

# RULES

of the

BASS COAST LANDCARE NETWORK INCORPORATED

ASSOCIATIONS  
INCORPORATION  
REFORM ACT (2012)

Proposed Updates  
For Members consideration  
As endorsed at BCLN Board meeting 12<sup>th</sup> May 2020

Aiming for adoption at AGM In November 2020

To be presented at Member meeting – September 2020.

Please read in conjunction with guidance note for full  
details.

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## 1. NAME

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

## 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 **Clause 23.**
- **Financial Year** means the year ended on 30<sup>th</sup> June.
- **Member Landcare Group** means a Landcare Group that has become a member in accordance with **Clause 6.**
- **Member** means and individual member of a member Landcare group as defined in Rule 6.
- Executive General Manager means a person responsible person responsible for managing staff and Network operations under the Boards direction under **Clause 25.**
- **Regulations** means regulations under the Act.

~~“Associated members” “means an individual member of a Landcare group as defined in 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.~~

### 1.0 FINANCIAL YEAR

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

### 2.0 PURPOSE

#### BCLN Core Purpose

**Educate – Grow- Feed**

#### BCLN Vision

Our vision is to be a community engaged in supporting a productive, biodiverse landscape incorporating sustainable agricultural practices and innovative environmental enterprises.

#### BCLN Mission Statement

To collaborate with our groups, the community and partners to provide on ground services in the delivery of innovative land and environmental management practices in support of healthy and resilient communities and ecosystems for generations to come.

#### BCLN Values:

**Excellence:** To strive for high standards in everything we do to create the best outcomes for the community and future generations.

**Respect:** To maintain a respectful and professional attitude to embrace individuality and different viewpoints and values.

**Teamwork:** To create a healthy, cohesive and supportive work environment to ensure collaboration and cooperation are cornerstones of our organisation.

**Optimism/resilience:** to continually adapt and evolve to change while remaining optimistic and confident in our values.

**Integrity:** To take pride in working professionally and honestly to achieve outcomes that reflect our values and enhance our reputation as a trustworthy organisation.

*As an organisation we value and support **biodiversity and the natural environment.***

### **BCLN Key Strategies**

1. Strong communities engaged and connected through Landcare
2. Grow and protect a connected biodiverse landscape
3. Lead an innovative sustainable agricultural community
4. Capitalise on Carbon
5. Best Practice Governance and Safe, Skilful Operations
6. Deliver leading edge experiences, education and training

## **3.0 ASSETS AND INCOME**

5.1 The Board shall manage the financial and human resources available to it in order to achieve the goals defined in Section 4.

### **5.2 Not for Profit**

The assets and the income of BCLN shall be used and applied solely in promotion of its objectives 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 except as bona fide remuneration for services rendered or expenses incurred on behalf of BCLN.

5.3 The Treasurer shall be responsible for controlling the finances and assets. The Executive General Manager shall provide reports and all accounts to the Treasurer for approval.

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

### ~~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.<sup>1</sup>~~

### ~~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.~~

## ~~4. 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.~~

~~5. 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 \_\_\_\_\_ Kongwak Hills Landcare Group  
Archie's Creek Reafforestation Group \_\_\_\_\_ Korumburra Landcare Group~~

~~Bass Valley Landcare Group \_\_\_\_\_ Phillip Island Landcare Group Inc  
3-Creeks Landcare Group \_\_\_\_\_ Powlett Project  
French Island Landcare Group \_\_\_\_\_ Wonthaggi Urban Landcare Group~~

~~Each of the above Landcare Groups must sign an agreement in the form of Appendix 1 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.~~
- ~~Schedules of its proposed activities which shall contain such detail as is determined by the BCLN Facilitators.~~
- ~~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.~~

#### **4.0 MEMBERSHIP**

##### **6.1 Member Landcare Groups**

- i. BCLN must have at least 5 Member Landcare groups.
- ii. A Landcare Group with objectives the same or similar to BCLN and located within BCLN's geographical boundaries may make application and be approved for group membership of BCLN as provided in these Rules.
- iii. An application of a Group for membership of BCLN shall:
  - be made by the President/Chair and Secretary of the Group
  - include a list of all the members (at least 5) of the Group
  - be lodged with the Executive General Manager
- iv. Each of the above Landcare Groups must sign an agreement to validate their membership and agree to support the purposes of the Network and comply with these Rules.
- v. No fee is payable for a group's membership of the BCLN.
- vi. At the next scheduled meeting, the Executive General Manager shall refer the application to the Board to determine whether to approve or reject the application.
- vii. Upon an application being approved by the Board, the Executive General Manager shall, with as little delay as possible, notify the applicant Group in writing that the Group is approved for membership of BCLN.
- viii. Executive General Manager or assigned staff member shall enter the successful applicant Group members' names in the Network's register of members, and upon the names being so entered, the applicant Group becomes a Member Landcare Group of BCLN.
- ix. Upon an application being rejected by the Board, the Executive General Manager shall, with as little delay as possible, notify the applicant in writing that the Group is not approved for membership and the reasons for rejection.
- x. A right, privilege, or obligation of a Member Landcare Group by reason of its membership of the BCLN:

- cannot be transferred or transmitted to another Group and
  - terminates upon the cessation of their membership whether by resignation or otherwise.
- xi. Annually, each Group will provide BCLN with:
- a list of its members (full name, address, contact numbers and email, if available) for that financial year
  - a list of its Office Bearers
  - a report on its activities

## 6.2 Members of BCLN

- All members of the Member Landcare Groups will be considered members of BCLN.

## 6.3 Obligations of Member Groups

- i. Each Member Landcare Group may create its own by-laws for the administration of their activities provided that in the absence of any such by-laws, the Rules of BCLN shall as far as practicable be adopted by a Member Group. Where any inconsistency of purpose exists between BCLN and a Member Group, the purposes of BCLN shall prevail.
- ii. Each Member Landcare Group may also create its own procedure for the nomination and approval of a person who wishes to become a member of that Group.
- iii. Neither a Member Landcare Group nor any of its representatives shall enter into a contract or incur an obligation or liability of a material nature on behalf of the BCLN (“material” to be determined by the Board from time to time) without the written approval of the Board.
- iv. The Board shall, from time to time, recommend a type and amount of insurance cover that a Member Landcare Group shall be required to have in effect. Such insurance cover as determined by the Board shall be compulsory for all Member Landcare Groups.
- v. A Member Landcare Group may be dissolved by a resolution of members making up that Group according to the Rules of Constitution of the Member Landcare Group. In the absence of such Rules or Constitution of the Member Landcare Group, the Board’s guideline is such a resolution requiring a three quarters majority of the members of the Group present at a meeting convened for that purpose. Upon dissolution of a Member Landcare Group, all funds of that Group will be distributed according to the rules of that Member Landcare Group.
- vi. The Board may subject to **Clause 10** expel a Member Landcare Group from BCLN. Upon expulsion the Member Landcare Group affected will immediately cease to associate itself with BCLN.
- vii. Each Member Group is required to have a documented code of conduct which covers child safety, bullying, sexual harassment and respect.

## ~~5.0 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.~~

## **6.0 CEASING MEMBERSHIP**

- 6.1 ~~A member of~~ Member Landcare Group of the BCLN may resign by notice in writing given to the BCLN.
- 6.2 ~~A member of~~ Member Landcare Group is taken to have resigned if the ~~member' or~~ Member Landcare Group's annual subscription is more than 12 months in arrears;  
or
- 6.3 Where no annual subscription is payable—
  - i ~~The Secretary has made a written request to the member of~~ Member Landcare Group to confirm that they wishes to remain a member; and
  - ii ~~the member of~~ Member Landcare Group has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.
- 6.4 The Executive General Manager 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 members last forwarded.

## **7.0 GENERAL RIGHTS OF ASSOCIATED MEMBERS**

- 9.1 A member of the BCLN who is entitled to vote has the right—
  - i to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - ii to submit items of business for consideration at a general meeting; and
  - iii to attend and be heard at general meetings; and
  - iv to vote at a general meeting; and
  - v to have access to the minutes of general meetings and other documents of the Association; and
  - vi to inspect the register of members.
- 9.2 A member is entitled to vote if—
  - i the member is a member of a Member Landcare Group ~~other than an associate member;~~ and
  - ii more than 10 business days have passed since he or she became a member of the BCLN and
  - iii the member's membership rights are not suspended for any reason.



## 8.0 DISCIPLINE, SUSPENSION AND EXCLUSION 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

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

10.2 Disciplinary subcommittee

- i 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 subcommittee to hear the matter and determine what action, if any, to take against the member or Member Landcare Group.
- ii The members of the disciplinary subcommittee—
  - may be Board members, Landcare Groups of the BCLN or anyone else; but
  - must not be biased against, or in favour of, the member concerned.

10.3 Notice to Member or Member Landcare Group

- i Before disciplinary action is taken against a Member or Member Landcare Group, the Executive General Manager must give written notice to the Member or Member Landcare Group—
  - stating that the BCLN proposes to take disciplinary action against the member or Member Landcare Group; and
  - stating the grounds for the proposed disciplinary action; and
  - specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - advising the Member or Member Landcare Group that they may do one or both of the following—
    - attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and setting out the member's appeal rights under **rule 23**.
  - 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 subcommittee

- i At the disciplinary meeting, the disciplinary subcommittee must—
  - give the member or Member Landcare Group an opportunity to be heard; and
  - consider any written statement submitted by the member or Member Landcare Group.
- ii After complying with subclause (1), the disciplinary subcommittee may—

- take no further action against the member or Member Landcare Group; or
  - subject to subclause (i)—
    - reprimand the member or Member Landcare Group; or
    - suspend the membership rights of the member or Member Landcare Group for a specified period; or
    - expel the member from the Association.
- iii The disciplinary subcommittee may not fine the member or Member Landcare Group.
- iv The suspension of membership rights or the expulsion of a member or Member Landcare Group by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- v Appeal rights
- 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.
  - The notice must be in writing and given—
    - to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
    - to the Secretary not later than 48 hours after the vote.
  - 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.
    - 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—
    - specify the date, time and place of the meeting; and
    - state—
    - the name of the person against whom the disciplinary action has been taken; and
    - the grounds for taking that action; and
    - 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.
- vi Conduct of disciplinary appeal meeting
- At a disciplinary appeal meeting—
    - no business other than the question of the appeal may be conducted; and
    - the Board must state the grounds for suspending or expelling the member or Member Landcare Group and the reasons for taking that action; and
    - the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- vi 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.
- vii A member or Member Landcare Group may not vote by proxy at the meeting.
- viii The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **9.0 DISPUTES AND MEDIATION**

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

- i a Member/Member Landcare Group and another Member/Member Landcare Group; or
- ii a Member/Member Landcare Group and the Network,
- iii a Member/Member Landcare Group and the Board

11.2 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.

11.3 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 parties.

11.4 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.

11.5 The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:

- a) in the case of a dispute between a member and another member, a person appointed by the Board of the Network; or
- b) 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).

11.6 A Member of the Network can be a mediator.

11.7 The mediator cannot be a Member who is a party to the dispute

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

11.9 The mediator, in conducting the mediation must:

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

11.10 The mediator must not determine the dispute.

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

## **10.0 ANNUAL GENERAL MEETINGS**

12.1 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 30<sup>th</sup> November of each year and provided that no more than 15 months would elapse between Annual General Meetings.

12.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

12.3 The notice of the AGM shall be sent 21 days prior to meeting by the designated BCLN staff member.

12.4 The ordinary business of the Annual General Meeting shall be:

- to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
- to receive from the Board reports upon the transaction of the Network during the last preceding financial year; and
- to elect Officers of the Network; and
- to receive and consider the statement submitted by the Network in accordance with Section 30(3) of the Act; and
- to set Annual Subscriptions (if any), payable by members.

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

12.6 All persons elected must be members of a Member Landcare Group.

12.7 In addition, the minutes of each annual general meeting must include—

- the names of the members attending the meeting; and
- proxy forms given to the Chair of the meeting under **rule 22(2)**; and
- the financial statements submitted to the members in accordance with **rule 37(1)(b)**; and
- 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
- any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **11.0 SPECIAL GENERAL MEETINGS**

13.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

13.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

13.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the Network.

13.4 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.

13.5 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.

13.6 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.

13.7 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.

13.8 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.

13.9 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.

13.10 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

13.11 No business other than that set out in the notice convening the meeting may be conducted at the meeting

13.12 A 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.

#### 14. ~~SPECIAL BUSINESS.~~

#### 15. ~~NOTICE OF SPECIAL GENERAL MEETINGS.~~

### **New Clause**

#### **Use of Technology**

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

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

### **16.0 QUORUM AT GENERAL MEETING**

16.1 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.

16.2 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.

16.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- i in the case of a meeting convened upon the request of members the meeting must be dissolved; and
- ii 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.

16.4 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.

### **17.0 PRESIDING AT GENERAL MEETINGS**

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

17.2 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.

### **18.0 ADJOURNMENT OF GENERAL MEETINGS**

18.1 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.

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

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

18.4 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.

### **19.0 VOTING AT GENERAL MEETINGS**

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

19.2 All votes must be given personally or by proxy.

19.3 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.

19.4 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.

19.5 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.

19.6 If a question arising at a general meeting of the Association is determined on a show of hands- a declaration by the Chair that a resolution has been:

- i carried; or
- ii carried unanimously; or
- iii carried by a particular majority; or
- iv lost; and

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.

19.7 Each Member is entitled to appoint another member as a proxy by notice given to the Executive General Manager prior to the meeting in respect of which the proxy is appointed.

19.8 The notice appointing the proxy must be for a meeting of the Network convened under rule 17(7), on any form so long as it is clear and signed

~~20 — POLL ON GENERAL MEETINGS.~~

~~21 — MANNER OF DETERMINING WHETHER  
RESOLUTION CARRIED.~~

~~22 — PROXIES.~~

## 20. MINUTES OF A GENERAL MEETING

20.1 The Board must ensure that minutes are taken and kept of each general meeting.

20.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

20.3 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 Chairperson of the meeting under **rule 34(6)**; and
- (c) the financial statements submitted to the members in accordance with **rule 30(4)(b)(ii)**; and
- (d) the certificate signed by two committee 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.

## 23 BCLN BOARD

23.1 The affairs of the Network shall be governed by the BCLN Board constituted as provided in **Section 23**.

23.2 The BCLN Board

- (a) ~~may appoint and remove staff; and~~
- (b) may, establish subcommittees consisting of members with terms of reference it considers appropriate: and
- (c) 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
- (d) 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.
- (e) does not have the power to appoint, direct or remove staff – all aspects of staff management are via the People, Culture and Capability subcommittee.
- (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.~~
- (g) Is responsible for overall governance of BCLN including;
  - i making sure BCLN meets its obligations, manages its finances and operates transparently
  - ii setting BCLN's long-term goals and making sure it pursues its charitable purposes

- iii securing funding and other resources to support the work of BCLN
- iv representing BCLN to the community and to its members and stakeholders (with the Executive General Manager and staff)
- v monitoring – making sure BCLN charity is run as required under its governing document and the law
- vi pursue core purpose, mission statement of the Bass Coast Landcare Network
- vii develop clear aims and objectives for the BCLN and provide leadership in their implementation
- viii approve the strategic plan for the Network
- ix oversee the implementation of the strategic plan.
- x delegate authority to staff and member groups appropriately
- xi establish ethical standards for the BCLN

(h) All Board members will sign the BCLN Code of Conduct and Board Member Declaration upon becoming a Board member. The signed Code of Conducts will be held with AGM paperwork

### 23.3 Composition of the Board

~~Subject to section 23 of the Act,~~ The BCLN Board shall consist of:

- a) the Executive of the Network, who shall be elected at the Annual General Meeting of the Network in each year.
  - i. Chair;
  - ii. Vice-Chair;
  - iii. Treasurer; and
  - iv. Secretary;
  - v. ~~General members~~ (or Landcare Group members representatives – elected as per above and
- b) one nominated representative 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.

23.4 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.

23.5 Each Executive 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.

23.6 ~~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.

23.7 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.

23.8 Each member( including executive) will be elected for a 1 year term.

23.9 No individual Board member shall hold more than 5 consecutive terms in the one executive position on the Board.



### **25.3 ELECTION OF OFFICERS. Executive**

- i. 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)
- ii. If only one nomination is received for any office, the persons nominated shall be deemed to be elected.
- iii. If more than one nomination is received for any office, a ballot must be held.
- iv. 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.

### ~~24. COMPOSITION OF BOARD~~

~~24.1 The Board members of the Network shall be:~~

~~24.2 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).~~

### **New clause: ROLES OF BOARD MEMBERS**

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

24.2 The Board is collectively responsible for ensuring that BCLN complies with the Act and that individual members of the Board comply with these Rules.

24.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

24.4 Board members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

24.5 Board members and former Board members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

### **24.7 Chair and Vice-Chair**

The Chair provides

- i. Leadership and strategic overview to BCLN Board
- ii. Representation on behalf of BCLN
- iii. Chairs meetings – special and general

(1) The Chair or, in the Chair's absence, the Vice-Chair is the Chairperson for any general meetings and for any Board meetings.

- (2) If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

#### **24.8 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must ensure that BCLN —
  - (a) maintains the register of members in accordance with **rule 18**; and
  - (b) keep custody of all books, documents and securities of the BCLN in accordance with **rules 72 and 75**;
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **24.9 Treasurer**

- (1) The Treasurer must ensure that —
  - (a) all moneys paid to or received by the BCLN are issued receipts for those moneys in the name of the Association; and
  - (b) all moneys received are paid into the account of the BCLN within 5 working days after receipt; and
  - (c) any payments authorised by the Board or by a general meeting of the BCLN from the BCLN's funds; and

- a) (d) ensure cheques and electronic transfers are signed/ authorised by 2 signatories – usually Executive General Manager and one Board member, usually Treasurer.

- (2) The Treasurer must—
  - (a) ensure that the financial records of the BCLN are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the BCLN and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

#### ~~**25.4 NOMINATED REPRESENTATIVES AND COOPTED MEMBERS.**~~

#### **SUBCOMMITTEES OF THE BCLN BOARD**

- The Board will create subcommittees to review in more depth the functioning and/or policies of specific areas of operations.

- Subcommittees may be continuous or sunset sub committees designed to explore and report to the Board on a specific issue or item with a designated time frame.
- The Chairperson of each subcommittee shall initiate meetings in conjunction with subcommittee members.
- The People, Culture and Capability subcommittee will be responsible for managing the employment matters with the BCLN Executive General Manager
- Subcommittees will report to the Board. Recommendations of the subcommittees will be presented for ratification at Board meetings.
- The appointment of subcommittees' chairpersons will be approved by the Board.
- Where practicable, subcommittees should be chaired by ordinary Board members.
- A committee of management of not fewer than three persons will administer the Bass Coast Landcare Fund.
- The committee shall be appointed by the organisation. A majority of members of the committee are required to be 'responsible persons' as defined by the "Guidelines to the Register of Environmental Organisations".

#### **Conflict of interest**

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

#### **Leave of absence**

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

### **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 parternships, agencies, natural resource management authorities and funding bodies.~~

23.2 The BCLN may employ staff and contractors to carry out the administration and affairs of BCLN.

25.2 The People, Culture and Capability subcommittee will be responsible for managing the employment matters with the BCLN Executive General Manager

25.2 The Board delegates responsibility to the Executive General Manager (EGM)

- responsibility for implementing the policies and strategic direction of BCLN
- managing the day-to-day operations of BCLN,
- the authority to carry out these responsibilities in accordance with the delegations and directions established by the Board.

**25.5** The Executive General Manager

- i. Report directly to the Board by ensuring that the Board reports are developed in a timely and effective manner for review and approval
- ii. consults with the Chair/ Vice Chair on matters which are sensitive, extraordinary or of a strategic nature,
- iii. Provide prompt and full information to the Board regarding the conduct of the business of BCLN
- iv. Comply with directions given by the Board via Board resolution.

25.4 Individual board members cannot direct staff or volunteer work unless the board member has been given authority to do so (such as by a decision of the board). Generally, the Board can only direct BCLN's EGM as a collective, but individual board members may also be authorised by the board to do so.

## **28 PROXY 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**

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

- i ceases to be a member of the any of Member Landcare Groups; or
- ii becomes an insolvent under administration within the meaning of the Corporations Law; or
- iii resigns from office by notice in writing given to the Secretary.
- iv 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
- v becomes directly interested in any contract or proposed contract with the BCLN and fails to declare that interest to BCLN Board
- vi dies; or
- vii Becomes an employee of BCLN

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

## **30. MEETINGS OF THE BOARD.**

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

30.2 Special meetings of the Board may be convened by the Chair or by any 4 members of the Board.

## **31. NOTICE OF BOARD MEETINGS.**

31.1 Written notice of each Board Meeting must be given to each Member of the Board at **least 7 business days** before the date of the meeting.

31.2 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.**

32.1. 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.

32.2 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. (whichever is greater)

### **33. CHAIR OF BOARD MEETINGS.**

33.1 At meetings of the Board:

- the Chair or, in the Chair's absence the Vice-Chair presides; or
- 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.**

34.1 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.

34.2 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.

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

### **35. REMOVAL OF BOARD MEMBER.**

35.1 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.

- i 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.
- ii 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.

35.2 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.

35.3 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.**

36.1 The Executive General Manger or designated staff member 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-- FINANCIAL MANAGEMENT**

~~(1). The Treasurer of the Network must:~~

~~collect and receive all moneys due to the Network and make all payments authorised by the Network; and~~

~~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.~~

37.1 BCLN is a not for profit association.

37.2 The Treasurer shall be responsible for controlling the finances and assets. The Executive General Manager shall provide reports and all accounts to the Treasurer for approval.

37.3 Source of Funds

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

37.4 Management of Funds

- b) The BCLN must open an account with a financial institution from which all expenditure of the BCLN is made and into which all of the BCLN's revenue is deposited.
- c) Subject to any restrictions imposed by a general meeting of the BCLN the Board may approve expenditure on behalf of the BCLN.
- d) The BCLN may authorise the Treasurer to expend funds on behalf of the BCLN (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- e) All cheques, electronic transfer and other negotiable instruments must be signed by 2 signatories – usually Executive General Manager and one Board member, usually Treasurer.
- f) Two staff members cannot sign cheques, electronic transfer and other negotiable instruments
- g) All funds of the BCLN must be deposited into the financial account of the BCLN no later than 5 working days after receipt.
- h) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- i) There shall be an annual audit of the financial transactions of the BCLN.
- j) The auditor shall be appointed annually by the members at the Annual General Meeting.

37.5 Financial records

- a) The BCLN must keep financial records that—
  - correctly record and explain its transactions, financial position and performance; and
  - enable financial statements to be prepared as required by the Act.
- b) The BCLN must retain the financial records for 7 years after the transactions covered by the records are completed.
- c) The Treasurer must keep in his or her custody, or under his or her control—
  - the financial records for the current financial year; and
  - any other financial records as authorised by the Board.

### **37.6 Financial statements**

- a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the BCLN are met.
- b) Without limiting subrule (1), those requirements include—
  - the preparation of the financial statements;
  - if required, the review or auditing of the financial statements;
  - the certification of the financial statements by the Board;
  - the submission of the financial statements to the annual general meeting of the Board;
  - the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **38. ESTABLISHMENT OF A PUBLIC FUND**

38.1 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.

38.2 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.

38.3 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.

### **38.4 Requirements of the Public Fund**

- a) 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.

### **38.5 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.

### **38.6 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.

### 38.7 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.

### 38.8 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.

### 38.9 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.

### 38.10 Bass Coast Landcare Network Public Fund

- a) The objective of the fund is to support the organisation's environmental purposes.
- b) 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.
- c) 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.
- d) 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.
- e) 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.
- f) The fund will be operated on a not-for-profit basis.
- g) 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.

40.1 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.

40.2 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.

## 41. WINDING UP.

41.1 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.

41.2 BCLN may be wound up by voluntarily by special resolution (**clause xxx**)

## 42 CUSTODY AND INSPECTION OF BOOKS AND RECORDS.

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

42.2 The BCLN Executive General Manager 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.~~

42.3 Members may on request inspect free of charge—

- i the register of members;
- ii the minutes of general meetings;
- iii subject to **subrule (2)**, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

42.4 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

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

42.6 Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

42.7 For purposes of this rule— **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- i its membership records;
- ii its financial statements;
- iii its financial records;
- iv records and documents relating to transactions, dealings, business or property of the Association.

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

42.9 The Board may refuse to permit a member to inspect records of BCLN that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of BCLN.

### **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.