

BCLN Constitution Guidance Notes (this would accompany the updated constitution for explanatory purposes) May 2020

The BCLN Board felt it was timely to review their constitution and update in line with Strategic Plan and operational changes. The constitution is presented to all members for their consideration.

Overview:

- All additions to the constitution have been highlighted in blue for clarity
- Any deletions are noted by striking through text but leaving in document for clarification purpose until document finalised
- Update references to committee to Board
- Update references to association/ organisation to BCLN

Once proposed changes have been finalised, we will update/ confirm

- Proposed date of adoption (likely to be BCLN AGM in November 2020)
- Clause numbering
- Table of contents
- All references to related clauses (highlighted in yellow)

Clause (current constitution)	Changes made	Explanation
<u>Clause 2: Definitions</u>	<ul style="list-style-type: none"> • Updated definitions) <ul style="list-style-type: none"> ○ Member ○ Executive General Manager ○ Remove definition of Associate member 	As per updates to clause 6.
<u>Clause 4: Assets and Income and Audit - moved to Clause 5</u>	<ul style="list-style-type: none"> i. Change name to Assets and Income and move to clause 5 ii. Move Clause 5: Purpose to be new Clause 4 iii. Added 5.1 iv. Reword 5.2 v. Change organisation to BCLN vi. Added 5.3 vii. Added 5.4 viii. Deleted 4.2 ix. Deleted 4.3 	<ul style="list-style-type: none"> i. Formatting ii. Formatting iii. in line with model rules iv. include members, directors and trustees in line with model rules v. in line with model rules vi. required under Public Fund guidelines vii. already in section on winding up and dissolution viii. already in on financial management

<u>Clause 5: Purpose Moved to Clause 4</u>	<ul style="list-style-type: none"> Deleted previous and replaced with new purpose, vision, mission and key strategies 	Updated to reflect new Strategic Plan 2018-2025
<u>Clause 6 Membership</u>	<p>Updated whole section: easier to replace whole section rather than individual items.</p> <p>Clarification of membership types for BCLN</p> <ol style="list-style-type: none"> Member groups Members – individual member of a member group. Removed the list of groups as not relevant and may change as groups form or go into recess. Updated as per model rules – clarifies process and requirements. <p>Note this change has then been updated throughout the constitution.</p>	<ul style="list-style-type: none"> Provides clarification for members. Key statement: <ul style="list-style-type: none"> All members of the Member Landcare Groups will be considered members of BCLN Removes associate member category which was confusing in previous constitution Process and Obligations of member groups have been updated to reflect model rules
<u>Clause 7: Annual Subscription and fee on joining</u>	Deleted	As no membership fee for Member Groups is charged by BCLN this clause has been deleted. Subsequent clauses (and references) will be renumbered once final version is approved. However, for clarity at this stage subsequent clauses have not been renumbered
<u>Clause 8: Ceasing membership</u>	<ul style="list-style-type: none"> Removed member from all clauses 	BCLN can only expel cease membership of member group, not individual members of that group. see 6.1 ii) – member group has own process.
<u>Clause 9: General rights of Associated Members</u>	<ul style="list-style-type: none"> Remove word associated from title – “General rights of members” 	As per updated clause 6 – BCLN no longer has associate members and therefore term has been removed. All details are relevant to members.
<u>Clause 10: Discipline, Suspension and Expulsion of Members</u>	<ul style="list-style-type: none"> Removed 10.1 (a). -not relevant 	This clause is not relevant. BCLN had no influence over funding directly received by the Member Group.
<u>Clause 12: Annual General Meetings</u>	<ul style="list-style-type: none"> Added notice of AGM 	<ul style="list-style-type: none"> – 21 days (in line with model rules)

<u>Clause 13: Special General Meetings</u>	<ul style="list-style-type: none"> ○ Sub clause (5) – delete associate member ○ Sub clause (7) – delete associate member ○ Sub clause (8) – delete associate member ○ Added sub clause 9 – wording from clause 14. No change ○ Added sub clause 10 and 11 wording from clause 15. No change 	<ul style="list-style-type: none"> ○ Updated in line with clause 6 above and merged clauses 13, 14 and 15 for improved formatting of document
<u>Clause 14: Special Business</u>	Delete Clause 14 and include as sub clause 9 in 13. ○	<ul style="list-style-type: none"> ○ Formatting only – no wording change
<u>Clause 15: Notice of Special General Meetings</u>	Delete Clause 15 and include as sub clause 10,11 and 12 in 13.	<ul style="list-style-type: none"> ○ Formatting only - no wording change
<u>Insert new clause: Use of technology</u>	<ul style="list-style-type: none"> ○ Addition of clause to allow members to join meetings via technology 	<ul style="list-style-type: none"> ○ In line with current operations ○ Wording from model rules
<u>Clause 19: Voting at General meetings,</u>	<ul style="list-style-type: none"> ○ Remove reference to associate member and member group. ○ Add Clause 20, 21 and 22 to sub clause for Clause 19 – no wording change 	<ul style="list-style-type: none"> ○ Updated in line with clause 6 above and merged clauses 19, 20, 21 and 22 for improved formatting of document
<u>Clause 20: Poll on General Meeting,</u>	<ul style="list-style-type: none"> ○ Delete and move to subclause in Clause 19 	<ul style="list-style-type: none"> ○ Formatting only – no wording change
<u>Clause 21; Manner of Determining whether resolution carried</u>	<ul style="list-style-type: none"> ○ Delete and move to subclause in Clause 19 	<ul style="list-style-type: none"> ○ Formatting only – no wording change
<u>Clause 22: Proxies</u>	<ul style="list-style-type: none"> ○ Delete and move to subclause in Clause 19 	<ul style="list-style-type: none"> ○ Formatting only – no wording change
<u>Addition Clause: MINUTES OF GENERAL MEETING</u>	<ul style="list-style-type: none"> ○ Clause added 	<ul style="list-style-type: none"> ○ As required to align with model rules
<u>Clause 23: BCLN Board</u>	<ul style="list-style-type: none"> i. 23.1 simplified – single statement ii. Removed 23.2 (a) – not applicable iii. Removed 23.1 (f) – iv. Added 23.1 f) description of Board role v. Added 23.2 g) code of conduct clause vi. Added 23.3 Composition of the Board 	<ul style="list-style-type: none"> i. Boards role is to govern Governance’ can be thought of as the more strategic tasks of setting the organisation’s goals, direction, limitations and accountability frameworks. Staff – lead by Executive General Manager manage ‘Management’ is concerned with carrying out the day-to-day

		<p>operations of the organisation, in a way that helps the organisation reach the goals and direction set by the board.</p> <p>ii. Board does not have the power to appoint, direct or remove staff – all aspects of staff management are via the employment subcommittee. The Board directs the Executive General Manager who then coordinates and manages staff in line with the employment subcommittee direction.</p> <p>iii. not required to specify reps to organisations</p> <p>iv. added for clarification and in line with model rules</p> <p>v. as recommended at governance training and in line with model rules</p> <p>vi. no wording changes – combined section 24 into 23 for clarity and formatting</p>
<u>Clause 24:</u> <u>Composition of the Board</u>	Moved into Clause 23 Removed general members Updated to reflect length of term and maximum term.	Moved for formatting reasons Removed general members as not applicable anymore Updated terms in line with model rules and advice from governance training
NEW Clause	<ul style="list-style-type: none"> ○ Addition of roles of Board members as per model rules Addition of 3 sub clauses for the Board ○ Sub committees of the Board ○ Conflict of Interest ○ Leave of absence 	<ul style="list-style-type: none"> ○ Recommended as part of governance training ○ As recommended at governance training and in line with model rules
<u>Clause 25:</u> <u>Administrative Support</u>	Updated current statements	Updated to reflect operations and advice on separation of Governance and management (eg: Board versus staff)
<u>Clause 26:</u> <u>Nominated representatives and co-opted members</u>	Delete and move to subclause in Clause 23	Formatting only – no word changes

Clause 27: Election of Officers	<ul style="list-style-type: none"> ○ Moved to before Roles of Board members ○ Changed to Election of Executive 	<ul style="list-style-type: none"> ○ Change from office holder to executive – remove confusion with staff titles eg: project officer ○ Formatting – no wording change
Clause 29 Vacancy and Termination of Positions	Add sub clause that cannot be an employee of BCLN and be on the Board	<ul style="list-style-type: none"> ○ In line with model rules. ○ Note: 5.2 – Board members can be paid “except as bona fide remuneration for services rendered or expenses incurred on behalf of BCLN.”
Clause 31: Notice of Board meetings	Corrected typo – currently only 2 days’ notice required – usually 7 days	<ul style="list-style-type: none"> ○ Usually 7 days – updated in line with model rules
Clause 32: Quorum for Meetings	Remove associate and added “whichever is greater”	<ul style="list-style-type: none"> ○ Clarification of quorum
Clause 37: Funds	Change to Financial management clauses	Change to Financial Management – Updated in line with Model Rules Strengthen Financial management aspects of BCLN constitution.
Clause 39: Seal	Remove	No longer a requirement
Clause 40: Notice to Members	Added: Notice sent to the nominated contact for a Member Group of the BCLN shall be deemed to have been sent to all the Individual Members of the Member Group.	As per current operations and in line with LVI model rules
Clause 41: Winding Up	Added BCLN may be wound up voluntarily by special resolution	In line with model rules
Clause 42: Custody and Inspection of Books and Records	Clarification and additional clauses added	use of information to bring in line with model rules and suggestion from governance training.
APPENDIX 1	Deleted all appendices	held with Executive General Manager – this will enable to be updated without having to update constitution.

Updated 15/05/2020
Belinda Brennan
E: belindab@wgcma.vic.gov.au
M: 0409 004 901