officer position may also concurrently hold that vacant position.

## **11. Conflicts of interest**

- (1) Full members and associate members shall avoid conflicts of interest between their outside work or other activities and their role in the Association. A conflict of interest arises where a member could be influenced, or appear to be influenced, by a personal or private interest when participating in the work for the Association, such as when providing advice or participating in the making of decisions of the Association.
- (2) Where a member or associate member has a conflict of interest in a matter being considered by the Association, the member or associate member shall disclose that conflict of interest immediately, and shall excuse him / herself from the Association's further consideration of the matter.

## **12. Amendments to the Constitution of the CLT**

- (1) Amendments to the Constitution of the Association shall be made only by a special resolution at an annual or special general meeting, requiring at least 75% majority vote of support.
- (2) Associate members are not entitled to vote in any proposed amendments of the Constitution.

## **13. Expulsion of full members or associate members**

- (1) The CLT may expel a full member or associate member from the Association if, in the opinion of its members cast according to rule 9(7) at a

general meeting, the member has behaved in a manner grossly detrimental to the purposes of the Association.

- (2) No member shall be expelled without first giving that member an opportunity to be heard and challenge any allegations of grossly detrimental behaviour.
- (2) The expulsion of a member shall take effect within two weeks of that member receiving notice in writing from the Secretary.

#### **14. Disputes**

- (1) A dispute between any members of the Association, in their capacity as members, is to be resolved by such method as the Executive Committee decides.
- (2) Where a dispute arises between members of the Executive Committee, in their capacity of members of the Association, the Committee shall appoint an independent arbitrator to resolve the dispute.
- (3) The Executive Committee will, within 12 months of the incorporation of the CLT, draft a code of conduct for itself and other members of the Association to promote their collegial and respectful behaviour in all activities of the CLT.

#### **15. Dissolution of the CLT**

- (1) The CLT may be dissolved and closed voluntarily by special resolution, in the same manner as a motion for amendment of the Constitution under rule 12.
- (2) In the event of dissolution, the records of the Association shall be offered by the Public Officer to the State Archives of Tasmania. Any remaining surplus funds or assets of the Association shall be given to another organisation in Tasmania interested in and dedicated to private land conservation.
- (3) No member shall be liable to contribute towards the payment of the debts and liabilities of the Association or the costs and expenses of the dissolution of the Association.