Landcare Victoria Inc.

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LANDCARE VICTORIA INC

R U L E S

1. NAME

1.1 The name of the Incorporated Association is “Landcare Victoria Inc.” (in these Rules called “the Association”).

2. PURPOSES

2.1 The purposes of the Association are:

a) To encourage and facilitate community based, cooperative, multi-disciplinary approaches to caring for the land, by groups of like-minded people, using Landcare or similar purposes for Member Groups.

b) To provide a strong voice on behalf of Landcare in Victoria.

c) To promote sustainable land and water management practices which balance economics and ecology as well as productivity and resource protection.

2.2 The following actions are to be undertaken by the Association:

a) To support formation and operation of autonomous, self-reliant voluntary groups and networks of groups to undertake action on a local, regional and state wide basis.

b) To provide advice on the formation of new groups and the on-going management of existing groups.

c) To provide an overarching legal structure, through which Member Groups can operate their local branches with efficiency.

d) To provide services and support to groups including but not limited to incorporation, insurance and management matters.

e) To disseminate relevant information to groups

f) To provide training and up skilling opportunities to paid staff, executive and general group members.

g) To provide professional services to paid staff, in either a group, Network or agency setting.

h) To participate actively in policy development matters which pertain to the sector and to represent the sector in relation to these matters in an a-political manner.

i) To communicate the sectors actions and achievements.

j) To represent Victoria at the national peak body for landcare and other organisations

k) To form strategic alliances as applicable to support the Association's purposes.

l) To support the ongoing education of the community with regard to the issues pertaining to land and water and biodiversity management.

2.3 To raise money by gift, subscription, grant or other lawful means as the Committee sees fit.

2.4 To establish and maintain a public fund to be called the Landcare Victoria Fund for the specific purposes of supporting the environmental purposes of Landcare Victoria Inc.

2.5 To do all such things as are conducive to the achievement of the Purposes of the Association.

3. INTERPRETATION

3.1 In these Rules, unless the contrary intention appears:

"Absolute majority", of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

"Chair", of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

"CMA Region" means one of the ten regions designated by the State of Victoria upon which Catchment Management Authorities operate;

"Committee" means the Committee of Management of the Association;

"Financial year" means the twelve months ending 31st December;

"General Meeting" means a general meeting of members convened in accordance with Rules 18 or 19;

"Incorporated", means a Member Group that has its own legal structure and approved Rules, through which it operates;

"Individual Landcarer" means a natural person who is a voting or financial member of a Member Group or is listed as part of a voting or financial household membership of a Member Group; such a person can also be a Professional Landcarer;

"Member Group" means an organisation, group or network of groups, whether incorporated or unincorporated, that is approved for membership of the Association;

"Member" means people operating in a group situation as part of a Member Group registered with the Association, as defined in these Rules;

"Nominated Contact" means the Individual Landcarer nominated by the Member Group for the purposes of correspondence and unless otherwise advised this will be assumed to be the secretary of the Member Group;

"Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Association under Rule 26;

"Professional Landcarer" means an individual person in paid employment on behalf of a Member Group or Associate Member, who is personally registered with LVI. Such a person can also be an Individual Landcarer

"Date Joined / Date of Ceasing means the date at which the Association receives advice from the Member Group for its Individual Landcarers, unless otherwise advised

"Members Council" means an advisory body to assist the committee in policy matters on behalf of the Association;

"The Act" means the Associations Incorporation Reform Act 2012; and

"The Regulations" means the regulations under the Act;

"the Fund" means the Landcare Victoria Fund established to support the environmental purposes of Landcare Victoria Inc;

"the Department" means Australian Government's Department of the Environment

"the Treasurer and the Minister with responsibility for the Environment" (as in Rule 5.10) means the Australian Government's Treasurer and the Minister with responsibility for the Environment

"Unincorporated", means a Member Group which has no legal structure and relies upon Victorian Landcare Inc. to provide its Rules for operating;

"Voting Delegate" means the Individual Landcarer nominated by the Member Group for the purposes of voting at General Meetings and unless otherwise advised this will be assumed to the President of the Member Group.

3.2 In these Rules, a reference to the Secretary of the Association is a reference to the person who holds this office as per the Rules of the Association, as well as for the purposes of the Act.

3.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act in force from time to time.

4. NOT FOR PROFIT

4.1 The assets and the income of the Association and its Member Groups shall be applied exclusively to the promotion of its Purposes, and

4.2 No portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association and only then if it is done in good faith on terms no more favourable than if the member was not a member.

4.3 The Association and its Member Groups shall govern the financial and human resources available to it in order to achieve the purposes as defined by these Rules.

4.4 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.

5. ESTABLISHMENT OF PUBLIC FUND

5.1 The Association will establish and maintain a public fund to be called "Victorian Landcare Fund".

5.2 The objective of the fund is to support the environmental Purposes of the Association as defined in the Role and Statement of Purpose (clause 2.2 and 3)

5.3 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.

5.4 Money from interest on donation, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.

5.5 A separate bank account will 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.

5.6 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.

5.7 Receipts are to be issued in the name of "Victorian Landcare Fund" and proper accounting records and procedures are to be kept and used for the fund.

5.8 The fund will operate on a not-for-profit basis.

5.9 The Association will inform the Department as soon as possible if:

a) The name of fund changes
b) There is any change to the membership of the management committee of the public fund;
c) There has been any departure from the model Rules for public funds located in the Guidelines to the Register of Environmental Organisations.

5.10 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 their principal purpose.

5.11 The Association will provide statistical information requested by the Department on donations to the Fund within four months of the end of the financial year.

5.12 An audited financial statement for the Association and the 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.

6. APPLICATION FOR MEMBERSHIP

6.1 An organisation, group or network of groups may make application and be approved as a Member Group of the Association, as provided in these Rules and on payment of the annual subscription payable under these Rules become a member, provided the applicant:

(a) has Purposes the same or similar to the Association

(b) has equivalent not-for-profit status and Rules

(c) has a minimum of five members, and

(d) Undertakes to hold the appropriate insurance in accordance with rule 17.7.

6.2 An application by a Group for membership of the Association:

(e) shall be made by the president and secretary of the Group;

(f) stating that the Group:

i) wishes to become a Member Group of the Association,

ii) supports the purposes of the Association; and

iii) agrees to comply with these Rules

(g) shall include a list of all the individual and professional landcarers of the Group, plus any other staff and voting sub-groups

(h) shall be in the form prescribed, from time to time, by the Committee;

(i) shall be signed by the applicant

(j) may be accompanied by the amount payable as set by the Committee as the annual subscription or part thereof; and

(k) shall be lodged with the Secretary of the Association.

6.3 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

6.4 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

6.5 If the Committee rejects the application, it must return any money accompanying the application to the applicant. No reason need be given for the rejection of an application.

6.6 Associate members are required to apply in writing to the Secretary of the Association for endorsement as Associate members.

7. NEW MEMBERSHIP

7.1 If an application for membership is approved by the Committee:

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new Member Group, and the date of becoming a member, in the register of members.

7.2 A Member Group becomes a member of the Association and, subject to rule 13.1, is entitled to exercise the rights of membership from the date, whichever is the latter, on which the Committee approves the membership, or the Group pays the subscription fee.

8. ANNUAL SUBSCRIPTION

8.1 The annual subscription for a Member Group or Associate Member is such an amount as calculated in accordance with a formula determined by the Committee from time to time payable in advance on or before the date as set by the Committee.

8.2 A separate annual fee for insurance cover, at a level determined by the committee in accordance with rule 17.5, shall also be levied at the same time as the annual subscription.

8.3 A Member Group that has paid the annual subscription and holds appropriate insurance cover, shall be considered a financial member of the Association.

8.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

9. GENERAL RIGHTS OF MEMBERS

9.1 A Member Group of the Association with voting rights 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 have access to the minutes of general meetings and other documents of the Association as provided under Rule 45; and

(e) to inspect the register of members, where access to those details has not been restricted under an application to the Secretary for special circumstances under the Act.

9.2 A Member Group of the Association with voting rights has the right:

a) to vote at a general meeting in accordance with Rule 19;

b) vote in the election for a regional committee member for the Committee for the region to which they are aligned geographically, or where such geographical alignment is not applicable, to which they are aligned by agreement of the Member Group and the Committee.

Provided:

c) the Member Group's voting rights have not been suspended for any reason

d) the Member Group has been a member for more than 10 business days

9.3 An Individual Landcarer has the right:

a) to stand for election for the Association's Committee in accordance with Rule 25;

b) to nominate for the Association's Members Council

c) to vote at a general meeting of the Member Group

Provided:

d) the Landcarer's or Member Group's voting rights have not been suspended for any reason

e) the Member Group is not an Associate Member

9.4 A Professional Landcarer has the right:

a) to stand for election for the Association's Committee in accordance with Rule 26;

b) to nominate for the Association's Members Council

c) vote in the election for a Professional Landcarer for the Committee

Provided:

d) they are currently engaged by a Member Group or Associate Member

e) the Landcarer's or Member Group's voting rights have not been suspended for any reason

9.5 Each member's liability is limited to the joining and annual subscription fees

9.6 The rights of a Member Group by reason of its membership of the Association are not transferable and end when membership ceases

10. ASSOCIATE MEMBERS

10.1 Associate Members of the Association include:

a) Statutory organisations who employ professional landcarers;

b) Any Individual Landcarers under the age of 15 years; and

c) Any other category of member as determined by special resolution at a general meeting.

10.2 An Associate Member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

11. CEASING MEMBERSHIP

11.1 A Member Group may cease membership by resignation or expulsion

11.2 A Member Group of the Association that has paid all moneys due and payable by it to the Association may resign from the Association giving one (1) month of notice in writing to the Secretary of their intention to resign and, upon the expiration of that period of notice, the Member Group shall cease to be a member. The Association will not refund any subscription fees already paid.

11.3 Upon the expiration of a notice given under Rule 11.2, the Secretary shall make in the register of members an entry recording the date on which the Member Group by whom the notice was given ceased to be a member.

11.4 An Individual Landcarer ceases membership when the Association has been advised that person ceased to be a member of the Member Group, or when the Member Group ceases to be a member of the Association.

11.5 A Professional Landcarer ceases membership when Association has been advised that person ceased on behalf of a Member Group or Associate Member, or when the Member Group or Associate Member ceases to be a member of the Association.

12. NON-FINANCIAL MEMBERS

12.1 A Member Group that has not paid the annual subscription or gained insurance cover due on or before the renewal date set by the Committee each year shall be a non-financial member of the Association until all amounts owing are paid in full.

12.2 A non-financial Member Group shall not be accorded any of the rights of a financial Member Group including the protection of incorporation and insurance.

12.3 A Member Group that remains a non-financial member for more than twelve months may be taken to have resigned from the Association upon resolution by the Committee.

13. REGISTER OF MEMBERS

13.1 The Secretary must keep and maintain a register of members that includes:

(a) For each Member Group

i. the Member Group's name;

ii. the address for notice last given by the Member Group;

iii. the date of becoming a Member Group;

iv. the Member Group’s delegate for voting purposes

v. the officers of the Member Group

(b) For each Individual and Professional Landcarer:

vi. the Landcarer's name;

vii. the address for notice last given by the Landcarer;

viii. the date joined

ix. the Member Group(s) to which that Landcarer belongs

13.2 for each former Landcarer, the date of ceasing to be a Landcarer, and

13.3 any other information determined by the Committee; and

13.4 Any Member Group's nominated contact may, at a reasonable time and free of charge, inspect the register of members.

13.5 A person must not use information about another person obtained from the register of members to contact or send materials to the other person and must not disclose information about another person obtained from the register of members knowing that the information is likely to be used to contact or send materials to the other person.

13.6 Rule 13.5 applies unless the use or disclosure of the information is directly related to the management or the purposes of the association and has been approved by the Association's Committee of Management.

14. DISCIPLINARY ACTION

14.1 Subject to these Rules, the Association may:

(a) expel a Member Group from the Association;

(b) suspend a Member Group from the Association for a specified period;

(c) reprimand a Member Group, or

(d) fine a Member Group in accordance with the Regulations

if the Committee is of the opinion that the Member Group:

(i) has refused or neglected to comply with these Rules; or

(ii) refuses to support the purposes of the Association; or

(iii) has failed to address breaches of the code of conduct by its members; or

(iv) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

14.2 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

14.3 The members of the disciplinary subcommittee may be Committee members, members of the Association or anyone else; but must not be biased against, or in favour of, the member concerned.

14.4 Before disciplinary action is taken against a member, the Secretary must give written notice to the nominated contact for the Member Group:

a) stating that the Association proposes to take disciplinary action against the Member Group; and

b) stating the grounds for the proposed disciplinary action; and

c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

d) advising the Member Group that they may do one or both of the following:

i. send a member as a representative to attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

e) setting out the member's appeal rights under Rule 23.

14.5 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

14.6 At the disciplinary meeting, the disciplinary subcommittee must:

(a) give the Member Group representative an opportunity to be heard; and

(b) consider any written statement submitted by the Member Group.

14.7 After complying with sub-rule (14.6), the disciplinary subcommittee may:

(a) take no further action against the member; or

(b) subject to sub-rule (3):

(i) reprimand the Member Group; or

(ii) suspend the membership rights of the Member Group for a specified period; and/or

(iii) Give 14 days notice to expel the Member Group from the Association.

14.8 The suspension of membership rights of a Member Group by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

14.9 The expulsion of a Member Group by the disciplinary subcommittee takes effect either after 14 days has elapsed or after the expulsion is upheld on appeal.

15. APPEAL RIGHTS

15.1 A Member Group whose membership rights have been suspended or who has been given notice of expulsion from the Association under rule 14 may give notice to the effect that they wish to appeal against the suspension or expulsion.

15.2 The notice must be in writing and given:

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the Member Group is taken; or

(b) to the Secretary not later than 48 hours after the vote.

15.3 If a Member Group has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

15.4 Notice of the disciplinary appeal meeting must be given to the nominated contact of each Member Group of the Association who is entitled to vote as soon as practicable, and must specify the date, time and place of the meeting; and state:

a) the name of the Member Group against whom the disciplinary action has been taken; and

b) the grounds for taking that action; and

c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

15.5 At a disciplinary appeal meeting:

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or expelling the Member Group and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

15.6 After complying with sub-rule (1), the members present and entitled to vote at the disciplinary appeal meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

a) A member may not vote by proxy at the meeting.

b) The decision is upheld if not less than two-thirds (2 / 3) of the members voting at the meeting vote in favour of the decision.

16. GRIEVANCE PROCEDURES

16.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

(a) a member and another member; or

(b) a member and the Association.

16.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

16.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

16.4 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 ten (10) days, hold a meeting in the presence of mediator.

16.5 The mediator must be:

(a) In the case of a dispute between a member and another member, a person appointed by the committee of the Association: or

(b) In the case of a dispute between a member and the Association, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).

16.6 A member of the Association can be a mediator.

16.7 The mediator must be unbiased and not be a party to the dispute.

16.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

16.9 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.

16.10 The mediator must not determine the dispute.

16.11 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 or otherwise at law.

17. MEMBER GROUPS

17.1 As provided in these Rules, an organisation with Purposes the same or similar to the Association can be approved as a Member Group of the Association. Should an inconsistency of purpose of arise between the Association and a Member Group, the Member Group must advise the Association and may be required to amend the Group's purposes to remove the inconsistency or be suspended from membership in the Association.

17.2 Member groups can be either unincorporated or incorporated, which includes other formal legal structures which may be used from time to time.

17.3 Each Member Group which is unincorporated will utilise these Rules for their administration, in so far as they apply. They may create their own by-laws for the day to day administration of their activities. In the case of Member Groups who are separately incorporated, they will use their own Rules for their administration. All by-laws and Rules of Member Groups are to be consistent with the purposes and Rules of the Association, as per 17.1.

17.4 Each Member Group may also create its own procedure for the nomination and approval of a person who wishes to become a member of that Group. In addition each Member Group may also determine the amount payable as that Group's annual subscription payable by an Individual Landcarer on or before a date in each year determined by that Member Group.

17.5 Neither a Member Group that is unincorporated, nor any Individual Landcarer representing it shall enter into a contract or incur an obligation or liability of a material nature, ("material" to be determined by the Committee from time to time) without the written approval of the Committee.

17.6 A Member Group that is incorporated or has its own legal structure, has the capacity to enter into contracts and incur obligations in their own right, under the protection of their own legal structure. These matters are required to be reported to the association for the purposes of insurance each year.

17.7 The Committee shall, from time to time, determine the type and amount of insurance cover Member Groups shall be required to have in effect. Such levels of insurance cover as determined by the Committee shall be compulsory for all Member Groups.

17.8 As long as Rules 17.3 and 17.5 are complied with the Association shall be responsible for all liabilities incurred by a Member Group that is unincorporated, or any representative of that Member Group in the conduct of their activities.

17.9 Each Member Group shall be responsible for the income and expenditure of that Member Group. A Member Group that is unincorporated requires the approval of the Committee to hold assets in the form of bank accounts, real estate or major equipment.

17.10 A Member Group may be dissolved by a resolution requiring a three quarters majority of the members of the Group present at a meeting convened for that purpose with written notice of two weeks (14 days). Upon dissolution all funds of the Member Group are to be remitted with the approval of the Committee to an organisation having the same or similar objectives to the Association and which has Rules prohibiting the distribution of its assets and income to its members, or failing this to the Association itself.

17.11 The Committee may subject to Rule 14 expel a Member Group from the Association. Upon expulsion the Member Group affected will immediately cease to associate itself with the Association and the Association will no longer be responsible for the Group's liabilities under Rule 17.8.

17.12 For the purposes of ensuring compliance with rule 17.5 and 17.8 a Member Group shall provide any information pertaining to the Group's activities,

income, expenditure and membership that may be requested by the Secretary or the Committee from time to time.

17.13 If, when applying annually for renewal of membership, a Member Group has failed to provide all information requested under Rule 17.122 for a period of at least eleven months, the Committee may by resolution decline to renew the membership of the Group, or to delay such renewal until the information required has been provided by the Group.

17.14 Should a membership renewal be declined or delayed in accordance with Rule 17.13 then any amounts paid to renew membership by the Group so affected shall be returned and the Group will be considered to be non-financial as per Rule 12.

17.15 Each Member Group is required to have a documented code of conduct which covers child safety, bullying, sexual harassment and respect.

18. ANNUAL GENERAL MEETING

18.1 The Association shall in each calendar year convene an annual general meeting of its Member Groups.

18.2 The annual general meeting shall be held on such days and at such times and locations as the Committee determines.

18.3 The annual general meeting shall be specified as such in its convening notice.

18.4 The ordinary business of the annual general meeting shall be:

(a) To confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;

(b) To receive from the Committee reports upon the activities of the Association during the last preceding financial year;

(c) To elect the Committee of Management of the Association; and

(d) To receive and consider the financial statements and accompanying documents submitted by the Committee in accordance with the Act.

18.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

18.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

19. SPECIAL GENERAL MEETING

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

19.2 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this Rule, more than fifteen (15) months would lapse between annual general meetings, shall convene a special meeting of the Association.

19.3 The Committee shall, on the requisition in writing of Member Groups representing not less than five percent (5%) of the total number of Member Groups, convene a special general meeting of the Association.

19.4 The requisition for a special general meeting shall state the object of the meeting and shall be signed by the by the secretaries or presidents of the Member Groups 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.

19.5 If the Committee does not cause a special meeting to be held within one (1) 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 three (3) months after that date.

19.6 A special general meeting convened by members in pursuance of these Rules shall be held within one (1) month after the due 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 no later than three (3) months after that date.

20. NOTICE OF THE MEETING

20.1 The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be sent to the nominated contact for each Member Group of the Association and each Professional Member at his / her address appearing in the register of members, a notice by email, facsimile transmission or pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

20.2 Notice sent to the nominated contact for a Member Group of the Association shall be deemed to have been sent to all the Individual Members of the Member Group.

20.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

20.4 A member 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.

21. PROCEEDINGS AT MEETINGS

21.1 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 an the ordinary business of the annual general meeting shall be deemed to be special business.

21.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

21.3 The quorum for a general meeting is the presence of 20 voting delegates of the Member Groups entitled to vote

21.4 If a quorum is not present within a half-hour after the appointed time for the commencement of a general meeting, the meeting, if convened upon the requisition of members, shall be dissolved and in any case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the meeting's Chair 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 a half-hour after the appointed time for the commencement of the meeting, the members present (being not less than ten (10)) shall be a quorum.

21.5 The Committee shall ensure that minutes are taken and kept of each general meeting, recording the business, resolutions, and votes taken at the meeting.

21.6 Minutes of a general meeting shall include, as applicable:

(a) the names of the members and other persons in attendance;

(b) the financial statements, with accompanying certificate and report of audit or review, submitted to the members in accordance with The Act.

22. USE OF TECHNOLOGY

22.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

22.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. ADJOURNMENT

23.1 The Chair 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.

23.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given in accordance with Rule 20.

23.3 Except as provided in Rules 23.1 and 23.2 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. VOTING

24.1 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 meeting's Chair 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 Minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, of acceptance of that resolution.

24.2 Upon any question arising at a general meeting of the Association a Member Group has one (1) vote only.

24.3 All votes shall be given personally by the Member Group's Voting Delegate or his / her nominated representative.

24.4 In the case of an equality of voting on the question, the Chair of the meeting is entitled to exercise a deciding vote.

24.5 If at a meeting a poll on any question is demanded by not less than five (5) members, it shall be taken at that meeting in such manner and at such time before the close of the meeting as the meeting's Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

24.6 A poll that is demanded on the election of a meeting's Chair 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 current financial year.

25. COMMITTEE OF MANAGEMENT

25.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 26.

25.2 The Committee:

(a) shall control and manage the business and affairs of the Association;

(b) appoint and remove staff;

(c) establish subcommittees with terms of reference it considers appropriate.

(d) 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

(e) subject to these Rules, the Regulations and the Act, has the power to perform all such acts and things as appears to the Committee to be essential for the proper management of the business and affairs of the Association.

26. THE COMPOSITION OF COMMITTEE

26.1 The Committee consists of up to twelve (12) people, ten (10) of whom are regional representatives elected directly by the Member Groups allocated to

their respective CMA region, and two who are professional landcarers and are elected at large by those registered as professional landcarers as per Rule 31.

27. GENERAL DUTIES OF COMMITTEE MEMBERS

27.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

27.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

27.3 Committee members must exercise their powers and discharge their duties:

a) in good faith in the best interests of the Association

b) for a proper purpose; and

c) with reasonable care and diligence.

d) Committee members and former committee members must not make improper use of:

(i) their position; or

(ii) information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

27.4 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

28. CHAIR AND VICE CHAIR

28.1 The Chair, or in his / her absence, the Vice-Chair, shall preside as Chair at any general meetings and any committee meetings of the Association.

28.2 If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chair of the meeting must be:

(a) in the case of a general meeting: a member elected by the other members present; or

(b) in the case of a committee meeting: a committee member elected by the other committee members present.

28.3 Unless otherwise determined by prior resolution of the committee, the Chair is responsible for the signing of any contracts.

29. SECRETARY

29.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting together with a record of the names of persons present at committee meetings.

29.2 In the event of the office of Secretary falling vacant more than fourteen (14) days before an election for the office can be held under these Rules, the Committee must appoint a qualified person to fill the vacancy until the conclusion of the annual general meeting next following the date of his / her appointment.

29.3 The person newly appointed to the office of Secretary must inform the Registrar of Incorporated Associations of his / her appointment in accordance with the Act within fourteen (14) days.

30. TREASURER

30.1 The Treasurer of the Association:

(a) shall collect and receive all moneys due to the Association and make all payments authorised 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.

30.2 The accounts and books referred to in Rule 30.1 shall be available for inspection by members subject to any conditions or fees as the Committee may set from time to time.

30.3 Notwithstanding Rule 30.1 the Committee may appoint a competent person or organisation to perform the duties of the Treasurer on behalf of the Association.

30.4 The Treasurer shall, however, always be responsible for submitting the financial statements for the past financial year to the annual general meeting in accordance with The Act.

31. ELIGIBILITY OF COMMITTEE MEMBERS

31.1 An Individual or Professional Landcarer is eligible to be elected or appointed as a committee member if that person:

a) is 18 years or over; and

(b) is registered as an Individual Landcarer with a Member Group, and is not employed in a paid capacity for 40% or greater of an effective full time role as a professional landcarer. Able to be elected to a regional representative role as per rule 26.1, and

(c) is registered as a Professional Landcarer for a member group. Able to be elected to the Professional Landcarer role as per rule 26.1, and

31.1 Only candidates who are in good standing with the Association, that is part of a Member Group that is financial and not facing disciplinary action under Rule 14, are eligible for nomination, election, or appointment to the Committee.

31.2 Nominees for the regional positions on Committee must nominate for the region with which their Member Group is aligned.

31.5 A retiring Committee member shall be eligible for re-election.

32. POSITIONS TO BE DECLARED VACANT

32.1 This rule applies to-

(a) the first annual general meeting of the Association after its incorporation; or

(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

32.2 The Chairperson of the meeting will declare the relevant Committee positions vacant, in accordance with the Rule 33 (Term of Office) and finalise elections for those positions in accordance with Rules 34 and 35.

33. TERM OF OFFICE

33.1 The term of office for a committee member is three years.

33.2 At the annual general meeting one third (1/3) of the members of the Committee, or if the number is not three (3) or a multiple of three (3), then the number nearest one third (1/3) shall retire from the Committee.

33.3 The Committee member(s) to retire in every year shall be in an established rotation as determined by the Committee, so that after the first annual general meeting of the Association, four (4) positions will become vacant each year subject to rule 33.2.

33.4 Where an extraordinary vacancy on the Committee occurs during the year, then an election for this position must take place in the next round of annual elections. This Committee member's position then resumes its place in the election rotation as per rule 33.3.

34. ELECTION OF COMMITTEE MEMBERS

34.1 Prior to the Annual General Meeting, for each vacant position, the Association must conduct a ballot to determine the election of the ten committee members for the respective regions. The Association must also conduct a ballot for any vacancy for the two Landcare Professional members in this same timeframe. The results of the election are to be finalised at the annual general meeting.

34.2 Nominations of candidates for election as members of the Committee shall be conducted under the policy for elections, and shall contain the requirement for written nominations, consent from the candidate and member group endorsement of the nomination.

34.3 If insufficient nominations are received prior to the closing date to fill the vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting provided they comply the election policy as per rule 34.2.

34.4 If the number of nominations received is equal to the number of vacancies to be filled, the Member nominated shall be deemed to be elected.

34.5 If the number of nominations received exceeds the number of positions, a ballot shall be held.

34.6 The ballot for the election of ordinary members of the Committee shall be conducted in such usual and proper manner as the Committee may direct.

35. ELECTION OF OFFICERS

35.1 The Committee of Management shall be elected by the association at the annual general meeting. At the first meeting after the Annual General Meeting the Committee of Management shall elect from amongst themselves the officers of the Association.

(a) a Chair; and

(b) Vice-Chairs relevant to the portfolio responsibilities of LVI; and

(c) a Secretary; and

(d) a Treasurer.

35.2 All other members of the committee who do not hold an office bearer role are considered as ordinary members.

35.3 Each officer of the Association shall hold office until the first meeting of the committee following the next annual general meeting next after the date of his / her election but is eligible for re-election.

36. COMMITTEE VACANCY

36.1 For the purposes of the 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 member of the Association.

(b) ceases to be their Member Group's delegate; or

(c) the Member Group ceases to be a member of the Association;

(d) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67;

(e) breaches the code of conduct in a serious or repeated manner

(f) dies,

(g) becomes insolvent under administration;

(h) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or

(i) resigns his / her office by notice in writing given to the Secretary.

36.2 In the event of a casual vacancy occurring among the officers of the Association, the Committee may appoint another Committee Member to fill the vacancy

36.3 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy until the conclusion of the next annual general meeting following their appointment.

36.4 The Committee may continue to act despite any vacancy in its membership.

37. REMOVAL OF MEMBER OF COMMITTEE

37.1 A general meeting of the Association may:

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance the vacancy provisions.

37.2 A member who is the subject of a proposed special resolution under sub-rule 37.1 (a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

37.3 The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

38. PROCEEDINGS OF COMMITTEE

38.1 The Committee shall meet at least four (4) times in each year at such place and such times as the Committee may determine.

38.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

38.3 The presence of half the current Committee members plus one shall constitute a quorum for the transaction of the business of a meeting of the Committee.

38.4 Each member of the Committee shall be given at least seven (7) days written notice of any meeting.

38.5 The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of Committee members, sufficient to constitute a quorum, constitutes a meeting of the Committee and all provisions in these Rules relating to meetings of the Committee apply, so far as they can and with such changes as are necessary, to meetings of the Committee by telephone or audio visual communication. Such a meeting is taken to be held at the place determined by the meeting's Chair of the meeting provided that at least one of the Committee members involved was at that place for the duration of the meeting.

38.6 In extraordinary circumstances the committee can convene via email to vote upon a resolution that has been moved and seconded, and requires urgent action. For such decisions a quorum as per rule 38.3 must vote on the resolution and a minimum of 75% of the votes cast must be in favour for the matter to be endorsed.

38.7 No business shall be transacted unless a quorum is present and if a quorum is not present within a half-hour of the time appointed for the meeting 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.

38.8 Special meetings of the Committee may be convened by the Chair or by a number of Committee members constituting a quorum.

38.9 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.

38.10 At the meetings of the Committee:

(a) the Chair or in his / her absence the Vice-Chair shall preside; or

(b) if the Chair and the Vice-Chair are absent, one of the remaining members of the Committee shall be chosen by the members present to preside.

38.11 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.

38.12 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is

entitled to one (1) vote and in the event of an equality of votes on any question the person presiding may exercise a deciding vote.

38.13 Subject to Rule 38.3 the Committee may act notwithstanding any vacancy on the Committee.

38.14 Any Committee member who has a material or potential personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee before the matter is considered.

38.15 Any member with a conflict of interest as described in Rule 38.14 must:

(a) not be present while the matter is being considered at the meeting;

(b) not vote on the matter; and

(c) not receive papers or reports that provide details for deliberation until the matter has been resolved;

38.16 The Committee may, by resolution, suspend from office any of its members who:

(a) fails to disclose the details of a conflict of interest as prescribed in Rule 38.14;

(b) fails to comply with Rule 38.15; or

(c) has a conflict of interest that is both ongoing and unavoidable in continuing in the office held by that member.

38.17 During a period of suspension from office, a Committee member shall not:

(a) receive notices, agendas or minutes of Committee meetings;

(b) attend Committee meetings; or

(c) be penalised for non-attendance at Committee meetings.

38.18 A suspension imposed under Rule 38.16 may be lifted by resolution of the Committee or the Association in general meeting.

38.19 Rules 38.14 and 38.16 do not apply to a conflict of interest that:

(a) exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(b) the member has in common with all, or a substantial proportion of, the members of the Association.

39. MEMBERS COUNCIL

The Association shall establish a Members Council of individual and professional landcarers in a form determined by the Committee. The purpose of the Council is to provide a broad base of skilled people who can advise and assist the Committee in the development of, and response to, policy that impacts on Landcare in its broadest terms. The establishment of the Members Council shall be controlled by the Association's Election Policy and its Policy for the operation of the Members Council.

40. SOURCE OF FUNDS

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

41. MANAGEMENT OF FUNDS

41.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by two (2) persons approved by the Committee.

41.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

42. FINANCIAL STATEMENTS

42.1 The Committee must ensure that, for each financial year, financial statements are prepared, certified, and reviewed or audited in accordance with The Act.

43. SEAL

43.1 There is no common seal of the Association

44. NOTICE

44.1 A notice may be served by or on behalf of the Association upon any Member Group either personally, by email, by facsimile transmission, or by sending it

by post to the nominated contact for the Member Group at his / her address shown in the Register of Members.

44.2 Where a document is properly addressed pre-paid and posted to the 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.

45. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

45.1 Except as otherwise provided in these Rules, the Secretary shall keep in his / her custody or under his / her control all records, securities, and other relevant documents of the Association.

45.2 Members may on request inspect at a reasonable time to do so:

(a) the register of members;

(b) the minutes of general meetings; and

(c) subject to Rule 45.3, the financial records, books, securities and any other relevant document of the Association, excluding minutes of the meetings of the Committee.

45.3 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.

45.4 Subject to Rule 45.3, the Association must give a member of the association a copy of any minutes of general meetings if requested to do so and the Association may charge a reasonable fee for provision of a copy of such a record.

45.5 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

46. WINDING UP OR CANCELLATION

46.1 The Association may be wound up voluntarily by special resolution of a general meeting of the Association.

46.2 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 in accordance with the provisions of the Act.

46.3 Any assets that remain after winding up or cancellation and the satisfaction of the debts and liabilities of the Association, shall be paid and applied by the Association in accordance with its powers to any organisation which has Purposes the same as or similar to the Association and which has Rules prohibiting the distribution of its assets and income to its members.

47. ALTERATION OF RULES

47.1 These Rules may only be altered by special resolution of a general meeting of the Association.