



**RULES OF ASSOCIATION
AUGUST 2013**

ASSOCIATION RULES

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)

The Association

1. The name of the Association is: LANDCARE VICTORIA INC., trading as the Victorian Landcare Council Inc. (VLC) (**the Association**).
2. The purposes of the Association are: To provide a strong voice for landcare in Victoria with which to advocate for landcare and encourage cooperation and partnerships across all government and non-government organisations (**the Purposes**).
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial year

5. The financial year of the Association starts on 1 July of each year.

Members

6. **MEMBER GROUPS** - Any landcare group, landcare network or community group involved with productive and sustainable management of the environment in Victoria which supports the Purposes of the Association can apply to join the Association as a member.
7. **INDIVIDUAL PROFESSIONAL LANDCARE MEMBER** - Any individual employed for not less than 15 hours per week in landcare coordination and facilitation in Victoria can apply to be a member
8. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by delegates at a general meeting.
9. A group or individual who satisfies the criteria stated in Rules 6 and 7 can apply to join the Association by writing to the Secretary and paying the joining fee (if any).
10. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the applicant to tell them their application has been rejected.
11. An applicant becomes a member when:
 - a. the Committee has approved their application to join the Association
 - b. the Association has received the joining fee (if any), and

- c. the Secretary has entered the applicant's name, address and date they became a member on the members register.
12. The Association must inform the applicant when their membership has started, and if they have to pay any annual subscription fee (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.
13. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
14. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as appointing a delegate who can vote at the Annual General Meeting (**AGM**)).
15. Members have rights and liabilities as set out in the Act and in these rules.
16. Each member's liability is limited to the joining and annual subscription fees (if any).

Election of Delegates

17. Member groups must submit nominations for regional delegates in writing to the Secretary at least one month prior to the Annual General Meeting (AGM) of the Association.
18. Up to 6 delegates from each Catchment Management Authority region, including one paid professional employed for not less than 15 hours per week to support landcare, will be entitled to vote at the AGM and general meetings.
19. If more than 5 volunteer delegate nominations or more than 1 professional landcare delegates nominations are received from any region the Secretary will arrange for an election to be held amongst member groups in that region.
20. Delegates will be elected for a two year term.

Delegate's access to documents

21. A delegate may, subject to rules 23 and 24 below, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
22. A delegate can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
23. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
24. Delegates cannot inspect or get copies of Committee meeting minutes or parts of the minutes unless the Committee specifically allows it.

25. Delegates can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the member outlining their decision.

The Committee

26. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
27. Committee Members must be delegates.
28. Up to 2 individual professional landcare delegates may be elected to the Committee.
29. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
30. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
31. Committee Members are elected for a two year term by delegates of the Association at the AGM by ballot.
32. Committee Members can hold office for a maximum of three consecutive terms.
33. The Committee is made up of the following roles:
 - a. The President
 - b. The Vice President
 - c. The Treasurer
 - d. The Secretary
(these are the **Officers**)
 - e. Up to 8 Ordinary Committee Members.
34. The delegates of the Association shall, at the AGM, elect by ballot the Office Bearers of the Committee
35. The Secretary must be over 18 years of age, and live in Australia. If the Secretary stops living in Australia, they cannot remain the Secretary.
36. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
37. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
38. A delegate can nominate to be on the Committee by writing to the Secretary, and another delegate must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.
39. If the number of delegates nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.

40. If the number of applicants for the Committee is less than the number of positions, other delegates of the Association can nominate themselves at the AGM.
41. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of members of the Association
 - c. become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
 - e. die.
42. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 41, the Committee can temporarily appoint a delegate of the Association to fill the vacancy on the Committee until the next AGM.
43. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

Committee Meetings

44. The Secretary must give 7 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.
45. The Committee can decide how often it meets.
46. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
47. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting.
48. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
49. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

50. The Association must hold an Annual General Meeting (**AGM**) within five months of the end of the Association's financial year.
51. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
52. The Committee or a group of at least 10% of all delegates may call a Special General Meeting.

53. In addition to the AGM the Association must hold at least two additional general meetings (**Council Meetings**) per year.
54. At least 10% of the delegates (a quorum) must be present at any general meeting (either in person or through the use of technology), for the meeting to be held.
55. Delegates may not vote by proxy at general meetings.
56. Notice of all general meetings must be provided to delegates at least 21 days before the meeting in writing to each delegate's postal or email address listed on the register (in the case of email addresses, so long as the email address was provided for receiving notices).
57. Notices of general meetings must include proposed matters to be dealt with at that meeting.
58. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
59. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any delegate may request a vote be held again by written ballot.
60. If a vote of the delegates is tied, the Chair of the meeting has the deciding vote.
61. The Chair may adjourn the meeting if there are not enough delegates at the meeting (see rule 54) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to delegates before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

62. If there is a dispute between a delegate and another delegate, a delegate and the Association, or a delegate and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
63. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - b. The Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and

- d. If the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

Disciplining members

64. The Committee can discipline a delegate of the Association if it considers the delegate has breached these Rules or if the delegate's behaviour is causing (or has caused) damage or harm to the Association.
65. The Committee must write to the delegate to tell them why disciplinary action is proposed to be taken.
66. The Committee must arrange a disciplinary procedure that meets these requirements:
 - a. the outcome must be determined by a unbiased decision-maker
 - b. the delegate must have opportunity to be heard, and
 - c. The disciplinary procedure must be completed as soon as reasonably practicable.
67. The outcome of a disciplinary procedure can be that the delegate must leave the Association, for a period of time or indefinitely. The Association cannot fine a delegate.

Funds

68. The Association must not distribute funds, income or assets to delegates except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
69. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
70. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
71. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
72. The Association does not have a common seal.

Alteration of rules

73. These Rules may be changed, added to, or replaced by special resolution of the Association's delegates at a general meeting.

Winding Up

74. The delegates may vote by special resolution at a general meeting to wind up the Association.

75. If the Association is wound up, any surplus assets must not be distributed to the delegates or former delegates of the Association, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.