

RULES OF ENVIRONMENT VICTORIA Inc.

Marked up copy showing the effect of Special Resolutions (A) through (F) proposed to the at the Annual General Meeting of Environment Victoria Inc. to be held at 5:30pm on Wednesday 30 October 2019 at the Australian Nursing and Midwifery Federation, Auditorium, 535 Elizabeth St Melbourne, VIC 3000

Note: page numbers and table of contents will be updated
pending passage of special resolutions

Contents

1. NAME.....	4
2. INTERPRETATION.....	4
3. PUBLIC FUND	4
4. MEMBERSHIP OF ASSOCIATION	6
5. GROUP MEMBERS	6
6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION	7
7. REGISTER OF MEMBERS	8
8. RESIGNATION OF MEMBER	8
9. EXPULSION OF MEMBER	8
10. ANNUAL GENERAL MEETING.....	9
11. SPECIAL GENERAL MEETINGS	12
12. NOTICE OF MEETING	13
13. PROCEEDINGS AT MEETING AND QUORUM.....	13
14. PRESIDING MEMBER.....	14
15. ADJOURNMENT	14
16. MAKING OF DECISIONS.....	14
17. VOTING - ANNUAL GENERAL MEETINGS	15
18. VOTING - SPECIAL GENERAL MEETINGS	15
19. APPOINTMENT OF PROXIES.....	16
20. BOARD	16
21. CONSTITUTION AND MEMBERSHIP: OFFICERS.....	16
22. CONSTITUTION AND MEMBERSHIP: BOARD	17
23. ELECTION OF BOARD MEMBERS AND VACANCY	18
24. PROCEEDINGS OF BOARD	19
25. SECRETARY.....	20
26. TREASURER.....	21
27. REMOVAL OF MEMBER OF BOARD	21
28. CHEQUES	22
29. POWER TO TRADE	22
30. ALTERATION OF RULES AND STATEMENT OF PURPOSES	22
31. NOTICES.....	22
32. WINDING UP OR CANCELLATION	23
33. CUSTODY AND INSPECTION OF RECORDS	23
34. FUNDS.....	23
35. PUBLIC STATEMENTS.....	23
36. BRANCHES	23
37. DISPUTES AND MEDIATION	24
APPENDIX 1: APPLICATION FOR INDIVIDUAL MEMBERSHIP OF ENVIRONMENT VICTORIA INC.	27
APPENDIX 2: APPLICATION FOR GROUP MEMBERSHIP OF ENVIRONMENT VICTORIA INC.....	28
APPENDIX 3: FORM OF POSTAL VOTE	29
APPENDIX 4: FORM OF APPOINTMENT OF PROXY	30
APPENDIX 5: EV's PURPOSE AND PHILOSOPHY	31

Preamble

Special resolution (A)

Environment Victoria acknowledges that we live and work on Aboriginal land and that this country has been cared for since time immemorial by traditional owners, whose sovereignty has never been ceded.

We pay our respect to Victoria's traditional owners, past, present and future. We respect their leadership in caring for country, and support treaties that empower them to continue to do so

We understand that colonisation has been an unjust and often brutal process that continues to impact on Aboriginal and Torres Strait Island peoples and their country today. As people living and working on Aboriginal land it is incumbent on us to play our part in righting this historical wrong. Indeed, our vision of a society living in harmony with a healthy environment depends upon it.

1. NAME

1.1 The name of the incorporated association is Environment Victoria Inc (in these Rules called the "Association").

2. INTERPRETATION

Special resolution (B)

2.1. In these Rules, unless the contrary intention appears:

"group member" means a member of the Association admitted to the membership in accordance with Rule 4.2.

"board" means the Board of the Association.

"eligible person" means a person who supports the purposes of the Association.

"financial year" means a year ending on 30 June.

"general meeting" means a general meeting (being either an annual general meeting or a special general meeting) of Members convened in accordance with these Rules.

"general member" means a member of the Association admitted to membership in accordance with Rule 4.1.

"Member" means a member of the Association (being either an individual member or a Group member).

"ordinary member of the Board" means an individual member or Representative appointed to the Board under sub-Rule 23.2, 22.3 or 23.4.

"Representative" means a representative of a Group member appointed in accordance with Rule 5.1.

"the Act" means the Associations Incorporation Act 1981 as amended from time to time,

"the Regulations" means regulations made pursuant to the Act.

2.2. In these Rules, a reference to the Secretary to the Association is a reference:

- a) where a person holds office under these Rules as Secretary of the Association, to that person; and
- b) in any other case, to the President of the Association.

2.3. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. PUBLIC FUND

3.1. Establishment of the Public Fund

To establish and maintain a public fund to be called the Environment Victoria Trust for the specific purpose of supporting the environmental objects/purposes of Environment Victoria. 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.

3.2. 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 committee 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.

3.3. 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.

3.4. 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.

3.5. 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.

3.6. 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 (i.e., the income year 1 July to 30 June).

3.7. 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.

3.8. The 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 or property to the fund for the environmental purposes of the organization.
- 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 organization.
- 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 committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

4. MEMBERSHIP OF ASSOCIATION

Special resolution (B)

4.1. Individual Members

- a) Subject to these Rules, an ~~natural~~ eligible person is entitled to be an individual member of the Association on payment of the annual subscription payable under these Rules.
- b) An ~~natural~~ eligible person wishing to become an individual member must make an application to the Board in the form set out in Appendix 1, and the application shall be considered by the Board at a meeting of the Board or by any other person delegated to by the Board, and the application may be accepted or rejected.
- c) The Board may, in its absolute discretion, require the applicant to provide evidence of eligibility.

4.2. Group Members

- a) Subject to these Rules, any organisation whose primary activities include a beneficial concern for the environment and which is functioning in Victoria is entitled to be a Group member of the Association on payment of the annual subscription under these Rules.
- b) An organisation or body wishing to become a Group member must make an application to the Board in the form set out in Appendix 2, and the application shall be considered by the Board at a meeting of the Board or by any other person delegated to by the Board, and the application may be accepted or rejected.

5. GROUP MEMBERS

5.1. A Group member must nominate a person to act as its Representative who will be :

- responsible for exercising the two votes granted to the Group member under Rule 17.1 and Rule 19.1;
- entitled to stand for election as an officer of the Association in accordance with Rule 21.4;
- entitled to stand for election to the Board pursuant to sub-Rule 23.1; and
- entitled to any further rights as the Board determines.

5.2. Existing Group members must nominate their Representative as soon as is reasonably practicable after the adoption of these Rules. All subsequent Group members must nominate their Representative upon making application to the Board in accordance with sub-Rule 4.2 b).

- 5.3. The rights and responsibilities granted to a Representative under Rule 5.1 may not be exercised by any other person (including any other member of the relevant Group member), subject to a Representative's ability to appoint a proxy in accordance with these Rules.
- 5.4. A Representative will remain a Representative until the Representative or the relevant Group member notifies the Association in writing to the contrary. A person ceasing to be a Representative will not be entitled to vote or stand for election as provided under Rule 5.1 and any position held by that person within the Association will be immediately vacated and replaced in accordance with these Rules.
- 5.5. If a Group ceases to be a Member under these Rules, or is suspended under these Rules, its Representative will not (in the case of suspension, for the period of suspension) be entitled to vote or stand for election as provided under Rule 5.1 and any position held by such Representative within the Association (whether on the Board or otherwise) will be immediately vacated and replaced in accordance with these Rules.

6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

Special resolution (C)

- 6.1. The amount of the annual subscription for each class of individual membership and group membership must be determined by the Board.
~~For Group members:~~
~~a) the annual subscription shall be determined by the Board;—~~
~~b) the annual subscription is payable in advance and shall become due in the first place on admission to membership and thereafter on the first day of July in each year; and—~~
~~c) a Group member shall be deemed unfinancial if the annual subscription is not paid prior to the annual general meeting and the Representative of that Group member shall be ineligible to vote (whether at a general meeting or at a Board meeting) or stand for election as provided under Rule 5.1 while that Group member is deemed unfinancial.—~~
- 6.2. The annual subscription is payable in advance and is due in the first place on admission to membership and thereafter on the anniversary of admission to membership unless otherwise determined by the Board ('due date').
~~For individual members:~~
~~a) the annual subscription for each class of individual membership shall be determined by the Board;—~~
~~b) the annual subscription is payable in advance and shall become due in the first place on admission to membership and thereafter at such times as determined by the Board; and—~~
~~c) membership shall lapse if the annual subscription is not paid prior to the annual general meeting.—~~
- 6.3. The rights of a member (including the right to vote) who has not paid the annual

subscription by the due date are suspended until the subscription is paid.

7. REGISTER OF MEMBERS

Special resolution (F)

- 7.1. The ~~Secretary Association~~ shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member. The register shall be available for inspection by Members at the address of the Association.

8. RESIGNATION OF MEMBER

Special resolution (C)

- 8.1. A Member may resign from the Association by first giving notice in writing to the Secretary of the Member's intention to resign and upon the provision of such notice the Member shall cease to be a Member. However, such resignation will not relieve the Member's liability to pay all moneys due and payable by the Member to the Association.

- 8.2. Upon the expiration of a notice given under clause 8.1, the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.

- 8.3. Subject to sub-rule 8.4, a member is taken to have resigned if the member's annual subscription is more than 6 months in arrears.

- 8.4. The Board may extend the period of time specified in sub-rule 8.3 in its absolute discretion, so long as the period of extension does not exceed 6 months.

~~9. EXPULSION OF MEMBER~~

Special resolution (D)

- ~~9.1. Subject to these Rules, the Board may by resolution:-~~

- ~~a) expel a Member from the Association;~~
- ~~b) suspend a Member from membership of the Association for a specified period; or~~
- ~~c) fine a Member in accordance with the Regulations, if the Board is of the opinion that the Member:-~~
 - ~~i. has refused or neglected to comply with these Rules; or~~
 - ~~ii. has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.~~

- ~~9.2. A resolution of the Board under Rule 9.1:-~~

- ~~a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Rule 9.3 confirms the resolution in accordance with this Rule; and~~
- ~~b) where the Member exercises a right of appeal to the Association under this Rule, does not take effect unless the Association confirms the resolution in accordance with this Rule 9.2.~~

- ~~9.3. Where the Board passes a resolution under Rule 9.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:—~~
- ~~a) setting out the resolution of the Board and the grounds on which it is based;—~~
 - ~~b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;—~~
 - ~~c) stating the date, place and time of that meeting;—~~
 - ~~d) informing the Member that the Member may do one or more of the following:—~~
 - ~~i. attend that meeting (in the case of a Group member, through its Representative);~~
 - ~~ii. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and—~~
 - ~~iii. not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Association in general meeting against the resolution.—~~
- ~~9.4. At a meeting of the Board held in accordance with Rule 9.2, the Board:—~~
- ~~a) shall give to the Member (or, in the case of a Group member, its Representative) an opportunity to be heard;—~~
 - ~~b) shall give due consideration to any written statement submitted by the member; and shall by resolution determine whether to confirm or to revoke the resolution.—~~
- ~~9.5. Where the Secretary receives a notice under sub-Rule 9.3 d) iii, the Secretary shall notify the Board and the Board shall convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.—~~
- ~~9.6. At a special general meeting of the Association convened under Rule 9.5:—~~
- ~~a) no business other than the question of the appeal shall be transacted;—~~
 - ~~b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;—~~
 - ~~c) the Member (or, in the case of a Group member, its Representative) shall be given an opportunity to be heard; and—~~
 - ~~d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.—~~
- ~~9.7. If at a special general meeting:—~~
- ~~a) 50% (or more) of the Members vote in person or by proxy against the confirmation of the resolution, the resolution is revoked; and—~~
 - ~~b) in any other case, the resolution is confirmed.—~~

9. DISCIPLINARY ACTION

9.1. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

9.2. Disciplinary subcommittee

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

9.3. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 9.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

9.4. Decision of subcommittee

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

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

9.5. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 9.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the 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.

9.6. 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 and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

10. ANNUAL GENERAL MEETING

- 10.1. The Association shall in each calendar year convene an annual general meeting of its Members which shall be held on such day as the Board determines, but no later than the thirty-first day of October.
- 10.2. The annual general meeting shall be specified as such in the notice by which it is convened.
- 10.3. The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect officers of the Association and the ordinary members of the Board; and
 - d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 10.4. The annual general meeting may transact special business placed on the notice by the Board addressed to the Secretary and received by the Secretary at least 40 days before the date fixed for the meeting.
- 10.5. The annual general meeting shall be convened in addition to any other general meetings that may be held in the same year.

11. SPECIAL GENERAL MEETINGS

- 11.1. All general meetings other than the annual general meeting shall be called special general meetings.
- 11.2. The Board may convene a special general meeting of the Association whenever it thinks fit.
- 11.3. The Board shall, on the requisition in writing of Members representing not less than 10% of the total number of Members, convene a special general meeting of the Association. The requisition shall state the objects of the meeting and shall be signed by

the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the Members making the requisition.

11.4. If the Board does not cause a special general meeting to be held within 40 days after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

11.5. A special general meeting convened by Members pursuant to these Rules shall be convened as if convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12. NOTICE OF MEETING

12.1. The Secretary shall, at least 40 days before the date fixed for the holding of a general meeting of the Association, cause to be sent to each Member at the address appearing in the register of Members, a notice by prepaid post or email stating the place, date and time of the meeting.

12.2. A Member desiring to bring any business before a special general meeting must give notice of that business in writing, not later than 30 days before the date fixed for holding the meeting, to the Secretary, who shall include that business in the notice to be made available to Members Pursuant to Rule 12.3.

12.3. The Secretary shall, at least 20 days before the fixed date for the holding of a general meeting of the Association, make available on the website of the Association, a notice stating the nature of the business to be transacted at the meeting.

12.4. Business other than that set out in the notice may be transacted at the meeting at the discretion of the chairperson, provided that resolution of such business shall be in the form of a recommendation to the Board.

13. PROCEEDINGS AT MEETING AND QUORUM

13.1. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

13.2. No item of business shall be transacted at a general meeting unless a quorum of general members and Representatives entitled to vote under these Rules is present during the time when the meeting is considering that item. A quorum shall be not fewer than 24 general members or Representatives eligible to vote.

13.3. If within half an hour after the appointed time for the commencement of a special meeting, a quorum is not present, the meeting shall lapse. If within half an hour after the appointed time for the commencement of the annual general meeting a quorum is not present, the meeting shall adjourn for not more than 28 days; following notice in accordance with these Rules, the adjourned meeting shall be conducted as if a quorum were present, regardless of the number of Members present.

14. PRESIDING MEMBER

14.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

14.2. If the President and the Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.

14.3. At any general meeting the Chairperson may vacate the chair and with the concurrence of the meeting nominate as Chairperson any other member of the Board present at the meeting.

15. ADJOURNMENT

15.1. The Chairperson of a general meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

15.2. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

15.3. Except as provided in Rules 15.1 and 15.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. MAKING OF DECISIONS

16.1. Subject to Rule 18.3, a question arising at a general meeting of the Association shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded a declaration by the Chairperson that a resolution on a show of hands has been carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 16.2. If at a meeting a poll on any question is demanded by not less than 3 Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.3. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

17. VOTING - ANNUAL GENERAL MEETINGS

- 17.1. Upon any question arising at an annual general meeting of the Association:
- a) general member has one vote only; and
 - b) a Group member has two votes only (such votes are exercisable only through the Representative in accordance with Rule 5).
- 17.2. All votes at an annual general meeting shall be cast personally or by proxy. No postal votes shall be allowed.
- 17.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.4. A Member (or in the case of a Group member, its Representative) will not be entitled to vote at any annual general meeting unless all moneys due and payable by the Member to the Association have been paid.

18. VOTING - SPECIAL GENERAL MEETINGS

- 18.1. Upon any question arising at a special general meeting of the Association:
- a) an individual member has one vote only; and
 - b) a Group member has two votes only (such votes are exercisable only through Representatives in accordance with Rule 5).
- 18.2. All votes cast by an individual member in a special general meeting shall be cast personally or by proxy. No postal votes shall be allowed.
- 18.3. A Representative of a Group member is entitled to vote at a special general meeting personally, by proxy or (on any question set out in a notice sent to the relevant Group member in accordance with Rule 12.1) by post. A Representative may vote by post only if he or she provides to the Secretary, no later than 24 hours before the time of the special general meeting in question, a notice in writing in the form set out in Appendix 3 hereto.
- 18.4. In the case of an equality of votes on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18.5. A Member (or in the case of a Group member, its Representative) will not be entitled to vote at any special general meeting unless all moneys due and payable by the Member to the Association have been paid.

19. APPOINTMENT OF PROXIES

19.1. Each individual member or Representative of a Group member shall be entitled to appoint another individual member or Representative as his or her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2. The notice appointing the proxy shall be in the form set out in Appendix 4 hereto.

20. BOARD

20.1. The affairs of the Association shall be managed in accordance with Rule 20.3 by a Board constituted as provided in Rule 22.1.

20.2. The Board, subject to Rule 20.3:

- a) shall control and manage the business and affairs of the Association;
- b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of Members; and
- c) subject to these Rules, the Regulations and the Act, 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 Association.

20.3. The assets and income of the Association shall be applied exclusively towards the promotion of the Association's Statement of Purposes as set out in Appendix 5.

21. CONSTITUTION AND MEMBERSHIP: OFFICERS

Special resolution (E)

21.1. The officers of the Association shall be:

- a) a President;
- b) a Vice-President; and
- c) a Secretary.

21.2. The officers of the Association ~~shall~~**must** be appointed:

- a) **by the Board, if the officer is the Secretary; and**
- b) **in accordance with Rule 23.6 or Rule 23.7, if the officer is not the Secretary.**

21.3. The President ~~and~~; Vice-President ~~and Secretary~~ shall, subject to these Rules, hold office until the close of the second annual general meeting after being elected to office, but shall be eligible for re-election.

21.4. In the event of a casual vacancy in the office of President ~~or~~; Vice-President, ~~or Secretary~~, the Board may appoint an individual member or Representative of a Group member. The person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

22. CONSTITUTION AND MEMBERSHIP: BOARD

Special resolution (E)

22.1. Subject to section 23 of the Act, the Board shall consist of:

- a) the President, the Vice-President, the ~~Secretary~~ Treasurer; and
- b) up to 7 (but no fewer than 3) members or Representatives who shall be ordinary members of the Board.

22.2. Upon the adoption of these Rules, the President, Vice-President & ~~Secretary~~ Treasurer who hold office shall continue in office until the close of the second annual general meeting after the adoption of these Rules (subject to these Rules). Of the ordinary members of the Board who hold office upon the adoption of these Rules, the Board shall, at the first meeting of the Board following the adoption of these Rules, select half of the Board members who shall continue in office until the close of the annual general meeting next after the adoption of these Rules (subject to these Rules), but will be eligible for re-election (on terms in accordance with Rule 21.3). The remaining ordinary members of the Board who hold office upon the adoption of these Rules shall hold office until the close of the second annual general meeting after the adoption of these Rules (subject to these Rules). In this way half the board will be retiring and potentially up for re-election at each annual general meeting. The President, Vice President and ~~Secretary~~ Treasurer do not have to retire at the same time.

22.3. Subject to these Rules, each ordinary member of the Board shall hold office until the second annual general meeting after the date of his or her election, but is eligible for re-election.

22.4. In the event of:

- a) a casual vacancy occurring in the office of an ordinary member of the Board; or
- b) there being less than 3 ordinary members of the Board on the Board (for whatever reason);

the Board may (and in the case of sub-Rule 21.4 must) appoint either a general member or Representative to fill the vacancy and the general member or Representative so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

22.5. An ordinary member of the Board who fails to attend three consecutive meetings of the

Board, or 70% of meetings of the Board in any year commencing from the first meeting after the AGM, without reason acceptable to it shall immediately cease to be a member of the Board.

23. ELECTION OF BOARD MEMBERS AND VACANCY

Special resolution (E)

- 23.1. Nominations of candidates for election to the Board:
- a) shall be made in writing, signed by two Members and accompanied by the written consent of the candidate which may be endorsed on the form of nomination; and
 - b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting. If there is no appointed Secretary, nominations shall be delivered to the President
- 23.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 23.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5. The ballot for the election of candidates to the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 23.6. Following an annual general meeting at which the President, Vice-President or ~~Secretary~~ **Treasurer** retire in accordance with Rule 21.3, the Board members (including the candidates elected to the Board at that annual general meeting) shall (subject to Rule 23.7) determine amongst themselves who will fill the vacant positions of officers of the Association.
- 23.7. In the event that agreement of the kind referred to in Rule 23.6 cannot be reached within one week of an annual general meeting, the Board shall make the relevant appointment(s) at the first Board meeting following the annual general meeting.
- 23.8. For the purposes of these Rules, the office of ~~an officer of the Association~~ **President, Vice-President or Treasurer** or of an ordinary member of the Board becomes vacant if the officer or ordinary member:
- a) ceases to be a Member;
 - b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - c) is a Representative of a Group member who becomes an insolvent under administration within the meaning of the Corporations Law; or

d) resigns his or her office by notice in writing given to the Secretary.

23.9. No paid staff member or existing employee of the Association is eligible to nominate to be a Board member of the Association until 2 years after cessation of employment.

24. PROCEEDINGS OF BOARD

24.1. The Board shall meet at least 4 times in each year at such place and such times as the Board may determine and may adjourn and otherwise regulate its meetings as it sees fit.

24.2. Special meetings of the Board may be convened by the President or by any 4 of the members of the Board.

24.3. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

24.4. A meeting of the Board or a sub-committee of the Board may be called and held using any technology as determined by the Board.

24.5. The quorum necessary for the transaction of business of the Board is half the total number of members plus one member.

24.6. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

24.7. If a meeting of the Board is adjourned in accordance with Rule 24.6, and within half an hour after the appointed time for the commencement of the subsequent meeting a quorum is not present, the meeting shall be conducted as if a quorum were present, regardless of the number of Board members present.

24.8. At meetings of the Board:

- a) The President or, in the absence of the President, the Vice-President shall preside; or
- b) If the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members of the Board present shall preside; or
- c) The Chairperson may vacate the chair and with the concurrence of the meeting nominate as Chairperson any other member of the Board present at the meeting.

24.9. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by any member of the

Board, by a poll taken in such manner as the person presiding at the meeting may determine.

24.10. Each Board member present at a meeting of the Board or of any sub committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.11. Written notice of each Board meeting shall be served on each member of the Board by delivering it to him or her at a reasonable time before the meeting or by sending it by prepaid post or email addressed to him or her at his or her usual or last known place of abode or email address at least 2 business days before the date of the meeting.

24.12. Subject to Rule 24.5 the Board may act notwithstanding any vacancy on the Board.

24.13. The Board may appoint sub-committees, for each of which:

- a) meetings and proceedings shall be governed by the provisions in these Rules for regulating the meetings and proceedings of the Board so far as the same are applicable thereto;
- b) the Chairperson shall be chosen from a member of the Board; and
- c) the President and Vice-President shall be ex-officio members.

24.14. The Board may co-opt to its membership or to that of its sub-committees, for such period or purpose as the Board may determine, any person whether a Member or not whose services could be of value to the Association, provided that:

- a) the number of persons co-opted to the Board shall not exceed five at any time; and
- b) all co-opted persons shall have the right to vote at meetings of sub-committees to which they have been co opted, but not at meetings of the Board.

24.15. All acts done at any meeting of the Board or of a sub-committee of the Board or by any person acting as a member of the Board shall notwithstanding that it shall, afterwards be discovered that there was some defect in the appointment of any member of the Board or person acting as aforesaid or that a member was disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Board.

25. ~~SECRETARY-MINUTES OF MEETINGS~~

Special resolution (E)

25.1. The ~~Secretary~~ President of the Association shall 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. If there is no nominated ~~Secretary~~ President, the minutes shall be recorded in turn by the members of the board. These minutes will be kept at Environment Victoria, in either book or electronic form.

25A SECRETARY

Special resolution (E)

25A.1. The Secretary must:

a) perform any duty or function required under the Act to be performed by the secretary of an incorporated association; and

b) give to the Registrar notice of his or her appointment under Rule 21.2(a) within 14 days after the appointment.

25A.2. A person ceases to be Secretary if he or she ceases to be a 'member of the committee' by operation of section 78 of the Act.

25A.3. If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

26. TREASURER

26.1. The Board shall appoint such person(s) as it sees fit to be the Treasurer of the Association. The Treasurer of the Association:

a) shall ensure that all moneys due to the Association are collected and received and that all payments authorised by the Association are made; and

b) shall ensure that correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

26.2. The accounts and books referred to in Rule 26.1 shall be available for inspection by Members.

26.3. At least once in every financial year the records of the financial transactions of the Association shall be examined and reported upon by an auditor who is neither a Member nor the public officer of the Association.

26.4. The auditor's report shall be included in the financial statements submitted to the annual general meeting.

26.5. The auditor shall be appointed by the Board

26.6. If no treasurer is appointed, the Board will ensure that requirements in Rules 26.1, 26.2 and 26.3 are fulfilled.

27. REMOVAL OF MEMBER OF BOARD

27.1. The Association in general meeting may by resolution remove any member of the Board before the expiration of his or her term of office and appoint another individual member or Representative in his or her stead to hold office until the expiration of the term of the first mentioned member.

27.2. Where the member to whom a proposed resolution referred to in Rule 27.1 makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that those representations be provided to Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the member may require that they be read out at the meeting.

28. CHEQUES

28.1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following officers, viz, the President, Vice-President, Secretary or any other person as may be authorised by the Board. Any one of these officers or such other person may endorse cheques for payment into the Association's bank account or bank accounts.

28.2. The bank or banks of the Association shall be as determined by the Board.

29. POWER TO TRADE

29.1. The Association is authorised to trade in accordance with section 51 of the Act.

30. ALTERATION OF RULES AND STATEMENT OF PURPOSES

30.1. These Rules and the Statement of Purposes of the Association as set out in Appendix 5 hereto shall not be altered except in accordance with the Act.

31. NOTICES

31.1. A notice may be served by or on behalf of the Association upon any Member either personally, by email or by post to the Member at his or her address shown in the register of Members.

31.2. Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post. When a document is sent by email, it shall be deemed to have been given to the person 24 hours after the time of sending.

31.3. The Annual Report will be lodged on the website of the Association. Members will be notified of this posting by a notice placed in the newsletter of the Association or by other notification in writing. A paper copy will be mailed on request.

32. WINDING UP OR CANCELLATION

- 32.1. If, upon the winding up or cancellation of the Association there remains after the satisfaction of all its debts and liabilities any assets, these assets shall not be paid to or distributed amongst Members, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association, and whose constitution shall prohibit the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by Members at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in this matter.
- 32.2. 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.

33. CUSTODY AND INSPECTION OF RECORDS

- 33.1. Except as otherwise provided in these Rules, all books documents electronic records and securities of the Association shall be kept in the custody of the Secretary or under control of the Secretary or the President.
- 33.2. All accounts, books, securities, electronic records and any other relevant documents of the Association must be available for inspection free of charge by any individual member or Representative upon request.
- 33.3. An individual member or Representative may make a copy of any accounts, books, securities and any other relevant documents of the Association.

34. FUNDS

- 34.1. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.

35. PUBLIC STATEMENTS

- 35.1. Public statements on behalf of and in the name of the Association shall be made only by persons authorized by the Board.

36. BRANCHES

- 36.1. Branches of the Association may be established and shall be managed in accordance with regulations made by the Board.

~~37. DISPUTES AND MEDIATION~~

~~37.1. The grievance procedure set out in this Rule applies to disputes under these Rules between:~~

- ~~a) a Member and another Member;~~
- ~~b) a Representative and another Member (excluding the Member which the Representative represents);~~
- ~~c) a Member and the Association; or~~
- ~~d) a Representative and the Association.~~

~~37.2. 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 the parties.~~

~~37.3. 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.~~

~~37.4. 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 under sub-Rules 37.1 a) or 37.1 b), a person appointed by the Board; or~~
 - ~~ii. in the case of a dispute under sub-Rules 37.1 c) or 37.1 d), a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).~~

~~37.5. A Member can be a mediator.~~

~~37.6. The mediator cannot be a Member who is a party to the dispute.~~

~~37.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.~~

~~37.8. 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.~~

~~37.9. The mediator must not determine the dispute.~~

~~37.10. 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.~~

37. GRIEVANCE PROCEDURE

37.1. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

37.2. Parties must attempt to resolve the dispute

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

37.3. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 37.2, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

37.4. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

37.5. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute within 3 months of the date of appointment of the mediator, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

APPENDIX 1: APPLICATION FOR INDIVIDUAL MEMBERSHIP OF ENVIRONMENT VICTORIA INC.

I, _____ (Full name of applicant)
of _____ (Address)
Email Address _____ Telephone _____
_____ (Occupation)

desires to become an individual member of Environment Victoria, Inc.

In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant _____

Date _____

APPENDIX 2: APPLICATION FOR GROUP MEMBERSHIP OF ENVIRONMENT VICTORIA INC.

_____ (Full name of Group applicant)
of _____ (Address)
Email Address _____ Telephone _____

desires to become a member of Environment Victoria, Inc.

In the event of the Group applicant's admission as a Group member, it agrees to be bound by the Rules of the Association for the time being in force.

The following person is nominated as the Representative of the Group applicant:

_____ (Full name of Representative)
of _____ (Address)

Signed for and on behalf of the Group Applicant

Name _____

Date _____

APPENDIX 3: FORM OF POSTAL VOTE

I, _____ (Full Name)
of _____ (Address)
Email Address _____ Telephone _____
being a Representative of _____
(a Group member of Environment Victoria, Inc.) hereby give notice that I will not be attending,
either personally or by proxy, the special general meeting to be held on the _____ day of
_____ 20_____ or any adjournment of that meeting.
I hereby exercise my right pursuant to the Rules of the Association to cast my vote via post.
I hereby vote in favour of / against (delete as appropriate) the following resolution(s), namely:
(insert details).

Signed _____

Date _____

APPENDIX 4: FORM OF APPOINTMENT OF PROXY

I, _____ (Full Name)
of _____ (Address)
Email Address _____ Telephone _____
being an individual member or Representative of a Group member of Environment Victoria,
Inc., hereby appoint

_____ (Full Name)
of _____ (Address)
being an individual member or Representative of a Group member of that incorporated
Association, as my proxy to vote for me on my behalf at the annual/special general meeting of
the Association to be held on (date) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following
resolution(s), namely: (insert details):

Signed _____

Date _____

APPENDIX 5: EV's PURPOSE AND PHILOSOPHY

The Purpose and Philosophy of Environment Victoria

Our Purpose

Environment Victoria works with people from all walks of life to bring about a society living in harmony with a healthy environment.

Philosophy

EV works with all sectors of society to develop and encourage innovative and practical outcomes to environmental problems. We collaborate with organisations in other sectors already advocating for better policies, in addition to environment organisations at the national, state, regional and local level. We also work to convince other organisations of the merits of our policies.

In order to become environmentally sustainable, changes need to take place across society - in homes and offices, as well as at the highest levels of Government decision making, and everywhere in between.

Community awareness of environmental issues is a crucial part of fostering positive change. To this end we work through the media to mobilise community awareness, action and advocacy. We also carry out community based behavioural change programs. Not only do these reduce people's impact on environment, they build support for stronger environment policies and an increased number of people advocating for change.

In choosing areas in which to target our work, EV considers our strengths and the work being done by other groups. Rather than try to spread ourselves across all environmental issues, EV conducts key environmental campaigns in carefully targeted areas to achieve maximum impact. These campaigns utilise the organisation's skills, networks and resources, in pursuit of defined goals and outcomes.

EV provides a strong voice for a number of regional, local and statewide environmental groups, and provides support, advice and encouragement for local environmental campaigns around the state.