RULES OF ENVIRONMENT VICTORIA Inc.

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Contents

Preamble

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

We pay our respect to Victoria's First Nations elders, 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

2.1 In these Rules, unless the contrary intention appears:

“ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2013* (Cth).

“Act” means the *Associations Incorporation Reform Act 2012* (Vic)

“AGM” means the annual general meeting.

"Board" means the Committee of the Association as that term is used in the Act.

“Contributions” means contributions described in items 7 and 8 of the table at section 30-15 of the Tax Act.

“eligible person” means a person who meets the criteria for Membership of the Association according to Rule 6.2.

“financial year” means a year ending on 30 June.

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

“Gift Fund” means the fund established in accordance with Rule 4.

“Gift Funds” means all gifts of money or property, or Contributions made to the Gift Fund and any money received because of those gifts or Contributions.

"Group Member" means a Member who is a body corporate and not a natural person.

"Individual Member " means a Member who is a natural person.

"Member" means a person whose name is entered in the Register and includes Individual Members and Group Members.

“office bearer” means each of the President, Vice President, Treasurer and Secretary.
“Register” means the register of members maintained in accordance with section 56 of the Act.

"Representative" means a representative of a Group Member appointed in accordance with Rule 7.

“Tax Act” means the *Income Tax Assessment Act 1997* (Cth)

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 will be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.

3 PURPOSE

3.1 Purpose

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

3.2 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.

4 GIFT FUND

4.1 The Association must, if required under the Tax Act, for the purposes of the Association's deductible gift recipient endorsement, establish and maintain, for the specific purposes set out in Rule 3.1, the Gift Fund:

(a) to which gifts of money or property, and Contributions must be made;

(b) to which any money received by the Association because of those gifts or Contributions must be credited; and

(c) that does not receive any other money, property or Contributions.

4.2 All Gift Funds will be applied solely towards the promotion of the environmental objects of the Company set out Rule 3.1.

4.3 The Association may maintain a separate bank account for the Gift Fund and will comply with subdivision 30 BA of the Tax Act with respect to the administration of the Gift Fund.

4.4 Any allocation of Gift Funds to other persons or organisations will be made in accordance with the established purposes of the Association and not be determined by the preference of the donor.

5 NOT-FOR-PROFIT

5.1 The income and property of the Association must be used and applied solely in promotion of its objects and no portion will 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 Association.

5.2 Notwithstanding Rule 5.1 nothing contained in these Rules will prevent:

(a) the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business; or

(b) making a payment to a Member in carrying out the Association’s charitable purpose.

6 MEMBERSHIP OF ASSOCIATION

6.1 Individual Members

(a) An eligible person who applies for, and is approved for Membership in accordance with these Rules, is entitled to be a Member on payment of the annual subscription payable under these Rules.

(b) An eligible person wishing to become a Member must make an application to the Board in the form set out in Appendix 1 (for Individual Membership) or Appendix 2 (for Group Membership), and the application will 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 at the absolute discretion of the decision maker without the need to provide reasons.

(c) Upon an application for Membership being approved by the Board, the Secretary must, as soon as practicable:

(i) notify the applicant in writing that the applicant has been approved for Membership; and

(ii) request payment of the sum payable (if any) under these Rules as the first year’s annual subscription.

(d) The Secretary must, as soon as practicable after notice is given and amounts payable are received, enter the applicant’s name in the Register.

(e) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the applicant's name is entered into the Register.

(f) Upon an application being rejected by the Board, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected. No reason need be given for the rejection of an application.

6.2 Membership Eligibility

(a) The eligibility of individuals and bodies corporate to become Members will be based on demonstration of their commitment to the purpose and philosophy of Environment Victoria as outlined in Rule 3.1.

(b) A body corporate will only be eligible to apply for Membership where:

(i) their primary activities or purposes include a beneficial concern for the environment; and

(ii) they are operating in Victoria.

(c) The Board may, in its absolute discretion, require an applicant for Membership to provide evidence of eligibility.

7 GROUP MEMBERS

7.1 A Group Member must nominate a person to act as its Representative who:

(a) may exercise on the Groups Member's behalf all of the rights and powers of the Member except the power to appoint and remove a Representative; and

(b) may be a nominee for election to the Board and be a Director if elected or appointed.

7.2 An appointment of a Representative under this Rule must:

(a) be in writing signed or executed by the Group Member;

(b) include the name and contact details of the Representative;

(c) be delivered to the Secretary or such other person as the Board determined from time to time; and

(d) accompany any new application for Group Membership.

7.3 A Representative will remain a Representative until the 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 and any position held by that person within the Association will be immediately vacated and replaced in accordance with these Rules.

7.4 If a Group Member 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 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.

8 ANNUAL SUBSCRIPTION

8.1 The amount of the Membership subscription for each class of Individual Membership and Group Membership must be determined by the Board and that Subscription can vary between Members and types of Membership, and be waived, in accordance with any policy or decision of the Board.

8.2 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').

8.3 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.

9 REGISTER OF MEMBERS

The Association must keep and maintain a Register in which will be entered the full name, address and date of entry of the name of each Member. The Register will be available for inspection by Members at the address of the Association.

10 RESIGNATION OF MEMBER

10.1 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 will 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.

10.2 Upon the expiration of a notice given under Rule 10.1, the Secretary must record in the Register the date on which the Member by whom the notice was given ceased to be a Member.

10.3 Subject to sub-rule 10.4, a Member is taken to have resigned if the Member's subscription is more than 6 months in arrears.

10.4 The Board may extend the period of time specified in sub-rule 10.3 in its absolute discretion, so long as the period of extension does not exceed 6 months.

11 DISCIPLINARY ACTION

11.1 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.

11.2 Disciplinary subcommittee

(a) 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.

(b) The members of the disciplinary subcommittee—

(i) may be Board members, or Members of the Association; but

(ii) must not be biased against, or in favour of, the Member concerned.

11.3 Notice to the Member

(a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member—

(i) stating that the Association proposes to take disciplinary action against the Member; and

(ii) stating the grounds for the proposed disciplinary action; and

(iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the “disciplinary meeting”); and

(iv) advising the Member that they may do one or both of the following—

(A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(v) setting out the Member's appeal rights under rule 11.5.

(b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

11.4 Decision of subcommittee

(a) At the disciplinary meeting, the disciplinary subcommittee must—

(i) give the Member an opportunity to be heard; and

(ii) consider any written statement submitted by the Member.

(b) After complying with subrule (a), the disciplinary subcommittee may—

(i) take no further action against the Member; or

(ii) subject to subrule (c)—

(A) reprimand the Member; or

(B) suspend the Membership rights of the Member for a specified period; or

(C) expel the Member from the Association.

(c) The disciplinary subcommittee may not fine the Member.

(d) 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.

(e) Notwithstanding the above paragraph 11.4(d), a Member continues to have any appeal right they held in accordance with Rule 11.5 immediately prior to their suspension or expulsion, until the time frames and procedures in Rule 11.5 expire or are completed.

11.5 Appeal rights

(a) A person whose Membership rights have been suspended or who has been expelled from the Association under rule 11.4 may give notice to the effect that they wish to appeal against the suspension or expulsion.

(b) The notice must be in writing and given—

(i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(ii) to the Secretary not later than 7 days after the vote.

(c) If a person has given notice under 11.5(b), 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.

(d) 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—

(i) specify the date, time and place of the meeting; and

(ii) state—

(A) the name of the Member against whom the disciplinary action has been taken; and

(B) the grounds for taking that action; and

(C) 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.

11.6 Conduct of disciplinary appeal meeting

(a) At a disciplinary appeal meeting—

(i) no business other than the question of the appeal may be conducted; and

(ii) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and

(iii) the Member whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.

(b) After complying with 9.6.1, 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 Member should be upheld or revoked.

(c) A member may not vote by proxy at the meeting.

(d) The disciplinary appeal meeting must be conducted in a way that allows Members to join remotely.

(e) The disciplinary appeal meeting vote will be overseen by the Secretary, unless they are the subject of the meeting. In this event, the President will nominate an acting Secretary to oversee the vote.

(f) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

12 ANNUAL GENERAL MEETING

12.1 The Association must in each calendar year convene an AGM which will be held on such day as the Board determines, within 5 months after the end of the financial year of the Association.

12.2 The AGM will be specified as such in the notice by which it is convened.

12.3 The ordinary business of the AGM may include:

(a) to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;

(b) to receive from the Board reports upon the activities and transactions of the Association during the last preceding financial year;

(c) to receive from the Board the financial statements of the Association, including any Auditors report; and

(d) to elect members of the Board.

12.4 The AGM may include special business of which notice has been given in accordance with these Rules.

12.5 The AGM will be convened in addition to any other general meetings that may be held in the same year.

13 SPECIAL GENERAL MEETINGS

13.1 All general meetings other than the AGM will be called special general meetings.

13.2 The Board may convene a special general meeting of the Association whenever it requires one.

13.3 The Board must, on the request in writing of Members representing not less than 10% of the total number of Members, convene a special general meeting of the Association. The request must state the objectives of the meeting and must be signed by the Members making the request and be sent to the Secretary and may consist of several documents in like form, each signed by one or more of the Members making the requisition.

13.4 The percentage of votes that Members have is to be worked out as at midnight before the Members request the meeting.

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

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

14 NOTICE OF GENERAL MEETING

14.1 The Secretary must, 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 a notice by prepaid post or email:

(a) stating the place (including online), date and time of the meeting;

(b) informing members that they can request special business be put before the meeting in accordance with Rule 14.2;

(c) informing members that a final notice of meeting will be published on-line in accordance with Rule 14.4.

14.2 If a Member wants to bring any business before a special general meeting that Member 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 must provide the notice to the Board for consideration.

14.3 Unless the Board determines that the business included in a notice under Rules 14.2 should not be included in the notice of meeting the Secretary will include that business in the notice of meeting Pursuant to Rule 14.4.

14.4 The Secretary will, at least 21 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 of meeting which:

(a) specifies the date, time and place of the general meeting;

(b) includes the general nature of the meetings business;

(c) if a special resolution is to be proposed at the meeting, specifies the intention to propose the resolution as a special resolution and set out in full the proposed special resolution; and

(d) contains a statement specifying that

(i) the Member has a right to appoint a proxy; and

(ii) the proxy must be a Member or Representative.

14.5 Where a special resolution is to be proposed at the meeting, in addition to complying with Rule 14.4, the Secretary will also cause the notice in accordance with Rule 14.4 to be sent to each Member by prepaid post or email at least 21 days before the fixed date for the holding of a general meeting.

14.6 Business other than that set out in the notice published under Rules 14.4 may be transacted at the meeting at the discretion of the chairperson, provided that resolution of such business will be in the form of a recommendation to the Board.

14.7 The failure or accidental omission to send notice of a General Meeting to, or the non-receipt of a notice by, any person entitled to notice does not invalidate the proceedings or any resolution passed at the meeting .

15 PROCEEDINGS AT MEETING AND QUORUM

15.1 General meetings can be held using audio or audio-visual technology, whether for all participating Members or only for Members who are unable to be present in person.

15.2 If a general meeting is held by audio or audio visual technology:

(a) a Member is treated as Present if the Member is able to hear and be heard by all others attending; and

(b) unless the Chairperson is notified that a Member is leaving the meeting, the Member will be assumed to have been Present for the duration of the meeting.

15.3 All business that is transacted at a general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the AGM, will be deemed to be special business.

15.4 No item of business may be transacted at a general meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.

15.5 A quorum is no fewer than 24 Members eligible to vote or a majority of Members, whichever number is smaller.

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

(a) in the case of a meeting convened by, or at the request of, Members - the meeting must be dissolved; and

(b) in any other case - the meeting must be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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 and the Secretary will make available on the website of the Association, a notice to this effect.

15.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present will be a quorum.

16 PRESIDING MEMBER

16.1 The President, or in the President’s absence, the Vice-President, will preside as Chairperson at each general meeting of the Association.

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

16.3 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.

17 ADJOURNMENT

17.1 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

17.2 Where a meeting is adjourned for 14 days or more, the Secretary will make available on the website of the Association a notice of the adjourned meeting.

17.3 Except as provided in Rule 17.2, and Rule 15.6(b) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18 MAKING OF DECISIONS

18.1 A question arising at a general meeting of the Association shall be determined on a show of hands. The Chairperson will determine an appropriate method to recognise those Members who have two votes and ensure that is accounted for on a show of hands.

18.2 A declaration can be made by the Chairperson that a resolution has been decided based on the show of hands, unless a poll is demanded according to 16.4.

18.3 A resolution made by show of hands will be entered into the minute book of the Association as evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, that resolution.

18.4 If at a meeting a poll on any question is demanded by not less than 3 Members, a poll will be taken at that meeting in such manner as the Chairperson may direct.

18.5 The resolution of a poll will be deemed to be a resolution of the meeting on that question, and must be entered into the minute book of the Association as evidence of the resolution, including the proportion of votes recorded in favour of or against that resolution.

18.6 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken forthwith, and a poll that is demanded on any other question may be taken at such time before the close of the meeting as the Chairperson may direct.

19 VOTING - GENERAL MEETINGS

19.1 Upon any question arising at a General Meeting of the Association:

(a) an Individual Member has one vote; and

(b) a Group Member has two votes.

19.2 All votes at a General Meeting must be cast personally or by proxy.

19.3 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.

19.4 A Member will not be entitled to vote at any General Meeting unless all moneys due and payable by the Member to the Association have been paid.

20 APPOINTMENT OF PROXIES

20.1 Each Member who is entitled to attend and cast a vote is entitled to appoint another Member or Representative as their proxy by notice given to the Secretary not less than two business days before the commencement of the meeting.

20.2 The notice appointing the proxy must be in the form set out in Appendix 3 or any replacement form approved by the Board.

21 BOARD ROLE, POWERS AND DUTIES

21.1 The affairs of the Association will be managed by a Board constituted as provided in Rule 22.1.

21.2 The Board, subject to these Rules:

(a) will 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.

21.3 Without limiting the generality of Rule 21.2 the Board may—

(a) borrow money;

(b) appoint and remove staff; and

(c) establish Board subcommittees consisting of members with terms of reference it considers appropriate.

21.4 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—

(a) this power of delegation; or

(b) a duty imposed on the Board by the Act or any other law.

21.5 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

21.6 The Board may, in writing, revoke a delegation wholly or in part at any time.

21.7 A Board member must comply with the Act and fulfil any duties prescribed in it.

21.8 If required by the Act, a Board Member must disclose to the Board any material personal interest the Board member has in a matter relating to the affairs of the Association. The Secretary must record details of any such disclosures in the minutes of the relevant Board meeting.

21.9 Except as provided in the Act, a Board member who has a material personal interest in a matter being considered at a Board meeting:

(a) must disclose the nature and extent of that interest to the Board;

(b) must not be present while the matter is being considered at the Board meeting; and

(c) must not vote on the relevant matter.

21.10 Every Board member and other agent or officer of the Association must:

(a) keep the transactions and affairs of the Association confidential, except:

(i) to the extent necessary to enable the person to perform that person's duties to the Association;

(ii) as required by the Board or the Members in general meeting; and

(iii) as required by law; and

(b) if requested by the Board, sign a confidentiality undertaking consistent with this Rule 21.10.

22 BOARD COMPOSITION AND MEMBERSHIP

22.1 The Board will consist of:

(a) a President;

(b) a Vice-President;

(c) a Treasurer;

(d) a Secretary; and

(e) up to 6 (but no fewer than 3) additional members of the Board who do not hold any offices referred to in Rules 22.1(a) to (d) inclusive.

22.2 The Treasurer of the Association:

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

(b) will 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.

22.3 If no Treasurer is appointed, the Board will ensure that requirements in Rules 22.2 are fulfilled.

22.4 The Secretary of the Association must perform any duty or function required under the Act to be performed by the secretary of an incorporated association

23 ELECTION OF BOARD MEMBERS AND VACANCY

23.1 Nominations of candidates for election to the Board:

(a) must 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) must be delivered to the Secretary not less than 7 days before the date fixed for the holding of the AGM. If there is no appointed Secretary, nominations must be delivered to the President.

23.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the AGM.

23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.

23.5 A ballot for the election of candidates to the Board will be conducted at the AGM in such usual and proper manner as the Board may direct.

23.6 Subject to these Rules, each Board member will hold office, subject to these Rules, until the conclusion of the second AGM following their election and is eligible re-election.

23.7 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.

23.8 In the event of a casual vacancy occurring on the Board the Board may appoint either an Individual Member or Representative to fill the vacancy and the person so appointed will hold office, subject to these Rules, until the conclusion of the next AGM following the date of their appointment.

24 APPOINTMENT OF OFFICE BEARERS

24.1 Following an AGM at which an office bearer role becomes vacant, or if an office bearer role becomes vacant due to the cessation of the term of a Board member at any other time, the Board members (including the candidates elected to the Board at that AGM) will (subject to Rule 24.2) determine amongst themselves who will fill the vacant positions of officers of the Association.

24.2 In the event that an agreement of the kind referred to in Rule 24.1 cannot be reached within one week of the office bearer role becoming vacant, the Board shall make the relevant appointment(s) at the first Board meeting following the office bearer role becoming vacant.

24.3 Office bearers, subject to these Rules, hold office until the end of their Term as a Board member, but will be eligible for re-election and re-appointment as an office bearer.

24.4 Notwithstanding any other provision of these Rules, if the position of Secretary becomes vacant, the Board must appoint a Board member to the position within 14 days after the vacancy arises.

24.5 Upon appointment of a Secretary, the appointee must give to the Registrar notice of their appointment within 14 days after the appointment.

25 PROCEEDINGS OF BOARD

25.1 The Board will 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.

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

25.3 Notice will 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 may be transacted at such a meeting.

25.4 A meeting of the Board or a subcommittee of the Board may be called and held using any technology as determined by the Board.

25.5 The quorum necessary for the transaction of business of the Board is a majority of members of the Board.

25.6 No business may 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 will stand adjourned to a time as agreed by the Board within the following three months.

25.7 At meetings of the Board:

(a) the President or, in the absence of the President, the Vice-President will preside;

(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 will preside; and

(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.

25.8 Questions arising at a meeting of the Board or of any subcommittee appointed by the Board will 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.

25.9 Each Board member present at a meeting of the Board or of any subcommittee 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.

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

25.11 Subject to Rule 25.5 the Board may act notwithstanding any vacancy on the Board.

25.12 The Board may appoint subcommittees, for each of which:

(a) meetings and proceedings will be governed by the provisions in these Rules so far as they are applicable;

(b) the subcommittee Chair will be chosen from a member of the Board; and

(c) the President, or at the President's discretion, the Vice-President will be ex-officio members.

25.13 The Board may co-opt to its membership or to that of its subcommittees, 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 must not exceed five at any time; and

(b) the number of persons co-opted to a subcommittee of the Board must not exceed five at any time; and

(c) all co-opted persons will have the right to vote at meetings of subcommittees to which they have been co-opted, but not at meetings of the Board.

25.14 All acts done at any meeting of the Board or of a subcommittee of the Board or by any person acting as a member of the Board will, notwithstanding that it may afterwards be discovered that there was some procedural irregularity in the appointment of any member of the Board or of a subcommittee, be valid as though there was no procedural irregularity in their appointment.

25.15 Written resolutions

(a) All the Board members entitled to vote on a resolution can pass that resolution without holding a Board meeting by signing a document, or otherwise indicating in writing, that they are in favour of the resolution set out in a document.

(b) Separate copies of the document may be used for signing or providing written indication by Board members if the wording of the resolution and statement is identical in each copy.

(c) The document can be communicated to the other Board members by any physical or electronic means that show the document.

(d) The resolution is passed when the last Director signs or otherwise indicates in writing that they are in favour of the resolution.

26 MINUTES OF MEETINGS

26.1 The Secretary must prepare and keep accurate minutes of:

(a) each General Meeting of Members and each Board meeting;

(b) the names of persons present at each Board meeting;

(c) any resolutions passed by Members at any General Meeting and any resolutions passed by members of the Board;

(d) any disclosures or notices of material personal interests;

(e) any delegation of its powers made by the Board; and

(f) any other matters for which the Act requires minutes to be kept.

27 REMOVAL AND CESSATION OF TERM OF A BOARD MEMBER

27.1 The Association in a general meeting may by special resolution remove any member of the Board before the expiration of their term of office and appoint another Individual Member or Representative in their stead to hold office until the expiration of the term of the removed Board member.

27.2 Where the Board member about whom a resolution referred to in Rule 27.1 is proposed 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 Board member may require that they be read out at the meeting at which the special resolution is to be proposed.

27.3 The office of a Board member becomes vacant if the person:

(a) is an Individual Member and ceases to be a Member;

(b) is a Representative of a Group Member and the Group Member ceases to be a Member;

(c) becomes bankrupt or enters into or becomes subject to any arrangement or composition with creditors;

(d) is a Representative and the Group Member becomes insolvent or enters into or becomes subject to any arrangement or composition with creditors;

(e) is a Representative of a Group Member, and the Group Member informs the Association that the Representative has been removed from their representative role;

(f) resigns their office by notice in writing given to the Secretary and/or President.

(g) dies;

(h) is removed from office under Rule 27.1;

(i) in the case of a Secretary, ceases to reside in Australia or be permitted to act as a Secretary;

(j) is not permitted or eligible under the ACNC Act or the Act to be a Board member; or

(k) 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 their election or appointment, without leave from the Board.

28 FINANCIAL MANAGEMENT

28.1 All financial transactions must be authorised by any two office bearers or any other person as may be authorised by the Board. Any one of these office bearers or authorised persons may endorse transactions for payment into the Association's bank account or bank accounts.

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

28.3 For each financial year, the Board must ensure that the requirements under the Act and the ACNC Act relating to the financial statements of the Association are met.

28.4 Without limiting Rule 28.3, those requirements include

(a) the preparation of the financial statements; and

(b) if required, the review or auditing of the financial statements; and

(c) the certification of the financial statements by the Board; and

(d) the submission of the financial statements to the AGM

28.5 If required, the auditor shall be appointed by the Board but may only be removed by the Association in general meeting.

29 ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules may not be altered except in accordance with the Act.

30 NOTICES

30.1 A notice may be served by or on behalf of the Association upon any Member either:

(a) by publication on the website of the Association;

(b) personally;

(c) by email;

(d) by post to the Member at their address shown in the Register.

30.2 Where a document is properly addressed prepaid and posted to a person as a letter, the document will, 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 will be deemed to have been given to the person 24 hours after the time of sending.

30.3 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 of the Annual Report will be mailed on request.

31 WINDING UP OR CANCELLATION

31.1 Subject to the Act and any court order, any surplus assets (including Gift Funds) that remain after the Association is wound up must be distributed to one or more charities:

(a) with charitable object(s) similar to, or inclusive of, the object(s) in Rule 3.1; and

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association; and

(c) where the surplus assets are Gift Funds, that is or are deductible gift recipients within the meaning of the Tax Act.

31.2 Subject to Rule 31.1, if:

(a) the deductible gift recipient endorsement of the Association is revoked; or

(b) the Gift Fund is wound up,

(c) any surplus Gift Funds must be transferred to one or more charities that meet the requirements of 31.1(a), 31.1(b), and 31.1(c).

31.3 The identity of the charity or charities to be given the surplus assets (including Gift Funds) for the purposes of this Rule 31 will be determined by the Board and (if applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.

32 CUSTODY AND INSPECTION OF RECORDS

32.1 Except as otherwise provided in these Rules, all books, records and other relevant documents of the Association must be kept in the custody of the Secretary or under control of the Secretary or the President.

32.2 Members may on request inspect free of charge any of the following—

(a) the register of Members;

(b) the minutes of general meetings;

(c) subject to Rule 32.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

32.3 The Board 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.

32.4 The Board must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.

32.5 Subject to Rule 32.4, a member may request a copy of, or 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.

32.6 For the purposes of this rule— relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

(a) a membership record;

(b) a financial statement;

(c) a financial record;

(d) any other record or document relating to transactions, dealings, business or property of the Association.

33 FUNDS

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

34 PUBLIC STATEMENTS

34.1 Public statements on behalf of and in the name of the Association may be made only by persons authorised by the Board.

35 GRIEVANCE PROCEDURE

35.1 Application

(a) The grievance procedure set out in this Division applies to disputes under these Rules between—

(i) a Member and another Member;

(ii) a Member and the Board;

(iii) a Member and the Association.

(b) 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.

35.2 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.

35.3 Appointment of mediator

(a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 35.2, the parties must within 10 days—

(i) notify the Board of the dispute; and

(ii) agree to or request the appointment of a mediator; and

(iii) attempt in good faith to settle the dispute by mediation.

(b) The mediator must be—

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement—

(A) if the dispute is between a member and another member—a person appointed by the Board; or

(B) 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.

(c) 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—

(i) has a personal interest in the dispute; or

(ii) is biased in favour of or against any party.

35.4 Mediation process

(a) The mediator to the dispute, in conducting the mediation, must—

(i) give each party every opportunity to be heard; and

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties throughout the mediation process.

(b) The mediator must not determine the dispute.

35.5 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.
I confirm that I support the purposes and philosophy of Environment Victoria Inc. (as outlined in the Rules). 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,

(the "**Group**")

of ____(Address)

Email Address______________________ Telephone___________________

desires to become a member of Environment Victoria, Inc.

I confirm that the Group supports the purposes and philosophy of Environment Victoria Inc. (as outlined in the Rules).

In the event of the Group's admission as a Group Member of the Association, the Group 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 :

____(Full name of Representative)

of ____(Address)

Signed for and on behalf of the Group

Name_______________________________________

Date____

APPENDIX 3 FORM OF APPOINTMENT OF PROXY

I,____(Full Name)
of ____(Address)
Email Address _______________________Telephone ______________
being an Individual Member or Representative of Environment Victoria, Inc., hereby appoint
____(Full Name)
of ____(Address)
being an Individual Member or Representative of Environment Victoria Inc., 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.

Important, please choose one option below. If no option is selected the proxy will be treated as being empowered to vote in any manner they choose

Option 1 ☐

My proxy is authorised to vote in any manner they choose.

Or

Option 2 ☐

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

Signed _________________________

Date ___________________________