

**STATEMENT OF PURPOSE AND RULES**  
**For**  
**SOUTH GIPPSLAND LANDCARE NETWORK**

**Adopted 7<sup>th</sup> October 2017**

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**Error!**

# Statement of Purpose and Rules for South Gippsland Landcare Network

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated SGLN is South Gippsland Landcare Network Incorporated" (in these rules called SGLN).

### 2 Purposes

#### *Statement of Purpose*

*South Gippsland Landcare Network, through community action, helps to preserve, protect and enhance the environment of South Gippsland by working with government agencies and local businesses to achieve natural resource management outcomes.*

The South Gippsland Landcare Network (SGLN) was formed in 1995 by a key group of volunteers. The South Gippsland Landcare Network today covers 4000 square kilometres across the South Gippsland Shire and areas of Cardinia, Bass Coast and Baw Baw Shires. The Network encompasses Landcare Groups from Nyora in the West across to Welshpool in the East and from Mirboo Nth, down to our southern most group at Yanakie near Wilson's Promontory.

The South Gippsland Landcare Network is a not for profit organisation.

*SGLN works with our local community to improve the long-term sustainability of farming and the environment in South Gippsland*

### 3 Financial year

The financial year of the SGLN is each period of 12 months ending on 30<sup>th</sup> June.

### 4 Definitions

In these Rules—

**Board** means the Board having management of the business of SGLN;

**Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting

**Board meeting** means a meeting of the Board held in accordance with these Rules;

**financial year** means the 12 month period specified in rule 3;

**member** means a member of the SGLN or a member of an affiliated Landcare Group;

**member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Fund** means the South Gippsland Landcare Fund established to support the environmental purposes of SGLN

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF SGLN

### 5 Role of South Gippsland Landcare Network

- (1) The SGLN role is
  - (a) Network-wide Landcare planning;
  - (b) Attracting funds from Commonwealth, State and Local Governments and from other sponsors for projects across the Network area;
  - (c) Planning, entering into and maintaining working relationships with governments, statutory agencies and sponsors;
  - (d) Coordinating and managing Network projects and on-ground works;
  - (e) Coordinating and supporting staff engaged under the auspices of SGLN, in conjunction with any employing agency;
  - (f) Promoting SGLN internally and externally;
  - (g) Reviewing, and advising on, policies, strategies and plans of all levels of government relating to Landcare objectives and projects;
  - (h) Establish a Public Fund to attract funds for the delivery of projects that preserve, protect and enhance the environment of South Gippsland.
- (2) Without limiting subrule (1), the SGLN may—
  - (a) Acquire, hold and dispose of real or personal property;
  - (b) Open and operate accounts with financial institutions;
  - (c) Invest its money in any security in which trust monies may lawfully be invested;
  - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) Appoint agents to transact business on its behalf;
  - (g) Enter into any other contract it considers necessary or desirable.
- (3) The SGLN may only exercise its powers and use its income and assets (including any surplus) for these purposes.

### 6 Not for profit organisation

- (1) The SGLN must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the SGLN from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## **7 Establishment of Public Fund**

- (1) SGLN will establish and maintain a Public Fund to be called “South Gippsland Landcare Fund”.
- (2) The objective of the Fund is to support the environmental objects of the South Gippsland Landcare Network as defined in the Statement of Purpose and Role (rules 2 and 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 SGLN.
- (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) 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 SGLN.
- (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.
- (7) Receipts are to be issued in the name of “South Gippsland Landcare Fund” and proper accounting records and procedures are to be kept and used for the Fund.
- (8) The Fund will operate on a not-for-profit basis.
- (9) SGLN 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 Board 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.
- (10)SGLN 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.
- (11)SGLN will provide statistical information requested by the Department on donations to the Fund within the four months of the end of the financial year.
- (12)An audited financial statement for SGLN and the Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public monies and the management of Public Fund assets.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

## **8 Application for membership- Landcare Group**

- (1) To apply to become a member of SGLN, a Landcare Group must submit a written application to the Network Coordinator stating that the Group—
  - (a) wishes to become a member of the SGLN, and
  - (b) supports the purposes of the SGLN and
  - (c) agrees to comply with these Rules.
- (2) The application must be —

- (a) signed by the President/Chair and Secretary of the Group and
- (b) include a list of all the members of the Group and
- (c) be lodged with the Network Coordinator.

## **9 Application for membership- Individual**

- (1) To apply to become a member of SGLN, an individual must submit a written application to the Network Coordinator stating that the person -
  - (a) wishes to become a member of the SGLN, and
  - (b) supports the purposes of the SGLN and
  - (c) agrees to comply with these Rules.
- (2) The application —
  - (a) must be signed by the applicant and
  - (b) may be accompanied by the joining fee.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership – Landcare Group or Individual**

- (1) If an application for membership is approved by the Board—
  - (b) the Network Coordinator must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the SGLN and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the person pays the joining fee.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the SGLN must determine—
  - (a) the amount of the annual subscription for the following financial year for network members and sub groups; and
  - (b) the date for payment of the annual subscription.
- (2) 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.

## **13 Member Landcare Groups**

- (1) Each Member Landcare Group may create its own by-laws for the administration of their activities provided that in the absence of any such laws, the Rules of SGLN shall as far as practicable be adopted by a Member Group. Each Member Landcare Group;
  - (a) May create its own procedure for nomination and approval of a person who wishes to become a member of that Group; and

- (b) Shall not enter into a contract or incur liability of a material nature on behalf of SGLN without the written approval of the Board; and
  - (c) Shall have insurance as deemed necessary by the Board; and
  - (d) May be dissolved by a resolution of members making up that Group according to the Rules of Constitution of the Member Landcare Group; and
  - (e) Have access to the minutes of general meetings and other documents of the SGLN as provided under rule 65; and
  - (f) Have the right to inspect the register of members.
  - (g) Shall annually provide SGLN with
    - A list of its members (full name, address, contact number and email, if applicable) for the financial year; and
    - A list of its officers
    - An annual report of its activities. .
- (2) A member is entitled to vote if—
- (a) the member is a financial member of a member Landcare Group; and
  - (b) more than 10 business days have passed since he or she became a member of the SGLN; and
  - (c) the member's membership rights are not suspended for any reason.

#### **14 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

#### **15 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the SGLN, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **16 Resigning as a member**

- (1) A member may resign by notice in writing given to the SGLN.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or

#### **17 Register of members**

- (1) The Secretary with the Network co-ordinator must ensure that a register of membership is maintained—
  - (a) for each current membership—
    - (i) the member's name;
    - (ii) the address for notice last given by the member; phone number and email;
    - (iii) the date of becoming a member;
    - (iv) any other information determined by the Board; and
  - (b) for each former member, the date of ceasing to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members, subject to rule 65

## **Division 2—Disciplinary action**

### **18 Grounds for taking disciplinary action**

- (1) The SGLN may take disciplinary action against a member in accordance with this Division if it is determined that the member—
- (a) has failed to comply with these Rules; or
  - (b) refuses to support the purposes of the SGLN; or
  - (c) has engaged in conduct prejudicial to the SGLN.
  - (d) does not conform to code of conduct as specified by SGLN board

### **19 Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
- (a) may be Board members, members of the SGLN or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **20 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
- (a) stating that SGLN proposes to take disciplinary action against the member; 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 that he or she may do one or both of the following—
    - (i) 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.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **21 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) subject to subrule (3)—



- (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the SGLN.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the SGLN under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the SGLN Board who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) 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.

## **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member 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.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

## **24 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and SGLN.
- (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.

## **25 Parties must attempt to resolve the dispute**

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Board; or
    - (ii) if the dispute is between a member and the Board or the SGLN—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the SGLN but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## PART 4—GENERAL MEETINGS OF THE SGLN

### 29 Annual General Meetings

- (1) The Board must convene an annual general meeting of the SGLN to be held by the 30<sup>th</sup> October each year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the SGLN during the preceding financial year; and
    - (ii) the financial statements of the SGLN for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Board;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
  - (e) to elect office bearers for the Board.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) Voting at the AGM;
  - (a) voting is in person or by proxy,
  - (b) to be eligible to vote members must be a financial member of a Member Landcare Group or an individual financial member of SGLN.
  - (c) appointments to the SGLN Board are skills based and representative, (of land use in South Gippsland) appointments to serve in the interest of the SGLN.

### 30 Minutes of Annual General Meeting

- (1) Network Co-ordinator or Secretary is the Minute Secretary and must ensure that minutes are taken and kept for each AGM as well as each General Meeting of the Board
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 29(3)(b)(ii); and
  - (c) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the SGLN; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### 31 Special general meetings

- (1) Any general meeting of the SGLN, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

### **32 Special general meeting held at request of members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The SGLN must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

## **PART 5—BOARD**

### **Division 1—Powers of Board**

#### **33 Role and powers**

- (1) The business of the SGLN must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the SGLN except those powers that these Rules or the Act require to be exercised by general meetings of the members of the SGLN.
- (3) The Board may—
  - (a) appoint and remove staff;
  - (b) remove a member of the Board on the unanimous vote of other Board members (not including the Board member who is the subject of the motion) for reasons referred to in rule 18 sub-rule (1).
  - (c) establish sub committees consisting of members with terms of reference it considers appropriate.
- (4) The Board shall -
  - (a) appoint a Chairperson of each committee who shall initiate meetings in conjunction with committee members;

- (b) establish an Employment Steering Committee who shall be responsible for managing the employment arrangements with an employing agency and the Network Coordinator;
- (c) have all committees report to the Board. Recommendations of the Committees will be presented for ratification at Board meetings. ;
- (d) where practicable, committees should be chaired by ordinary members of the Board;
- (e) shall approve the appointment of committee Chairs.;
- (f) establish a committee of management of not fewer than three person to administer the South Gippsland Landcare Fund;
- (g) ensure that the committee of management appointed for the South Gippsland Landcare Fund, a majority of the members of the committee are required to be “responsible persons” as defined by the “Guidelines to the Register of Environmental Organisations”.

## **Division 2—Composition of Board and duties of members**

### **34 Composition of Board**

The Board consists of—

- (a) a Chair; and
- (b) a Vice-Chair; and
- (c) Secretary,
- (d) Treasurer
- (e) up to 6 general members to a max of 10 Board members

### **35 General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the SGLN complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the SGLN; and
  - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
  - (a) their position; or
  - (b) 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 SGLN.
- (6) All Board members will sign a code of conduct upon becoming a Board member. See Appendix 1: SGLN Code of Conduct. The Signed Codes of Conduct will be held with AGM paperwork.

- (7) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

### **36 Chair and Vice-Chair**

- (1) Subject to subrule (2), the Chair or, in the Chair's absence, the Vice-Chair is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chairperson of the meeting must be a Board member elected by the other Board members present.
- (3) The role of the Chair is
- (a) chair SGLN Board meetings,
  - (b) provide leadership to the Network,
  - (c) liaise with staff and other volunteers,
  - (d) represent SGLN and act on its behalf,
  - (e) be the authorised individual to sign correspondence, cheque and other official documents,
  - (f) be the delegate and/or liaison to other organisations where appropriate,
  - (g) act as spokesperson for the Network,
  - (h) be the point of contact if needed when staff are available,
  - (i) undertake other functions and duties as determined by the Board.
- (4) The role of the Vice Chair is
- (a) act as support for the Chair,
  - (b) undertake the duties of the Chair when the Chair is unavailable,
  - (c) provide other duties as determined by the Board and the Chairperson.

### **37 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association.
- (2) The Secretary must work with the Network Coordinator to — (a) maintain the register of members in accordance with rule 17; and (b) keep custody of the common seal (if any) of the SGLN and, except for the financial records referred to in rule 60, all books, documents and securities of the SGLN in accordance with rules 65, and (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Network Co-ordinator is one of the Minute Secretaries and Ex- Officio member of the Board. The Network Coordinator will be responsible for mailing out of all minutes, notices, agenda and report.

### **38 Treasurer**

- (1) The Treasurer shall review all work undertaken by the Network Co-ordinator to ensure that—

- (a) all moneys are paid to or received by the SGLN and issue receipts for those moneys in the name of the SGLN; and
  - (b) all moneys received are paid into the account of the SGLN within 5 working days after receipt; and
  - (c) any payments authorised by the Board or by a Board general meeting of the SGLN from the SGLN's funds; and
  - (d) cheques and EFT payments are co-signed/authorised by either 1 Board member or Network coordinator.
- (2) The Treasurer must work with the Network Co-ordinator to—
- (a) ensure that the financial records of the SGLN are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the SGLN and their certification by the Board prior to their submission to the annual general meeting of the SGLN.
  - (c) be the Chair of the Finance sub-committee.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the SGLN.

### **39 Indemnity**

- (1) The SGLN must indemnify past and current Board members, out of the assets of the SGLN, against any liability incurred by them as Board Members (other than to the SGLN), unless the liability arises as a result of conduct not carried out in good faith.

### **Division 3—Election of Board members and tenure of office**

#### **40 Who is eligible to be a Board member**

A member is eligible to be elected or appointed as a Board member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at an annual general meeting see subrule 29(5).

#### **41 Positions to be declared vacant**

- (1) This rule applies to all annual general meetings of the SGLN, after the annual report and financial statements of the SGLN have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 42 to 45.

#### **42 Nominations**

- (1) Prior to the election of each Board member, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the SGLN may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.

#### **43 Election of Board members**

- (1) The annual general meeting will elect up to 10 Board members (depending on vacancies on the Board).

- (2) A single election may be held to fill all of these positions.
- (3) If the number of members nominated for the position of Board members is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 45.

#### **44 Election of Officer Bearers etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions, after Board members are appointed;
  - (a) Chair;
  - (b) Vice-Chair;
  - (c) Secretary
  - (d) Treasurer
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 45.
- (4) On his or her election, the new Chair may take over as Chairperson of the meeting.

#### **45 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
  - (2) The returning officer must not be a member nominated for the position.
  - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
  - (4) The election must be by secret ballot.
  - (5) The returning officer must give a blank piece of paper to—
    - (a) each member present in person; and
    - (b) each proxy appointed by a member.
  - (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
  - (7) If the ballot is for more than one position—
    - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
    - (b) the voter must not write the names of more candidates than the number to be elected.
  - (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
  - (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
  - (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
  - (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
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- (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

#### **46 Term of office**

- (1) All Board members will be elected for a 2 year term.
- (2) A Board member may be re-elected.
- (3) Executive members of the Board are appointed annually at the AGM following the appointment of Board members.
- (4) Executive members of the Board —
  - (a) are appointed for a 1 year term
  - (b) will usually serve two consecutive terms;
  - (c) the ability to serve two additional terms must be determined by unanimous vote.

#### **47 Vacation of office**

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
  - (a) ceases to be a member of the SGLN; or
  - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 57; or
  - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

#### **48 Filling casual vacancies**

- (1) The Board may appoint an eligible member of the SGLN to fill a position on the Board that—
  - (a) has become vacant under rule 57; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

### **Division 4—Meetings of Board**

#### **49 Meetings of Board**

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) Special Board meetings may be convened by the Chair or by any 4 members of the Board.

#### **50 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **51 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 50 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **52 Use of technology**

- (1) A Board member who is not physically present at a Board or committee meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **53 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 63) 50% + 1 Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 50 or Notes taken and presented at next board meeting for approval

#### **54 Voting**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **55 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the SGLN is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the SGLN.

## **56 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 66.

## **57 Leave of absence**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **58 Source of funds**

- (1) SGLN is a not for profit organisation.
- (2) The funds of the SGLN may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **59 Management of funds**

- (1) The SGLN must open an account with a financial institution from which all expenditure of the SGLN is made and into which all of the SGLN's revenue is deposited.
- (2) All funds received will be used to deliver services and programs to Landcare Groups and associated environmental groups in line with our Statement of Purpose and delivered under the Strategic Plan Objectives.
- (3) The Board may authorise the Treasurer and Chair to expend funds on behalf of the SGLN (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed by 2 of the following signatories – Chairperson, Treasurer and Network Coordinator.
- (5) All funds of the SGLN must be deposited into the financial account of the SGLN no later than 5 working days after receipt.

(6) Designated staff member cannot co-sign another staff members signature.

## **60 Financial records**

- (1) The SGLN must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The SGLN must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer and the Network Co-ordinator must keep at the registered office, within their custody and under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.<sup>61</sup>Financial statements
- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the SGLN are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) that a registered auditor, appointed annually at the AGM, undertakes an independent audit of finances of the Network and the Fund each year;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the SGLN;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **62 Honorariums**

- (1) Honorariums may be paid to Board members. The Purpose of the honorariums is to partially offset expenses incurred by Board members whilst carrying our SGLN business.
- (2) The total honorarium that may be paid is to be set at the AGM.
- (3) The amount paid to individual members will be determined by the Board.
- (4) Honorariums will be paid on 29<sup>th</sup> June each year.

## **PART 7—GENERAL MATTERS**

## **63 Registered address**

The registered address of the SGLN is—

- (a) the address determined from time to time by resolution of the Board;

## **64 Notice requirements**

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.

- (2) Notice sent to the Secretary of a Member Landcare Group of SGLN shall be deemed to have been sent to all the individual members of the Member Landcare Group.

## **65 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the SGLN, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the SGLN that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the SGLN.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the SGLN referred to in this rule and the SGLN may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the SGLN and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the SGLN.

## **66 Winding up and cancellation**

- (1) The SGLN may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the SGLN, the surplus assets of the SGLN must not be distributed to any members or former members of the SGLN.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the SGLN and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) In the event of the winding up or cancellation of the South Gippsland Landcare Fund. Any surplus funds or assets will be transferred to another Fund of similar objectives that is on the Register of Environmental Organisations.

## **67 Alteration of Rules**

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