



RULES

of the

BASS COAST LANDCARE NETWORK INCORPORATED

ASSOCIATIONS INCORPORATION REFORM ACT (2012)

Bass Coast Landcare Network
School Avenue, Bass 3991
P.O Box 453 Wonthaggi 3995
p/f: (03) 5678 2335 / landcare@net.net.au / www.landcare.net

INDEX

2.	DEFINITIONS.....	
3.	FINANCIAL YEAR	
4.	ASSETS AND INCOME AND AUDIT.....	
5.	PURPOSE.....	
5.1	Leading the way: Being a lead organisation and providing environmental services.....	5.1
5.2	Relationships with groups: Building the Community of Practice.....	5.2
5.3	Learning and doing: Providing education, training and practical assistance.....	5.3
5.4	Coordinating and developing: Effective administration and project development.....	5.4
5.5	Promoting Land Stewardship.....	5.5
6.	MEMBERSHIP.....	
7.	ANNUAL SUBSCRIPTION AND FEE ON JOINING.....	
8.	CEASING MEMBERSHIP.....	
9.	GENERAL RIGHTS OF MEMBERS.....	
10.	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS.....	
10.2	Disciplinary sub committee.....	
10.3	Notice to member	
10.4	Decision of sub committee	
10.5	Appeal rights.....	
10.6	Conduct of disciplinary appeal meeting.....	
11.	DISPUTES AND MEDIATION.....	
12.	ANNUAL GENERAL MEETINGS.....	
13.	SPECIAL GENERAL MEETINGS.....	
14.	SPECIAL BUSINESS.....	
15.	NOTICE OF SPECIAL GENERAL MEETINGS.....	
17.	PRESIDING AT GENERAL MEETINGS.....	
18.	ADJOURNMENT OF GENERAL MEETINGS.....	
19.	VOTING AT GENERAL MEETINGS.....	
20.	POLL ON GENERAL MEETINGS.....	
21.	MANNER OF DETERMINING WHETHER RESOLUTION CARRIED.....	
22.	PROXIES.....	
23.	BOARD OF MANAGEMENT.....	
24.	OFFICE HOLDERS.....	
25.	ADMINISTRATIVE SUPPORT.....	
26.	NOMINATED REPRESENTATIVES AND CO-OPTED MEMBERS.....	
27.	ELECTION OF OFFICERS.....	
28.	PROXIES AT BOARD MEETINGS.....	
29.	VACANCY AND TERMINATION OF POSITIONS.....	
30.	MEETINGS OF THE BOARD.....	
31.	NOTICE OF BOARD MEETINGS.....	
32.	QUORUM FOR BOARD MEETINGS.....	
33.	CHAIR OF BOARD MEETINGS.....	
34.	VOTING AT BOARD MEETINGS.....	
35.	REMOVAL OF BOARD MEMBER.....	
36.	MINUTES OF MEETINGS.....	
37.	FUNDS.....	
38.	ESTABLISHMENT OF A PUBLIC FUND.....	
39.	SEAL.....	
40.	NOTICE TO MEMBERS.....	
41.	WINDING UP.....	
42.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS.....	
43.	ALTERATIONS TO THE RULES.....	
	APPENDIX I	
	APPLICATION FOR MEMBERSHIP OF	
	BASS COAST LANDCARE NETWORK INCORPORATED	
	BY A LANDCARE GROUP.....	

APPENDIX 2
AGREEMENT TO BE AN INITIAL MEMBER LANDCARE GROUP UNDER RULE 5 OF THE BASS COAST LANDCARE NETWORK INCORPORATED
APPENDIX 3
FORM OF APPOINTMENT OF PROXY FOR GENERAL MEETINGS
APPENDIX 4
FORM OF APPOINTMENT OF PROXY FOR A MEETING OF NETWORK CONVENED UNDER RULE 7. (7).....
APPENDIX 5
NOMINATION FORM FOR ELECTION OF OFFICE BEARERS TO BCLN BOARD
APPENDIX 6
FORM OF APPOINTMENT TO BOARD BY MEMBER LANDCARE GROUP.....

1. NAME.

The name of the Incorporated Body is “Bass Coast Landcare Network Inc.”
The abbreviations for the name are: BCLN or the “Network” or “the Association.”

2. DEFINITIONS.

In these rules, unless the contrary intention appears:

- “Act” means the Associations Incorporation Reform Act 2012.
- “Board ” means the Board formed in accordance with Rule 20.
- “Financial Year” means the year ended on 30th June.
- “General Meeting” means the General Meeting of members convened in accordance with Rule 12.
- “Associated members” “means an individual member of a Landcare group as defined in Rule 6.
- “ Member Landcare Group” means a Landcare Group that has become a member in accordance with Rule 6.
- “Member” means the appointed Member Landcare Group representative and nominated officers to the Bass Coast Landcare Network Board as defined in Rule 6.
- “Executive Officer” means a person/s appointed to that position under Rule 22.
- “Regulations” means regulations under the Act.

3. FINANCIAL YEAR

The financial year of the BCLN is each period of 12 months ending on 30 June.



4. ASSETS AND INCOME AND AUDIT.

The Board shall manage the financial and human resources available to it in order to achieve the goals defined in Section 5 below.

4.1 Not for Profit

The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be paid or distributed directly or indirectly to the members or associated members except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation..

4.2 Dissolution

'In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the purpose of profit or gain of its individual members.'

4.3 Audit

There shall be an annual audit of the financial transactions of the BCLN.

The auditor shall be appointed annually by the members at the Annual General Meeting.

5. PURPOSE.

The following five mission statements detail the core purposes of the Bass Coast Landcare Network

5.1 Leading the way: Being a lead environmental organisation, providing environmental services

Drive innovation in environmental and land management. Demonstrate best practise land management by testing ideas and research. Provide high quality environmental sustainability services to individuals and organisations.

5.2 Relationships with groups: Building the Community of Practice

BCLN to be an effective Community of practice with members of all ages actively participating in Landcare activities.

5.3 Learning and doing: Providing education, training and practical assistance

Support member Landcare groups through collaboration and sharing ideas, education and training and practical assistance.

5.4 Coordinating and developing: Effective administration and project development

Providing administrative support to member Landcare groups, for projects and programs including seeking and advocating for funding.

5.5 Promoting Land Stewardship

Encourage people to become land stewards and learn how to contribute to a sustainable, productive landscape that supports healthy resilient communities.

6. MEMBERSHIP.

The BCLN must have at least 5 Member Landcare Groups. The Members Landcare Groups of the Network must support the purposes of the BCLN and are made up of two categories as follows:

(1). The Member Landcare Groups are the following entities and each shall be referred to as a “Members” or “Member Landcare Group”

Anderson Inlet Landcare Group
Archie’s Creek Reafforestation Group

Kongwak Hills Landcare Group
Korumburra Landcare Group

Bass Valley Landcare Group
3 Creeks Landcare Group
French Island Landcare Group

Phillip Island Landcare Group Inc
Powlett Project
Wonthaggi Urban Landcare Group

Each of the above Landcare Groups must sign an agreement in the form of Appendix I to validate their membership and agree to support the purposes of the Network and comply with these Rules.

Additional Landcare groups can be granted membership on whatever conditions the Board may decide, by a simple majority vote of the Board.

The Executive Officer shall keep a register of all Member Landcare Groups.

A Member Landcare Group must provide to the BCLN Board:

- (a) A list of its members which shall be forwarded at least yearly and more often if desired.
- (b) Schedules of its proposed activities which shall contain such detail as is determined by the BCLN Facilitators.
- (c) An Annual Report of its activities.

(2). The second category is called “members” and these are the persons nominated to Bass Coast Landcare Network Board by a Member Landcare Group or elected persons whose names appear on the most recent list, forwarded in accordance with sub, sub rule (1)(a) above, subject to Rule 7 (10) concerning expelled members.

7. ANNUAL SUBSCRIPTION AND FEE ON JOINING

- (1) At each annual general meeting, the BCLN must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The BCLN may determine that a lower annual subscription is payable by associated members.
- (3) The BCLN may determine that any new member or Member Landcare Groups who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the BCLN.
- (4) The rights of a Member Landcare Group or member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

8. CEASING MEMBERSHIP.

- (1) A member or Member Landcare Group of the BCLN may resign by notice in writing given to the BCLN.
- (2) A member or Member Landcare Group is taken to have resigned if—
 - (a) the member' or Member Landcare Group's annual subscription is more than 12 months in arrears; or
 - (b) Where no annual subscription is payable—
 - (i) The Secretary has made a written request to the member or Member Landcare Group to confirm that he or she wishes to remain a member; and
 - (ii) the member or Member Landcare Group has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.
- (2). The Executive Officer must record in the register of Member Landcare groups the date on which the member ceased to be a member, and in the case of member of a Member Landcare Group, record such date in the list of members last forwarded.

9. GENERAL RIGHTS OF ASSOCIATED MEMBERS

- (1) A member of the BCLN who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

10. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS.

10.1 Subject to these Rules, if the Board is of the opinion that a member has refused to comply with these Rules, or has engaged in conduct prejudicial to the interests of the Network, or refuses to support the purposes of the BCLN, or has offended against any of the following

- (a) undertaken activities which not consistent with Section 4 of these Rules
- (b) if a Member Landcare Group fails to provide information to the BCLN within 30 days of a written request
- (c) if the BCLN considers that Member Landcare Group has expended funding contrary to the conditions under which the funding was provided

10.2 Disciplinary sub committee

- (1) If the BCLN is satisfied that there are sufficient grounds for taking disciplinary action against a member or a Member Landcare Group, the BCLN must appoint a disciplinary sub committee to hear the matter and determine what action, if any, to take against the member or Member Landcare Group.
- (2) The members of the disciplinary sub committee—
 - (a) may be Committee members, Landcare Groups of the BCLN or anyone else; but

- (b) must not be biased against, or in favour of, the member concerned.

10.3 Notice to Member or Member Landcare Group

- (1) Before disciplinary action is taken against a Member or Member Landcare Group, the Executive Officer must give written notice to the Member or Member Landcare Group—
 - (a) stating that the Association proposes to take disciplinary action against the member or Member Landcare 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 sub committee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the Member or Member Landcare Group that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary sub committee at that meeting;
 - (ii) give a written statement to the disciplinary sub committee 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.

10.4 Decision of sub committee

- (1) At the disciplinary meeting, the disciplinary sub committee must—
 - (a) give the member or Member Landcare Group an opportunity to be heard; and
 - (b) consider any written statement submitted by the member or Member Landcare Group.
- (2) After complying with subrule (1), the disciplinary sub committee may—
 - (a) take no further action against the member or Member Landcare Group; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member or Member Landcare Group; or
 - (ii) suspend the membership rights of the member or Member Landcare Group for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary sub committee may not fine the member or Member Landcare Group.
- (4) The suspension of membership rights or the expulsion of a member or Member Landcare Group by the disciplinary sub committee under this rule takes effect immediately after the vote is passed.

10.5 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the BCLN 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 sub committee 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 Association 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.

10.6 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 or Member Landcare 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.
- (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 or Member Landcare Group 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.

II. DISPUTES AND MEDIATION.

(1). The grievance procedure set out in this rule applies to disputes under these Rules between

- (a) a Member/Member Landcare Group and another Member/Member Landcare Group; or
- (b) a Member/Member Landcare Group and the Network.
- (c) a Member/Member Landcare Group and the Board

A Member or Member Landcare Group 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.

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

(3). If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4). The mediator must be

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Network; or
 - (ii) in the case of a dispute between a member and the Network, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5). A Member of the Network can be a mediator.

(6). The mediator cannot be a Member who is a party to the dispute

(7). The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8). The mediator, in conducting the mediation must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout

the mediation process.

(9). The mediator must not determine the dispute.

(10). If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. ANNUAL GENERAL MEETINGS.

(1). The Board may determine the date, time and place of the Annual General Meeting of the Network, except that such meeting shall be held annually before 30th November of each year and provided that no more than 15 months would elapse between Annual General Meetings.

(2). The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

(3). The ordinary business of the Annual General Meeting shall be:

(a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and

(b) to receive from the Board reports upon the transaction of the Network during the last preceding financial year; and

(c) to elect Officers of the Network; and

(d) to receive and consider the statement submitted by the Network in accordance with Section 30(3) of the Act; and

(e) to set Annual Subscriptions (if any), payable by members.

(4). The Annual General Meeting may conduct any special business of which notice has been given in accordance with the rules.

(5). All persons elected must be members of a Member Landcare Group.

(6). In addition, the minutes of each annual general meeting must include—

(a) the names of the members attending the meeting; and

(b) proxy forms given to the Chair of the meeting under rule 22(2); and

(c) the financial statements submitted to the members in accordance with rule 37(1)(b); and

(d) 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 Association; and

(e) any audited accounts and auditor's report or report of a review

accompanying the financial statements that are required under the Act.

13. SPECIAL GENERAL MEETINGS.

- (1). In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- (2). All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3). The Board may, whenever it thinks fit, convene a Special General Meeting of the Network.
- (4). If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Board must convene an Annual General Meeting before the expiration of that period.
- (5). The Board must, on the request in writing of an associated member, Members or Member Landcare Groups representing not less than 10 per cent of the total numbers of members, convene a Special General Meeting of the Network.
- (6). The request for a Special General Meeting must:
 - (a). state the objects of the meeting; and
 - (b). be signed by the persons requesting the meeting; and
 - (c). be sent to the address of the Secretary.
- (7). If the Board does not cause a Special General Meeting to be held within one month after the date of which a request is sent to the address of the Secretary, the associated members, Members or Member Landcare Groups making the request, or any of them, may convene a Special General meeting to be held not later than three months after that date.
- (8). If a Special General Meeting is convened by associated members, Members or Member Landcare Groups in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in the convening the Special General meeting must be refunded by the Network to the persons incurring the expenses.

14. SPECIAL BUSINESS.

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for the business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business

15. NOTICE OF SPECIAL GENERAL MEETINGS.

- (1). The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Network, must give notice of the meeting by advertisement in the local newspapers of the Member Landcare Groups setting out the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2). No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3). An associated member, Member or Member Landcare Group intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

16. QUORUM AT GENERAL MEETINGS.

- (1). No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2). Five Members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3). If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (a). in the case of a meeting convened upon the request of members the meeting must be dissolved; and
 - (b). in any other case the meeting shall stand adjourned to the same day in the next week at the same time 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.
- (4). If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

17. PRESIDING AT GENERAL MEETINGS.

- (1). The Chair, or in the Chair's absence, the Vice Chair, shall preside as Chair at each General Meeting of the Network.

(2). If the Chair and the Vice-Chair are absent from a general meeting, or are unable to preside, the Secretary shall nominate a candidate who can act as Chair with the consent of the meeting. Failing that the members present must select one of their number to preside as Chair.

18. ADJOURNMENT OF GENERAL MEETINGS.

(1). The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.

(2). No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3). If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 31.

(4). Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. VOTING AT GENERAL MEETINGS.

(1). Upon any question arising at a general meeting of the Network, an associated member has one vote only. A Member or Member Landcare group does not have a vote.

(2). All votes must be given personally or by proxy.

(3). In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

20. POLL ON GENERAL MEETINGS.

(1). If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2). A poll that is demanded on the election of a Chair or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.

21. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED.

If a question arising at a general meeting of the Association is determined on a show of

hands-

(1). a declaration by the Chair that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost; and

(2). an entry to that effect in the minute book of the Network is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. PROXIES.

(1). Each Member is entitled to appoint another member as a proxy by notice given to the Executive Officer prior to the meeting in respect of which the proxy is appointed.

(2). The notice appointing the proxy must be:

- (a) for a meeting of the Network convened under rule 17(7), in the form set out in Appendix 4; or
- (b) on any form so long as it is clear and signed

23. BCLN BOARD.

(1) The affairs of the Network shall be managed by the BCLN Board .

(2) The Board:

- (a) shall control and manage the business and affairs of the Network; and
- (b) may appoint and remove staff; and
- (c) may, establish sub Committees consisting of members with terms of reference it considers appropriate: and
- (d) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Network other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Network; and
- (e) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Network.

- (f) shall nominate a person or persons to represent the Board with the West Gippsland Catchment Management Authority, and, the Port Phillip & Westernport Catchment Management Authority.

(3). Subject to section 23 of the Act, the Board shall consist of:

- (a) the officers of the Network, who shall be elected at the Annual General Meeting of the Network in each year, and
- (b) one nominated representative (Members) from each Member Landcare Group who is a financial member of their Landcare Group
- (c) co-opted members (Members) from Landcare Groups to fulfil specific responsibilities as deemed necessary by the Board.

(4). Any member of a Member Landcare Group may attend a meeting of the Board as an observer or address the meeting with the consent of the Chair prior to the meeting.

24. OFFICE HOLDERS

(1). The officers of the Network shall be:

- (a) a Chair;
- (b) a Vice-Chair;
- (c) a Treasurer; and
- (d) a Secretary;

(2). The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3). Each officer of the Network shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4). In the event of a casual vacancy in any office referred to in sub-rule (1), the Board may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

25. ADMINISTRATIVE SUPPORT.

The BCLN Board may appoint a person called Executive Officer to provide advice to the BCLN on Landcare issues, and liaise with partnerships, agencies, natural resource



management authorities and funding bodies.

26. NOMINATED REPRESENTATIVES AND CO-OPTED MEMBERS.

(1). Subject to these Rules, each nominated representative and co-opted member of the Board shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election or appointment.

(2). In the event of a casual vacancy occurring in the office of a nominated representative, the Member Landcare Group that nominated the person, may appoint another member of their Group to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

27. ELECTION OF OFFICERS.

(1) Nominations of candidates for election as officers of the Network must be made in writing, signed by two financial members of the Network and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) in accordance with Appendix 5.

(2). If only one nomination is received for any office, the persons nominated shall be deemed to be elected.

(3). If more than one nomination is received for any office, a ballot must be held.

(4). The ballot for the election of officers of the Board must be conducted at the Annual General Meeting in such a manner as the Board may direct.

28. PROXIES AT BOARD MEETINGS

In the event that a nominated representative (referred to in Clause 24) cannot attend a meeting; their place can be taken by a proxy nominated by the relevant Member Landcare Group.

29. VACANCY AND TERMINATION OF POSITIONS.

The position of any Member of the BCLN Board shall automatically become vacant if the Member:

- (1).
 - (a) ceases to be a member of the any of Member Landcare Groups; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or

- (c) resigns from office by notice in writing given to the Secretary.
- (d) becomes of unsound mind, or a person whose person, or estate, is liable to be dealt with in any way under the law relating to mental health
- (e) becomes directly interested in any contract or proposed contract with the BCLN and fails to declare that interest to BCLN Board
- (f) dies; or
- (g) ceases to be a member of a Member Landcare Group.

(2). A Board member may be removed in accordance with Rule 35.

30. MEETINGS OF THE BOARD.

(1). The Board must meet at least 4 times in each year at such place and such times as the Board may determine.

(2). Special meetings of the Board may be convened by the Chair or by any 4 members of the Board.

31. NOTICE OF BOARD MEETINGS.

(1). Written notice of each Board Meeting must be given to each Member of the Board at least 2 business days before the date of the meeting.

(2). Written notice must be given to Members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

32. QUORUM FOR MEETINGS.

The quorum for a Board meeting is the presence (physically, or by proxy, or via the use of technology) of 50% of all Members entitled to vote.

The quorum for a general meeting is the presence (physically, or by proxy, or via the use of technology) of 10 or 1% of all associated members entitled to vote.

33. CHAIR OF BOARD MEETINGS.

At meetings of the Board:

- (a) the Chair or, in the Chair's absence the Vice-Chair presides; or
- (b) if the Chair and Vice-Chair are absent, or are unable to preside, the members

present must choose one of their number to be Chair.

34. VOTING AT BOARD MEETINGS.

(1). Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the Chair at that meeting may determine.

(2). Members as appointed representative of a member Landcare group present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the Chair at the meeting) are entitled to a single and, in the event of an equality of votes on any question, the Chair may exercise a casting vote.

(3). Persons invited to attend the Board and staff members of BCLN shall have no voting rights.

35. REMOVAL OF BOARD MEMBER.

(1). The Network in a General Meeting may, by resolution, remove any member of the Board (including Members either as nominated representative and co-opted members) before the expiration of the Member's term of office. In the case of an office bearer appoint another Member in his or her place to hold office until the expiration of the term of the removed Member. In the case of a nominated representative, the Member Landcare Group from which the removed member came shall have the right to nominate another representative in his or her place to hold office until the expiration of the term of the removed Member.

(2). A Member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Chair of the Network (not exceeding a reasonable length) and may request that the representations be provided upon application to Members of the Network and that this availability be notified in the notice of meeting. The proposed resolution must be included in the notice of meeting.

(3). The Member concerned has the right to have the written representations read out at the meeting and must be given an opportunity to be heard before the resolution is voted on.

36. MINUTES OF MEETINGS.

The Executive Officer or their nominated person of the Network must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

37. FUNDS.

(1). The Treasurer of the Network must:

(a) collect and receive all moneys due to the Network and make all payments

authorised by the Network; and

(b) 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.

(2). All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two delegated signatories. The BCLN Board may appoint additional signatories from amongst the ordinary members of the BCLN and Management to ensure the smooth running of the Network.

(3). The funds of the Network shall be derived from such sources as the Board determines.

38. ESTABLISHMENT OF A PUBLIC FUND

To establish and maintain a public fund to be called the Bass Coast Landcare Network Public Fund for the specific purpose of supporting the environmental objects/purposes of the Bass Coast Landcare Network. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

(1). Requirements of the Public Fund

The organisation must inform the Department responsible for the environment as soon as possible if:

- it changes its name or the name of its public fund; or
- there is any change to the membership of the management Board of the public fund; or
- there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

(2). Ministerial Rules

The organisation 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.

(3.) Not-for-Profit

The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

(4). Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

(5). Winding-up

In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

(6). Statistical Information

Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

(7). Bass Coast Landcare Network Public Fund

1. The objective of the fund is to support the organisation's environmental purposes.
2. Members of the public are to be invited to make gifts of money and property to the fund for the environmental purposes of the organisation.
3. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
4. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
5. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
6. The fund will be operated on a not-for-profit basis.
7. A Board of no fewer than three persons will administer the fund. The Board will be appointed by the organisation. A majority of the members of the Board are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

39. SEAL.

(1). The common seal of the Network must be kept in the custody of the Secretary.

(2). The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the Network

40. NOTICE TO MEMBERS.

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Network or the Board, under these Rules may be given by

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the most recent register of members of the member Landcare Group to which he or she belongs and forwarded to the Network under Rule 5.

(c) facsimile transmission, if the member has requested that the notice be given to him
or her in this manner; or

(d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

(e) 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 ordinary course of post.

41. WINDING UP.

In the event of the winding up the BCLN or the cancellation of the incorporation of the Network, any assets that remain after satisfaction of the debts and liabilities of the BCLN, shall be paid and applied by the BCLN in accordance with its powers to any organisation which has objects the same as or similar to the BCLN and which has rules prohibiting the distribution of its assets and income to its members and associated members.

42. CUSTODY AND INSPECTION OF BOOKS AND RECORDS.

(1). Except as otherwise provided in these Rules, the Treasurer shall keep in his/her custody or under his/her control all books, documents and securities of the BCLN.

(2). The BCLN Executive Officer shall maintain a register of the assets of the BCLN, including any assets, which are part-owned by the BCLN.

(3). All accounts, books, securities and any other relevant documents of the Network must be available for inspection free of charge by any member upon request.

(4). A member may make a copy of any accounts, books, securities and any other relevant documents of the Network.

43. ALTERATIONS TO THE RULES.

These Rules shall not be altered except at an Annual General Meeting or a Special General Meeting of the Network and in accordance with the Act.

APPENDIX I

APPLICATION FOR MEMBERSHIP OF

BASS COAST LANDCARE NETWORK INCORPORATED

BY A LANDCARE GROUP

We _____ of _____
(name of Landcare Group) (address)

desire to become a member of

(name of Association)

In the event of our admission as a member, we agree to be bound by the rules of the Network for the time being in force.

Signature of Chair of Landcare Group

Date



APPENDIX 2

AGREEMENT TO BE AN INITIAL MEMBER LANDCARE GROUP

UNDER RULE 5 OF THE BASS COAST LANDCARE NETWORK INCORPORATED

We

_____ (name of Landcare Group)

of _____ (address)

desire to become an initial member of the Bass Coast Landcare Network Incorporated and we agree to be bound by the Rules of the Association for the time being in force.

Signature of Chair of Landcare Group - being authorised by your Board to sign this agreement.

Date.

APPENDIX 3

FORM OF APPOINTMENT OF PROXY FOR GENERAL MEETINGS

I,

_____ (name)

of _____

(address)

being a member of

_____ (name of Incorporated Landcare Group)

appoint _____

(name of proxy holder)

of

_____ (address of proxy holder)

being a member of that Landcare Group, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Network to be held on

_____ (date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against/or at his/her discretion* in respect of the following resolution (insert details of resolution).

Signed

Date

* Delete as necessary

APPENDIX 4

FORM OF APPOINTMENT OF PROXY FOR A MEETING OF NETWORK CONVENED UNDER RULE 7. (7)

I _____
(name)

of _____
(address)

being a member of _____
(name of Member Landcare Group)

appoint _____
(name of proxy holder)

Of _____
(address of proxy holder)

being a member of the Network, as my proxy to vote for me on my behalf at the appeal to the
general meeting of the Network convened under rule 7(7) to be held on

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf in favour of/against/or at their discretion* in respect of
the following resolution
(insert details of resolution passed under rule 7(1))

Signed

date

* Delete as necessary

APPENDIX 5

NOMINATION FORM FOR ELECTION OF OFFICE BEARERS TO BCLN BOARD

I _____ of _____ being a
member of
(name) (address)

(Member Landcare Group) (signature)

I _____ of _____ being a
member of
(name) (address)

(Member Landcare Group) (signature)

both nominate _____ for position of Chair
(name) Vice Chair
Secretary
Treasurer

(delete as necessary)

Signature of Candidate

Date.



APPENDIX 6

FORM OF MEMBER APPOINTMENT TO BOARD BY MEMBER LANDCARE GROUP

_____ being a Member Landcare Group hereby appoints

_____ (name)

of _____ (address)

as its representative on the BCLN Board for the period _____

(Optional)

PROXY FOR ABOVE REPRESENTATIVE

_____ (name)

of _____ (address)

is hereby appointed proxy for the above representative

Signed by Chair of Member Landcare Group

Date

