



## Rules Review Explanatory Memorandum

*Prepared by Bethany Koch, Environment Victoria Governance Committee Chair*

*1 October 2025*

Environment Victoria's founding document is the Rules of our Association – our 'Constitution.' It is an incredibly important document because the Rules outline the organisation's Purpose and the way power is distributed, limited and held accountable in the organisation to help us fulfil our Purpose for decades to come.

It's good practise to renew the Rules of the Association every 5 years or so, to make sure that they are still fit for purpose. We last reviewed Environment Victoria's Rules in 2019, so we are due! The following explanatory memorandum outlines the rationale behind the key changes the Board are proposing, as well as the process for voting. We welcome any questions that Members may have.

The [current Rules](#) and the [proposed Rules](#) are ordered and formatted differently and include enough changes that make a marked-up version of the current Rules too unwieldy and unreadable to be meaningful. Instead, we lay out the key changes below, citing the Rules reference in the proposed document. The amendments are principally of a technical nature, importantly:

- (a) the key eligibility for, and rights of, Membership have not changed;
- (b) the eligibility for election to the Board has not changed;
- (c) the Purpose of Environment Victoria has not changed; and
- (d) our eligibility for charity registration and charitable tax concessions has not changed.

Through this process, we have been advised by law firm Arnold Bloch Liebler (ABL). We thank them for their expertise and support, all of which they have generously provided pro bono.

### Key Changes

#### **Making Membership More Accessible & Meaningful**

Like many community organisations that were set up in the 60s and 70s, Environment Victoria was founded by a group of concerned citizens who came together to campaign for something they cared about – Victoria's natural environment. Membership is about safeguarding this reason for being – our Purpose. But Environment Victoria's Membership has been steadily declining for many years, and following a review of the health and engagement of our Membership, the Board have resolved to both grow the Membership in the direction of our vibrant Action Network, and also to do a better job at making the role of Membership more meaningful through improved engagement. More on this to



come! But an important first step is to make a couple of key changes in the Rules to make Membership more meaningful and accessible, like:

- clarifying that while EV's money cannot be distributed to Members, Members can still be paid for services, so that Members who might also be volunteers, staff or contractors can have their costs reimbursed or wages paid (Rule 5);
- clarifying the eligibility requirements for Membership, though these have not changed (Rule 6);
- allowing the Board to waive the annual subscription fee so that things like active volunteering could be recognised (Rule 8);
- removing 'Branches' as this is an obsolete form of Membership that is not currently used; and
- changes to support online and remote engagement of Members in annual general meetings, special general meetings, disciplinary processes and in voting. However, the new Rules no longer include the option of postal voting, which is logistically challenging and in recent experience is of little interest or value to Members (Rule 11-15; Rule 19).

### **Modernisation**

Many of the changes proposed in the revised Rules reflect updates to regulation, legislation, technology and culture. Significantly, this includes:

- Updating the Acknowledgement of First Nations to reflect more appropriate terminology (Preamble);
- Placing the purpose of EV right at the top of the rules rather than in a Schedule at the back (Rule 3);
- Removing the requirement to maintain a Public Fund, and a change to the "Gift Fund" being maintained, as the relevant legislation no longer requires a Public Fund or Public Fund committee (Rule 4);
- Updating reporting requirements to the relevant regulators (Rule 28);
- Accounting for non-cheque financial transactions (Rule 28);
- Making changes to the Winding up or Cancellation Rule to comply with Gift Fund requirements and DGR Category requirements under the Tax Act (Rule 31); and
- Making the language gender neutral.

### **Streamlining & Clarifying Processes**

The minor updates to processes achieve a good balance between flexibility and accountability, but mostly they just reflect current practice or the model Rules. These changes include:

- Standardising the status and appointment process for Officer roles so that the positions of Treasurer, Secretary, President and Vice President are all treated consistently, including that



they must be Members of the Association (or Representatives of Group Members), are first elected to the Board by the Membership and then appointed by the Board as Officers of the Association from amongst themselves (Rule 22 & Rule 24);

- Streamlining the time periods for notice for both Annual General Meetings and Special General Meetings so that at:
  - 40 days prior, the first notice of the meeting lists the time and place;
  - 30 days prior, the request for special business is provided to the Secretary;
  - 21 days prior, the second notice of the meeting details all the business, including special business resolutions (Rules 12-14);
- Removal of a hard 31 October deadline for holding the AGM, as we have 5 months after the end of financial year according to the Act (Rule 12); and
- Clarifying that the Board can make decisions by written resolutions (Rule 25).

#### **Adjusting and clarifying the powers, limitations and duties of the Board and its Officers**

The current Rules need refreshing to keep up with good governance principles. These included:

- Detailing Board delegation powers and limitations in line with the model Rules, where the Board have power to delegate all their power with the exception of their power to delegate and where they are prohibited by law from doing so (Rule 21);
- Giving more flexibility in the President and Vice-President's membership of Board subcommittees. Currently the President is required to be on all subcommittees, which is not practical (Rule 25);
- We have clarified to ensure that each subcommittee of the Board, as well as the Board, can have no more than 5 co-opted members at any time. Our governance workload is growing, and so too is the need to have additional subcommittees to manage this workload (Rule 25).
- Not allowing Board meetings to proceed without a quorum (rather than let an adjourned meeting proceed without a quorum, as is currently in our Rules). There are other fail-safes within the Rules to avoid continuous adjournment, such as the requirement for four meetings per year, removal of a Board member, etc. Given the duties of Board members, it was prudent to have this limitation (Rule 25).

#### **Resolution**

At the AGM the Members will be asked to consider and if thought fit, to pass as a special resolution, the following:

*“That:*

- (a) the existing Rules of the Association be repealed; and*



*(b) the Rules marked with the letter "A", accompanying the notice of AGM and Special Resolution, be adopted as the Rules of the Association in total substitution for and to the exclusion of all other constituent documents of the Association."*

## **Voting**

As a Member of Environment Victoria, you'll be eligible to vote at Annual General Meeting on the special resolution above to both repeal the [current Rules of the Association](#) and to adopt the [proposed Rules of the Association](#). We won't be able to make any further changes to the document through this process, and so the vote will be either to repeal the old and adopt the new Rules or not. If you're a Member attending the AGM in person, you'll be given a sticker at the registration desk to identify your Membership type (Group or Individual), and the vote will take place using a show of hands unless it seems like the vote is close, and then a poll will be taken. Representatives of Group Members will be eligible to have two votes, as per our Rules. You are also eligible to vote by proxy, if you let us know at least 24 hours ahead of the vote and fill in the appropriate proxy form in the current Rules. At least 75% of the Members present at the meeting need to vote in the affirmative for the resolution to pass. If passed, the special resolution becomes effective when it is passed by Members by the required majority but the alteration of the rules of the Association does not take effect unless and until the alteration is approved by the Registrar (in this case, Consumer Affairs Victoria).

Again, we welcome any questions that Members may have. Please get in touch with the staff team, who will pass your query and contact details onto the Governance Committee Chair.

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