

Wodonga Urban Landcare Network Inc.



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ABN: 50345344219
Inc. No. A0058884Z

R u l e s

of the

Wodonga Urban Landcare Network Inc.

1. NAME

1.1. The name is the Wodonga Urban Landcare Network Inc. (in these Rules called “the Network”)

2. PURPOSES

2.1. The objects/purposes of the Network are:

- i. To support, inspire and bring together a network of active steward groups that work effectively and co-operatively with all stakeholders to enhance and protect the natural environment of the Wodonga municipality.
- ii. To promote appreciation and awareness of our natural environment amongst member groups and the broader community.
- iii. To support the growth and sustainability of member groups.
- iv. To facilitate partnerships with other key stakeholders in order to achieve a whole-of-community approach to the planning and management of the natural environment.

3. FINANCIAL YEAR

3.1. The financial year of the Association is 1 July – 30 June each year.

4. INTERPRETATION

4.1. In these rules, unless the contrary intention appears:

- “Network” means the collection of eligible Member Groups that make up Wodonga Urban Landcare Network.
- “Member Group” means a group that is approved for membership of the Network.
- “Dependent Member Group” means a group of individual members operating as a sub-committee of the Network.
- “Independent Member Group” means a group that is incorporated in its own right or auspiced by an incorporated entity (other than WULN) and has insurance.
- “Individual Member” means a natural person who is a member of a Member Group or an Associate Member.
- “Member” means an Individual Member or Member Group as defined in these Rules.
- “Associate member” means a natural person or group of people with interests the same or similar to the Network as determined by Committee.
- “Meeting” means any meeting of the Network.
- “General Meeting” means a meeting of the Network convened in accordance with Rule 17.
- “Committee” means the Committee of Management of the Network convened in accordance with Rules 22- 24.
- “Ordinary Member of the Committee” means a member of the Committee in accordance with Rule 24 who is not an Executive Officer of the Network under Rule 23.
- “Working-committee” means a group of people drawn from Committee and co-opted others to undertake specific tasks on behalf of, and delegated by, the Committee, in accordance with Rule 27.
- “Financial year” means the year ending 30 June.
- “Quorum” for any meeting of the Network means a majority of the eligible voting members relevant to the particular meeting.
- “Objects” means the objects contained in the Statement of Purposes of the Network.
- “The Act” means the *Associations Incorporation Reform Act 2012*.
- “The Regulations” means regulations under the Act.

4.2. In these Rules, a reference to the Secretary of the Network is a reference:

- a) where a person holds office under these Rules as Secretary of the Network, to that person; and
 - b) in any other case, to the Public Officer of the Association.
- 4.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act in force from time to time.

5. ASSETS AND INCOME

- 5.1. The assets and the income of the Network shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Network except as bona fide remuneration for services rendered or expenses incurred on behalf of the Network.

6. MEMBERSHIP

- 6.1. Categories of membership are:
 - a) Independent Groups
 - b) Dependent Groups; and
 - c) Associate Members
- 6.2. A group with objects the same or similar to the Network may make application and be approved for Independent Group or Dependent Group Membership of the Network as provided in these Rules and on payment of the annual subscription payable under these Rules.
- 6.3. A natural person or group of people with interests the same or similar to the Network may make application for Associate Membership of the Network as provided in these Rules and on payment of the annual subscription payable under these Rules.
- 6.4. An application of a group for Independent Group Membership of the Network:
 - a) shall be made by the President and Secretary of the Group; and
 - b) shall include a copy of the relevant Certificate of Incorporation and Certificate of Currency of Insurance.
- 6.5. An application of a group for Dependent Group Membership of the Network:
 - a) shall be made by the contact person(s) of the Group; and
 - b) shall include a list of all the members of the Group.
- 6.6. An application of an Associate Member of the Network shall be made by a natural person or a group of people as determined by Committee. Where an Associate Member is a Group and is seeking insurance from WULN the application shall include a list of all members of the Group.
- 6.7. Each application shall be:
 - a) on the Application Form as determined by the Committee from time to time; and

- b) accompanied by the amount payable under these rules as the annual subscription or part thereof (as determined by the Committee); and
 - c) lodged with the Secretary.
- 6.7. As soon as practical after the receipt of a nomination, the Secretary shall refer the application to the Committee.
- 6.8. Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.
- 6.9. Upon an application being approved by the Committee, the Secretary shall notify the applicant in writing with as little delay as possible. Upon an application being approved by the Committee, the Secretary shall enter the successful applicant's name/s in the Register of Members and the applicant becomes a Member of the Network.
- 6.10. Upon an application being rejected by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing that the application is not approved and return any amounts that were payable with the application.
- 6.11. A right, privilege, or obligation of a group or Individual Member by reason of its membership of the Network:
 - a) is not capable of being transferred or transmitted to another group/member:
and
 - b) terminates upon the cessation of their membership whether by resignation or otherwise.

7. ANNUAL SUBSCRIPTION

- 7.1. The annual subscription for a member is such an amount as determined by the Committee from time to time, payable in advance on or before the 30 June in each year.

8. REGISTER OF MEMBERS

- 8.1. The Secretary shall keep and maintain a register of:
 - a) All Member Groups in which shall be entered the full name and address and date of entry of the president and secretary, or co-ordinator/s of the Member Group;
 - b) the full name, address and date of entry of the name of each Individual Member of all Dependent Member Groups against the name of the Dependent Member Group;
 - c) The full name and address of Associate Members and the contact details of any coordinator; and
 - d) The date the Member joined.
- 8.2. The register shall be available for inspection by members at an agreed time and place.

9. RESIGNATION OF MEMBERS

- 9.1. A Member of the Network that has paid all moneys due and payable to the Network, may resign from the Network by giving one (1) month's notice in writing to the Secretary of their intention to resign and after that period of notice, shall cease to be a member.
- 9.2. After the period of notice given under the sub-clause 9.1, the Secretary shall note in the register of members the date on which the Member, ceased to be a member.

10. NON-FINANCIAL MEMBERS

- 10.1 A Member that has not paid the annual subscription due on or before the 30 June each year shall be a non-financial member of the Network until all amounts owing are paid in full.
- 10.2. A non-financial member shall not be accorded any of the rights of a financial member including the protection of incorporation and insurance.
- 10.3. A Member that remains a non-financial member for 2 consecutive Junes may be expelled from the Network.

11. EXPULSION OF MEMBERS AND REMOVAL OF A MEMBER OF THE COMMITTEE

11.1 Subject to these Rules, the Network may by resolution:

- a) expel a Member from the Network;
- b) suspend a Member from the Network for a specified period;
- c) fine a Member in accordance with the Regulations; or
- d) remove a Member of the Committee;

if the Network is of the opinion that the Member:

- i. has refused or neglected to comply with these Rules; or
- ii. has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Network.

11.2. If the Committee is satisfied that there are sufficient grounds against a Member, the Committee shall, as soon as reasonably practicable, convene a Disciplinary Committee consisting of at least 3 and no more than 5 members, to hear the matter and determine what action, if any, against the Member. The members of the Disciplinary Committee:

- a) may be drawn from the Committee, Network Members, or anyone else; but
- b) must not be biased against or in favour of, the member concerned.

11.3. Before disciplinary action is taken against a member, the Secretary must, as soon as reasonably practicable, give written notice to the member:

- a) stating that the Committee 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 Committee intends to consider the disciplinary action (the Disciplinary Meeting); and
- d) advising the Member may do one of the following:
 - i. attend the Disciplinary Meeting and address the Meeting;
 - ii. provide a written statement to the Meeting at any time before the Disciplinary Meeting; and
 - iii. setting out the Member's appeal right under Rule 11.5.

The notice must be given no earlier than 28 days and no later than 14 days before the Disciplinary Meeting is held.

11.4. At the Disciplinary Meeting the Disciplinary Committee must:

- a) give the Member an opportunity to be heard; and
- b) consider any written statement submitted by the member; and
- c) decide to:
 - i. take no further action against the Member; or
 - ii. reprimand the Member; or
 - iii. suspend the membership rights of the Member for a specified period (to take immediate effect); or
 - iv. expel the member from the Network (to take immediate effect).

11.5. A person whose membership rights have been suspended or who has been expelled from the Network under this Rule may give notice of an intention to appeal. The notice must be in writing and given to the Secretary not later than 48 hours after the vote. A Disciplinary Appeal Meeting of the Network must be convened as soon as practicable, but not later than 21 days after the appeal notice is received.

11.6. At the Disciplinary Appeal Meeting:

- a) no business other than the question of the appeal may be conducted;
- b) the Disciplinary Committee must state the grounds for suspending or expelling the Member;
- c) the Member whose membership has been suspended or who has been expelled must be given an opportunity to be heard;
- d) Members present and who are entitled to vote must vote by secret ballot on the question of whether the decision to suspend or expel the Member should be upheld or revoked. A member may not vote by proxy; and
- e) The decision is upheld if not less than three-quarters of the Members voting at the meeting vote in favour of the decision.

12. DISPUTES AND MEDIATION

12.1. The grievance procedure set out in this Rule applies to disputes under these Rules between:

- a) a Member and another Member;
- b) a Member and the Committee; or

- c) a Member and the Network.
- 12.2. 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 is completed.
- 12.3. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 12.4. 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 10 days, hold a meeting in the presence of a mediator.
- 12.5. The mediator must be:
 - a) a person chosen by agreement between the parties; or in the absence of agreement:
 - b) if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - c) if the dispute is between a Member and the Committee or the Network, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 12.6. A Member or former Member of the Network may be a mediator 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.
- 12.7. The mediator, in conducting the mediation, must:
 - a) give the parties to the mediation process every opportunity to be heard;
 - 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.
- 12.8. The mediator must not determine the dispute.
- 12.9. 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.

13. RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 13.1 Each Independent Member Group may create its own by-laws for the administration of the Member Group's activities provided that in the absence of any such by-laws, the Rules of the Network shall as far as practicable be adopted by a Member Group. Where any inconsistency of purpose exists between the Network and a Member Group, the purposes of the Network shall prevail.
- 13.2. Each Dependent Member Group shall operate as a Sub-committee of the Network and operate within the Rules of the Network.

- 13.3. Each Associate Member shall operate within the Rules of the Network.
- 13.4. No Member, or any of its representatives, shall enter into a contract or incur an obligation or liability of any nature upon the Network, without the written approval of the Committee.
- 13.5. The Committee shall, from time to time, determine the type and amount of insurance cover Dependent Member Groups and uninsured Associate Members shall be required to have in effect. Such insurance cover as determined by the Committee shall be compulsory.
- 13.6. As long as rules 13.3, 13.4 and 13.5 are complied with the Network shall be responsible for all liabilities incurred by the Dependent Member Group or any representative of a Dependent Member Group, or an Associate Member, in the conduct of that Group/Member's activities.
- 13.7. Each Member Group shall be responsible for the income and expenditure of that Member Group except that no bank or similar account shall be maintained by a Dependent Member Group without the prior written approval of the Committee which may impose any condition it determines in granting its approval.
- 13.8. A Dependent Member Group may be dissolved by a resolution of members making up that Group and requiring a three quarters majority of the members of the Group present at a meeting convened for that purpose. Upon dissolution all funds of the Member Group are to be remitted to the Network or with the approval of the Committee to an organisation having the same or similar objectives to the Network and which has rules prohibiting the distribution of its assets and income to its members.
- 13.9. The Committee may subject to Rule 11 expel a Member from the Network. Upon expulsion the Member affected will immediately cease to associate itself with the Network and the Network will no longer be responsible for the Member's liabilities under Rule 13.6. Where a Dependent Group is expelled any contracts and monies held by the Member revert to the control and management of WULN and the Network Secretary will advise any funding body of the changes in management and oversight of such monies and contracts.
- 13.10. In complying with Rule 8 the Secretary shall note the action against each member's name of the Member Group or the name of the Individual Member/s.
- 13.11. For the purposes of ensuring compliance with these Rules, a Member Group shall provide any relevant information pertaining to the Group's activities and membership that may be requested by the Secretary or the Committee from time to time. Independent Member Groups shall also provide any information pertaining to income and expenditure.

14. AUTHORITY OF THE NETWORK

- 14.1. The Network, through a combination of Annual General Meetings, General Meetings, and Special General Meetings will have responsibility to:
 - a) Elect the Committee;

- b) Set the Network's strategic direction and plan;
 - c) Approve the operational plan;
 - d) Approve delegations that allow for right and proper management of the Network;
 - e) Oversight of the Network's strategic plan, operational plan, finances and compliance with delegations and Rules;
 - f) Determine special resolutions; and
 - g) Decide on disciplinary appeals.
- 14.2. This authority of the Network will be carried out by eligible Member Groups. At any Annual General Meeting, General Meeting, or Special General Meeting, each Member Group may send as many of its members as wished but will be entitled to one vote only. Associate Members do not undertake the Authority of the Network and cannot vote at these Meetings.

15. ANNUAL GENERAL MEETING

- 15.1. An Annual General Meeting of the members of the Network shall be held each calendar year.
- 15.2. The Annual General Meeting shall be held at a time and location determined by the Committee.
- 15.3. The Annual General Meeting shall be specified as such in the notice convening it.
- 15.4. The Secretary of the Network shall, at least 14 days before the date fixed for holding an Annual General Meeting of the Network, notify the secretary/co-ordinator of each Member Group, and Associate Members, of the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.5. Notice sent to the secretary of a Member Group of the Network shall be deemed to have been sent to all the individual members of the Member Group
- 15.6. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 15.7. The ordinary business of the Annual General Meeting shall be:
 - a) To confirm the minutes of the preceding Annual General Meeting.
 - b) To receive from the Committee reports upon the transactions of the Network during the preceding financial year.
 - c) To elect the Executive Officers of the Network and the Ordinary Members of the Committee, and
 - d) To receive and consider the statement submitted by the Network in accordance with Section 30 (3) of the Act.
- 15.8. The Annual General Meeting may transact additional business of which notice is given in accordance with these Rules.

- 15.9. The Annual General meeting shall be in addition to any other General Meetings to be held in the same year.

16. SPECIAL GENERAL MEETING

- 16.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Network.
- 16.2. The Committee shall, on the request in writing of Member Groups representing not less than 20% of the total number of Member Groups, convene a Special General Meeting of the Network.
- 16.3. The request for a Special General Meeting shall state the object of the meeting and shall be signed by the secretaries, presidents, or coordinators of the Member Groups making the request and be sent to the Secretary and may consist of several similar documents, each signed by one or more of the Member Groups making the request.
- 16.4. The Secretary of the Network shall, at least 14 days before the date fixed for holding a Special General Meeting of the Network, notify the secretary/co-ordinator of each Member Group, and Associate Members, of the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 16.5. If the Committee does not convene a Special General Meeting within one month after the date on which the request is sent to the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

17. GENERAL MEETINGS

- 17.1. A General Meeting of the Network shall be held at least 3 times each calendar year.
- 17.2. A General Meeting shall be held at a time and place determined by the Committee.
- 17.3. The Secretary of the Network shall, at least 14 days before the date fixed for holding a General Meeting, notify the secretary/co-ordinator of each Member Group of the Network, and Associate Members, of the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 17.4. Notice sent to the secretary of a Member Group of the Network shall be deemed to have been sent to all the individual members of the Member Group
- 17.5. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 17.6. 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.

18. SPECIAL RESOLUTIONS

- 18.1. A special resolution is required to:
- a) remove a Committee member from office;
 - b) alter these Rules, including changing the name or any of the purposes of the Network; and
 - c) any matter required by the Act.
- 18.2. At least 21 days' notice must be given if a special resolution is to be proposed at a Meeting. The notice must:
- a) State in full the proposed resolution; and
 - b) state the intention to propose the resolution as a special resolution; and
 - c) state that the Member may appoint another Member as a proxy for the meeting; and
 - d) include a copy of the proxy form.
- 18.3. A special resolution is passed if at least three-quarters of the Members voting at the Meeting vote in favour of the resolution.

19. CONFLICT OF INTEREST

- 19.1. A Member who has a material interest in a matter to be considered at any Network meeting must:
- a) disclose the nature and extent of that interest at the meeting; and
 - b) not be present while the matter is considered and
 - c) must not vote on the matter.

Note: Under section 81 (3) of the Act, if there are insufficient Members to form a quorum because a Member who has a material interest is disqualified from voting on the matter, an adjourned meeting may be called to deal with the matter.

20. PROCEEDINGS AT MEETINGS

- 20.1. No item of business shall be transacted at a Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the Meeting is considering that item (Refer to Rule 4).
- 20.3. If within half an hour after the appointed time for the commencement of a Meeting, a quorum is not present, the meeting if convened upon the request of members shall be dissolved. The Meeting shall stand adjourned to the same day and time in the next week and (unless another place is specified by the 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. If at the adjourned

Meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present shall be a quorum.

21. CHAIRPERSON

- 21.1. The President, or in his/her absence, the Vice-President, shall Chair each Meeting of the Network.
- 21.2. If the President and the Vice-President are absent from a Meeting, the members present shall elect one of their number as Chair of the meeting.

22. ADJOURNMENT

- 22.1. The Chair of a Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting to another time and at the same or another place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 22.2. A meeting may be adjourned:
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give Members more time to consider an item of business.
- 22.3. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given in accordance with Rule 17. Meetings adjourned to a date less than 14 days do not require such notice.

23. VOTING

- 23.1. A question arising at a Meeting of the Network 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 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 Network is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, acceptance of that resolution.
- 23.2. In the case of General Meetings, Annual General Meetings, and Special General Meetings:
 - a) all votes shall be given personally by the representative of a Member Group or by proxy;
 - b) A Member Group has one vote only; and
 - c) An Associate Member cannot vote.
- 23.3. A resolution (other than a special resolution) is passed by a simple majority. In the case of an equality of voting on the question, the Chair of the Meeting is entitled to exercise a casting vote.
- 23.4. If at a Meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner and at such time

before the close of the meeting as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- 23.5. A poll that is demanded on the election of a 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.
- 23.6. A Member is not entitled to vote at any Meeting unless all moneys due and payable by the Member to the Network have been paid.
- 23.7. Each voting Member shall be entitled to appoint another member as its proxy by notice given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed.
- 23.8. The notice appointing the proxy shall be in the form set out in Appendix 1.

24. COMMITTEE OF MANAGEMENT

- 24.1. The affairs of the Network shall be managed by a Committee of Management constituted as provided in Rules 24 to 27.
- 24.2. A Member is eligible to be elected as a Committee member if the member is:
 - a) 18 years or over; and
 - b) is a financial Individual Member of the Network.
- 24.3. Subject to the Act, the Committee shall consist of:
 - a) the Executive Officers of the Network (subject to 25.5); and
 - b) up to 5 Ordinary Members of the Committee of which no more than 2 may be Associate members of the Network.
- 24.4. The Committee
 - a) shall control and manage the business and affairs of the Network;
 - b) consult with Network and approve membership applications;
 - c) may appoint and manage employees;
 - d) establish Working Committees with appropriate terms of reference;
 - e) may, subject to these Rules, the Act, the Regulations or any other law, exercise all such powers and functions as may be exercised by the Network other than those powers and functions that are required by Rule 14 to be exercised by the Network; and
 - f) subject to these Rules, the Act, the Regulations, and any other law, 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 Network.

25. THE EXECUTIVE OFFICERS

- 25.1 The Executive Officers of the Network shall be:
 - a) President
 - b) Vice-President

- c) Treasurer
 - d) Secretary
- 25.2. Each Executive Officer of the Network shall hold office for a period of two years from the first meeting of the Committee following the Annual General Meeting of his/her election, but is eligible for re-election.
- 25.3. The terms of office of the President and Treasurer, and the Vice-President and Secretary, shall expire in alternate years.
- 25.4. In the event of a casual vacancy in any office referred to in clause 25.1, a General Meeting may elect an Individual Member (other than an Associate Member) to the vacant office and the Member so elected may continue in office up to and including the conclusion of the Annual General Meeting of the nominal expiry of the current term of office.
- 25.5. The Executive Officers are to be drawn from financial members of Dependent and Independent Groups of the Network.
- 25.6. Notwithstanding Clause 25.5, the Executive shall not comprise of more than one member drawn from any single Member Group.

26. ORDINARY MEMBERS OF COMMITTEE

- 26.1. Each Ordinary Member of the Committee shall hold office for a period of one year from the first meeting of the Committee following the Annual General Meeting of his/her election, but is eligible for re-election.
- 26.2. In the event of a casual vacancy occurring in the position of an Ordinary Member of the Committee, a General Meeting may elect an Individual Member/s to fill the vacancy/s and the Ordinary Member/s so elected shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting following the date of his/her appointment.
- 26.3. Ordinary Members of the Committee may be drawn from any of the Member categories, though no more than 2 Associate Members may hold office at any one time.

27. ELECTION OF OFFICERS, ORDINARY MEMBERS AND VACANCY

- 27.1. Nominations of candidates for election as Executive Officers and Ordinary Members of the Committee:
- a) shall be made in writing, signed by two Individual Members (who need not be from the same Member Group) of the Network and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - b) shall be delivered to the Secretary of the Network not less than 7 days before the date fixed for the holding of the Annual General Meeting.

- 27.2. If insufficient nominations are received 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.
- 27.3. 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.
- 27.4. If the number of nominations received exceeds the number of positions, a ballot shall be held.
- 27.5. Notwithstanding clauses 27.1, 27.2, 27.3 and 27.4 the President at his/her discretion may call for nominations to be received for all or any position at the Annual General Meeting provided any person so nominated consents to their nomination.
- 27.6. The ballot for the election of members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 27.7. A nomination of a candidate for election under this clause is not valid if:
 - a) that candidate has been nominated for another office at the same election, or
 - b) the election of that candidate would exceed the maximum number of members from one Group allowable on the Executive (clause 25.6).
- 27.8. For the purposes of the Rules, a Committee position becomes vacant if the member:
 - a) ceases to be a Member of the Network.
 - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) code;
 - c) resigns his/her office by notice in writing given to the Secretary;
 - d) is removed by a special resolution;
 - e) dies;
 - f) becomes insolvent under administration; or
 - g) becomes a represented person under the *Guardianship and Administration Act 1986*.

28. PROCEEDINGS OF THE COMMITTEE

- 28.1. The Committee shall meet at least 4 times in each year at such place and times as the Committee may determine.
- 28.2. Each member of the Committee shall be given at least 2 days' notice of any meeting.
- 28.3. A quorum of the Committee is governed by the interpretation in Rule 4 with the following addition:
 - a) at least two Executive Members must be present; and
 - b) subject to the provisions of Rule 19 (Conflict of Interest).

- 28.4. 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 facilitate such meetings. Such a meeting is taken to be held at the place determined by the Chair of the Meeting provided that at least one of the Committee members involved was at that place for the duration of the Meeting.
- 28.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same time and place of the same day in the following week.
- 28.6. At the meetings of the Committee:
- a) the President or in his/her absence the Vice-President shall chair the meeting;
or
 - b) if the President and the Vice-President are absent, one of the remaining members of the Committee may be chosen by the Members present as chair.
- 28.7. Questions arising at a meeting of the Committee or of any working committee appointed by the Committee shall be determined on a show of hands or if, demanded by a member, by a poll taken in a manner determined by the Chair.
- 28.8. Each Member is entitled to one vote only on questions arising at a meeting of the Committee.
- 28.9. Subject to clause 28.5 the Committee may act notwithstanding any vacancy on the Committee.

29. WORKING COMMITTEES

- 29.1. The Committee may determine to transact some of its business through Working Committees, to be convened as needed and may be standing or ad hoc.
- 29.2. An Executive Officer, nominated by the Committee, will convene each working committee.
- 29.3. Working committees will have specific Terms of Reference that outline purpose, duration, reporting arrangements, responsibilities, and obligations.
- 29.4. Working committees may co-opt Network or external specialist input, depending on the purpose of the working committee.
- 29.5. Working committees will make recommendations to Committee for decision.

30. GENERAL DUTIES

- 30.1. As soon as practicable after being elected to the Committee, each Committee Member must become familiar with these Rules and the Act.

- 30.2. The Network is collectively responsible for ensuring that the Network complies with the Act and that individual members of the Committee comply with these Rules.
- 30.3. Committee members must exercise their powers and discharge their duties—
- a) in good faith in the best interests of the Network;
 - b) for a proper purpose; and
 - c) with reasonable care and diligence.
- 30.4. Committee members and former Committee 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 Network.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- 30.5. 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 Meeting of the Network.

31. SECRETARY

- 31.1. The Secretary of the Network shall keep minutes of the resolutions and proceedings of each Meeting of the Network and of Working Committees in books provided for that purpose together with a record of the names of persons present at these Meetings
- 31.2. Notwithstanding clause 31.1 the Committee may appoint a competent person to perform some or all of the duties of the Secretary on behalf of the Network.
- 31.3. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- 31.4. The Secretary must—
- a) maintain the register of members in accordance with Rule 8; and
 - b) keep custody of the common seal (if any) of the Network and, except for the financial records referred to in clause 70(3) of the Act, all books, documents and securities of the Network in accordance with sections 72 and 75 of the Act; 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.

31.5 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

32. TREASURER

32.1. The Treasurer of the Network:

- a) shall collect and receive all moneys due to the Network and make all payments authorised by the Committee and/or the Network;
- b) ensure that all moneys received are paid into the account of the Network within 5 working days after receipt;
- c) shall keep correct accounts and books showing the financial affairs of the Network with full details of all receipts and expenditure connected with the activities of the Network;
- d) ensure the financial records of the Network are kept in accordance with the Act;
- e) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Network;
- f) shall ensure safe-keeping of all financial records; and
- g) ensure that at least one other Executive member has access to the accounts and financial records of the Network.

32.2. The accounts and books referred to in clause 32.1 shall be available for inspection by members.

32.3. Notwithstanding sub-clause 32.1 the Committee may appoint a competent person or organisation to perform some or all of the duties of the Treasurer on behalf of the Network. The Treasurer however shall always be responsible for submitting the statement of accounts to the Annual General Meeting in accordance with the Act.

33. FINANCES

33.1. Systems for the management of the Network monies shall be set up to optimise ease of use, accountability and security of funds.

33.2. All electronic transfers, cheques, drafts and other negotiable instruments debiting monies from Network accounts shall be approved by two members of the Executive.

34. NOTICE

- 34.1. A notice may be served by or on behalf of the Network upon any Member Group either personally or by sending it by post, or electronically to the secretary of the Member Group at his/her address shown in the Register of Members
- 34.2. 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.

35. WINDING UP OR CANCELLATION

- 35.1. In the event of the winding up or the cancellation of the Network, the assets of the Network shall be disposed of in accordance with the provisions of section 133 of the Act.
- 35.2. Any assets that remain after winding up or cancellation and the satisfaction of the debts and liabilities of the Network, shall be paid and applied by the Network in accordance with its powers to any organisation which has objects the same as or similar to the Network and which has rules prohibiting the distribution of its assets and income to its members.

36. CUSTODY AND INSPECTION OF RECORDS

- 36.1. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his control all books, documents and securities of the Network.
- 36.2. Members may on request inspect and make copies free of charge:
 - a) the register of Members; and
 - b) subject to 36.3, the minutes of meetings, the financial records, books, securities and any other relevant document of the Network.
- 36.3. The Committee may refuse to permit a Member to inspect records of the Network that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Network.
- 36.4. The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge (electronic copies are permitted).

37. FUNDS

- 37.1. The funds of the Network shall be derived from entrance fees, annual subscriptions, donations and with the written approval of the Network, income derived from business conducted under a trading name/s, and such other sources as the Committee determines.

38. Registered address

38.1. The registered address of the Network is—

- a) the address determined from time to time by resolution of the Committee; or
- b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

Appendix 1

FORM OF APPOINTMENT OF PROXY FOR AN AUTHORISED MEETING OF WODONGA URBAN LANDCARE NETWORK INC

I,..... (name)

of (address)

being a Member of *WODONGA URBAN LANDCARE NETWORK INC*, appoint

.....(name of proxy holder)

of(address of proxy holder)

being a member of that Incorporated Association, as my proxy pursuant to Rule 21.9 to vote for me on my behalf at the[INSERT TYPE OF MEETING] meeting of the Network to be held on [INSERT DATE] and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf as directed/at their discretion in respect of the following resolution (insert details of resolution e.g. election of office bearers)

.....
.....

Signed.....

Group.....

Date.....