



MEMBERS POLICY

Policy number		Version	2
Drafted by	Karen Zirkler	Approved by board on	12 August 2026
Responsible person	CEO	Scheduled review date	June 2028

Purpose

The Members Policy sets the decisions and application of the Members section of the Constitution of Southern New England Landcare Ltd.

All members must state that they support the purposes of the company and agree to comply with the company's Constitution.

Associate Members

The company in general meeting may set down rules governing the admission of various classes of associate members. Such members:

- (a) shall not be liable to contribute the guarantee amount required of other members under clause 3 of the Constitution,
- (b) shall not be entitled to be appointed as a director or secretary of the company,
- (c) shall not be entitled to have voting rights, and
- (d) unless provided otherwise, the general rules governing membership shall apply to associate members.

Membership Classes

Class Name	Membership Conditions	Guarantee
GUARANTEE	(a) GROUP – An incorporated or unincorporated body that has been ratified by Southern New England Landcare Ltd, and who support the purposes of the company.	Yes \$20
	(b) INDIVIDUAL – An individual that has been ratified by Southern New England Landcare Ltd, who is a resident or has strong affiliation with the Southern New England Landcare region, and who supports the purposes of the company.	Yes \$20
ASSOCIATE	(a) CORPORATE – A company, organisation or group who support the purposes of the company.	No
	(b) INDIVIDUAL – An individual who supports the purposes of the company.	No

Member Applications

To apply to become a member, the designated membership application form for the appropriate membership class must be completed in full and submitted to the secretary as directed on the form. Membership application forms shall be approved by the board.

The directors shall consider an application for Guarantee membership class for approval at the next scheduled director meeting, or by resolution without a meeting within 21 days of receipt of the application.

Membership Fees

Membership fees fall due on 1 July or the annual renewal date each year, whichever is applicable.

Class Name		Joining Fee	Annual Membership Fee
GUARANTEE	(a) GROUP	\$0	\$0
	(b) INDIVIDUAL	\$0	\$0
ASSOCIATE	(a) CORPORATE	\$0	\$110.00 incl GST
	(b) INDIVIDUAL	\$0	\$0

Representatives of Members

Unless provided otherwise, the general rules governing representatives of members in clause 23 of the Constitution apply. A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

Class Name	Representative Conditions	Voting Rights
GUARANTEE	(a) GROUP – The member group may appoint as a representative one individual to represent the member at meetings and to sign resolutions. The member group may appoint the same individual or another individual for the purposes of being appointed or elected as a director. Note that the member group is only entitled to one vote at a general meeting.	One vote
	(b) INDIVIDUAL – The individual member shall be the appointed representative at meetings, may sign resolutions, and may be appointed or elected as director. An individual guarantee member may not appoint another individual to be their representative.	One vote
ASSOCIATE	(a) CORPORATE – A company, organisation, or group who support the purposes of the company.	No
	(b) INDIVIDUAL – An individual who supports the purposes of the company.	No

Board of Directors Membership

The company must have at least three (3) and no more than 10 directors.

As such:

- (a) the number of directors appointed from the 'Guarantee Group' membership class shall be not less than 60% and up to 100% of the total number of director positions appointed,
- (b) there shall be a maximum of four (4) directors appointed from the 'Guarantee Individual' membership class,
- (c) the election and appointment of directors in clause 37 of the Constitution shall be subject to (a) and (b) above, as per the following table:

Total board members	10	8-9	5-7	3-4
Maximum 'Guarantee Individual' class representatives	4	3	2	1

The Director Nomination Form must state the category of Guarantee class membership, namely Group or Individual membership, to differentiate nominees for representation on the board.

For the purposes of appointing a director to fill a casual vacancy under clause 37.5 of the Constitution, the board may, identify an individual deemed to hold qualities or skills or represent stakeholders that would be valuable to the board in its duty to carry out the purposes of the company. If so, the board may, at its discretion:

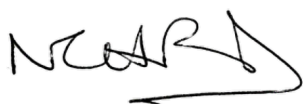
- (d) approach a 'Guarantee Group' member to appoint the individual as a representative of the member for the purposes of being appointed as director, or
- (e) approach the individual to apply for 'Guarantee Individual' membership for the purposes of appointment as a director.

Directors' Term of Office

A director's term of office expires at the next annual general meeting. However, they shall be eligible for re-election.

The president shall not hold office for more than three consecutive years.

Authorisation



Emeritus Professor Nick Reid
President, Southern New England Landcare Ltd.
12 August 2026