

**Incorporation:
Constitutional rules of the East Gippsland Landcare Network (Inc)**

1.0 Name

The name of the incorporated association is East Gippsland Landcare Network Incorporated. (in these rules called "the Association").

1.1 Statement of Purposes:

- a) to act as an umbrella organization to provide a regional voice on Landcare issues in East Gippsland
- b) to raise awareness of and promote community involvement in the implementation of sustainable resource management
- c) to be a recipient of funding for Landcare projects
- d) to undertake community education activities that promote these purposes

Non-profit clause

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects 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.

2. Interpretation

2.1 In these rules, unless the contrary intention appears:-

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21

"The Act" means the *Associations Incorporation Act 1981*.

"The Regulations" means regulations under the Act.

2.2 In these Rules, a reference to the secretary of an Association is a reference:-

- (a) where a person holds office under these Rules as secretary of the Association – to that person; and
- (b) in any other case, to the public officer of the Association.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

3. Application for Membership

3.1 A Landcare group in the East Gippsland region which is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.

Each member organization shall be entitled to two (2) nominated representatives who shall be empowered to vote on behalf of the member organization at meetings of the EGLN. Only these nominated representatives shall be eligible to stand for the committee and office bearer positions of the Association.

- 3.2 A Landcare Group that is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:-
(a) the group is nominated as provided in sub-clause (3); and
(b) its admission as a member is approved by the Committee.
- 3.3 A nomination of an organization e.g. local group for membership of the Association-
(a) shall be made in writing in the form set out in Appendix 1, and
(b) shall be lodged with the secretary of the Association and as soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.
- 3.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 3.6 Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the organization in writing that it is approved for membership of the association and request payment after receipt of the notification of the sum payable under these rules as the entrance fee.
- 3.7 The secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause enter the organization's name in the register of members kept by him/her and, upon the name being so entered, the organization becomes a member of the Association.
- 3.8 A right, privilege, or obligation of a Landcare group by reason of its membership of the association is not capable of being transferred or transmitted to another group;
- 3.9 Each member organization shall be entitled to two (2) nominated representatives shall be empowered to vote on behalf of the member organisation at meetings of the EGLN. Only these nominated representatives shall be able to stand for the Committee and office bearer positions of the Association.

4. Entrance Fee and Annual Subscription

- 4.1 The annual entrance/membership fee is \$1.00.

5. Register of Members

- 5.1 The secretary shall keep and maintain a register of member organisations (and their nominated representatives) address and date of entry of the name of each member organization, their nominated representatives and the register shall be available for inspection by members at the address of the Public Officer.
- 5.2 The names of the two nominated representatives from each member organization are to be forwarded prior to June 30 each year to the Secretary of the Association along with a copy of the minutes of the member organization that contain a motion approving the said nominations.
- 5.3 An incorporated association must have the word "Incorporated" as the last word in its name.

6. Resignation and Expulsion of a Member

- 6.1 A member organization (through their nominated representatives) of the Association who has paid all moneys due and payable by it to the Association may resign from the Association by first giving one months notice in writing to the secretary of its intention to resign and upon the expiration of that period of notice, the member organization (through their nominated representatives) shall cease to be a member.
- 6.2 Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of member organization (through their nominated representatives) an entry recording

the date on which the member by whom the notice was given ceased to be a member.

- 6.3 Where the Committee passes a resolution under sub-clause (1) the secretary shall, as soon as practicable cause to be served on the member organization a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based
 - (b) stating that the member organization (through their nominated representatives) may address the Committee at a meeting to be held not earlier than 14 days after service of the notice:
 - (c) stating the date place and time of that meeting;
 - (d) informing the member that he/she may do one or more of the following:
 - i. Attend that meeting
 - ii. Give to the Committee before the date of that meeting a written statement seeking the revocation the resolution
 - iii. Lodge with the secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution
- 6.4 At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
- (a) shall give to the member organization an opportunity to be heard
 - (b) shall give due consideration to any written statement submitted by the member organization and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution
- 6.5 Where the secretary receives a notice under sub-clause (3), he/she shall notify the Committee and the committee shall convene a general meeting of the Association to be held after the date when the secretary received the notice.
- 6.6 At a general meeting of the Association convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reason for the passing of the resolution
 - (c) the member organization (through their nominated representatives) shall be given an opportunity to be heard; and
 - (d) the member organization (through their nominated representatives) present, shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 6.7 If at the general meeting:-
- (a) two-thirds of the member organizations vote in person or by proxy in favour of the confirmation of the resolution the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

7. Annual General Meeting

- 7.1 The Association shall in each calendar year convene an annual general meeting of its members
- 7.2 The annual general meeting shall be held on such day as the Committee determines
- 7.3 The annual general meeting shall be specified as such in the notice convening it
- 7.4 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 of the Act.

- 7.5 The annual general meeting may transact special business of which notice is given in accordance with these rules
- 7.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year

8. Special General Meeting

All general meetings other than the annual general meeting shall be called special general meetings.

- 8.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and where but for this special sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period
- 8.2 The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association
- 8.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition
- 8.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date
- 8.5 A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses

9. Notice of Meeting

- 9.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his/her address appearing in the register of member organisations, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- 9.2 A member organization (through their nominated representatives) desiring to bring any business before a meeting may give notice of that business in writing to the secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice

10. Proceedings at General Meetings

- 10.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business
- 10.2 No item of business shall be transacted at a general meeting unless a quorum of member organizations (through their nominated representatives) entitled under these rules to vote is present during the time when the meeting is considering that item
- 10.3 4 members of the Executive Committee personally present (being nominated representatives of member groups) entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting

- 10.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum
- 10.5 The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association
- 10.6 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting
- 10.7 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
- 10.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned shall be given as in the case of the general meeting. Except as provided in subclauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting
- 10.9 A question arising at a general meeting of the Association shall 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 Chairman that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution
- 10.10 Upon any question arising at a general meeting of the Association, a member has one vote only
- 10.11 All votes shall be given personally or by proxy
- 10.12 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote
- 10.13 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question
- 10.14 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct
- 10.15 Only the nominated representatives of a member organisation are entitled to vote at any general meeting. Each nominated representative shall be entitled to appoint another nominated representative as his/her proxy by notice given to the secretary not less than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in appendix 2

11. The Committee of Management (Executive Committee)

- 11.1 The affairs of the Association shall be managed by a Committee of Management constituted according to these rules
- 11.2 The Committee:-
(a) shall control and manage the business and affairs of the Association
(b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
(c) subject to these rules the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association
- 11.3 The officers of the Association shall be:-
(a) a President;
(b) a Vice-President;
(c) a Treasurer; and
(d) a Secretary.
- 11.4 Each officer and ordinary committee member of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election
- 11.5 In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint a nominated representative of a member group of the Association to the vacancy office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment
- 11.6 Subject to section 23 of the Act, the Committee shall consist of:-
(a) the officers of the Association and
(b) 2 ordinary members –
each of whom shall be approved at the annual general meeting of the Association in each year.
- 11.7 The committee shall have the ability to co-opt individuals to the committee.
- 11.8 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a nominated representative of a member group of the Association to fill the vacancy and the members so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his/her appointment.

12. Election of Officers and Vacancy

- 12.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:-
(a) shall be made in writing signed by two nominated representatives of member organisations of the Association and accompanied by the written consent of the candidate who must also be a nominated representative of a member organization (which may be endorsed on the form of nomination); and
(b) shall be delivered to the secretary of the Association prior to the commencement of the annual general meeting
- 12.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and other nominations shall be received at the annual general meeting
- 12.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected

- 12.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held
- 12.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct
- 12.6 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election
- 12.7 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member.-
- (a) ceases to be a nominated representative of a member organization of the Association;
 - (b) represents an organization that is no longer a member of the Association
 - (c) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code, or
 - (d) resigns his/her office by notice in writing given to the secretary

13. Proceedings of the Committee of Management (The Executive Committee)

- 13.1 The Committee shall meet at least 3 times in each year at such place and at such times as the Committee may determine
- 13.2 Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee
- 13.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- 13.4 Any of four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee
- 13.5 No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- 13.6 At meetings of the Committee:-
- (a) the President or in his absence the Vice-President shall preside; or
 - (b) If the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside
- 13.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 13.8 Each member present at the meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote
- 13.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting
- 13.10 Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee

14. Secretary

- 14.1 The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings

15. Treasurer

- 15.1 The Treasurer of the Association:-
(a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association
- 15.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members

16. Removal of Members of Committee

- 16.1 The Association in general meeting may by special resolution remove any member of the Committee before the expiration of his/her term of office and appoint another nominated representative of a member organization in his/her stead to hold office until the expiration of the term of the first-mentioned member
- 16.2 Where the nominated representative to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member organization (through their nominated representatives) of the Association or, if they are not so sent, the nominated representative may require that they be read out at the meeting

17. Cheques

- 17.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee

18. Seal

- 18.1 The Common Seal of the Association Shall be kept in the custody of the secretary
- 18.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association

19. Alteration of Rules and Statement of Purposes

- 19.1 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act

20. Notices

- 20.1 A notice may be served by or on behalf of the Association upon any member organization (through their nominated representatives) either personally or by sending it by post to the member organisation at its address shown in the 'Register of Members'

- 20.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post

21. Winding Up or Cancellation

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of as stated below.

- Any and all assets remaining after full settlement of all just debts and liabilities incurred by East Gippsland Landcare Network shall be given or transferred to some other institution(s) having objects similar to the objects of East Gippsland Landcare Network and which shall prohibit the distribution of its income and property amongst its members to an extent as least as great as is imposed on East Gippsland Landcare Network under this constitution.
- All income and property of East Gippsland Landcare Network shall be applied solely towards the promotion and/or enhancement of the objectives of East Gippsland Landcare Network and no portion shall be paid transferred directly or indirectly by way of dividends, bonuses or otherwise to any member of East Gippsland Landcare Network.

22. Custody of Records

- 22.1 Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association
- 22.2 Members may on request inspect free of charge:-
- (a) the register of members;
 - (b) the minutes of general meetings
 - (c) subject to subrule 22.3, the financial records, books, securities and other relevant document of the Association.
- 22.3 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 22.4 A member may make a copy of the records of the Association and the Association may charge a reasonable fee.

23. Funds

- 23.1 The funds of the Association shall be derived from membership fees, donations and such other sources as the Committee determines

24. Disputes and Mediation

- 24.1 The grievance procedure set out in this rule applies to disputes under these rules between -
- (1) a member organisation (or their nominated representative) and another member (or their nominated representative); or
 - (2) a member organisation and the association
- 24.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties
- 24.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator

- 24.4 The mediator must be-
- (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement-
In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (c) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- 24.5 A member of the Association can be a mediator
- 24.6 The mediator cannot be a member who is a party to the dispute
- 24.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- 24.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 24.9 The mediator must not determine the dispute
- 24.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

25. Rights of members

- 25.1 A member of the Association who is entitled to vote has the right:-
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meetings and other documents as provided under rule 22.2;
 - (f) to inspect the register of members.

26. Public fund

- 26.1 To establish and maintain a public fund to be called the East Gippsland Landcare Network Public Fund Account for the specific purpose of supporting the environmental objects/purposes of East Gippsland Landcare Network (Inc). 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.
- 26.2 The Association must inform the Department responsible for the environment as soon as possible if:-
- (a) it changes its name or the name of its public fund; or
 - (b) there is any change to the membership of the management committee of the public fund; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

- 26.3 The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 26.4 The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.
- 26.5 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
- 26.6 In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 26.7 Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- 26.8 The objective of the fund is to support the Association's environmental purposes.
- 26.9 Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- 26.10 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.
- 26.11 A separate bank account is to be opened 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.
- 26.12 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.
- 26.13 The fund will operate on a not-for-profit basis.
- 26.14 A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association. A majority of the members of the committee are required to be 'responsible persons.'