

CENTRAL VICTORIAN BIOLINKS ALLIANCE INC.
RULES OF ASSOCIATION
19 October 2016

TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
PART 1—PRELIMINARY	4
1. Name	4
2. Purposes	4
3. Financial year	4
4. Definitions	4
PART 2—POWERS OF ASSOCIATION	5
5. Powers of Association	5
6. Not for profit organisation	5
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	6
Division 1—Membership	6
7. Minimum number of members	6
8. Who is eligible to be a member	6
9. Delegates	6
10. Application for membership	6
11. Consideration of application	7
12. New membership	7
13. Renewal of membership	7
14. Annual subscription and fee on joining and nomination of delegates	8
15. General rights of members	8
16. Associate members	9
17. Rights not transferable	9
18. Ceasing membership	9
19. Resigning as a member	9
20. Register of members	9
Division 2—Disciplinary action	10
21. Grounds for taking disciplinary action	10
22. Disciplinary subcommittee	10
23. Notice to member	10
24. Decision of subcommittee	11
25. Appeal rights	11
26. Conduct of disciplinary appeal meeting	12
Division 3—Grievance procedure	12
27. Application	12
28. Parties must attempt to resolve the dispute	12
29. Appointment of mediator	13
30. Mediation process	13

31.	Failure to resolve dispute by mediation	13
PART 4—GENERAL MEETINGS OF THE ASSOCIATION		13
32.	Annual general meetings	13
33.	Special general meetings	14
34.	Special general meeting held at request of members	14
35.	Notice of general meetings	15
36.	Proxies	15
37.	Use of technology	16
38.	Quorum at general meetings	16
39.	Adjournment of general meeting	16
40.	Voting at general meeting	17
41.	Special resolutions	17
42.	Determining whether resolution carried	17
43.	Minutes of general meeting	18
PART 5—BOARD		18
Division 1—Powers of Board		18
44.	Role and powers	18
Division 2—Composition of Board and duties of members		19
45.	Composition of Board	19
46.	General Duties	19
47.	Chair and Vice-Chair	20
48.	Secretary	20
49.	Treasurer	20
Division 3—Election of Board members and tenure of office		21
50.	Who is eligible to be a Board member	21
51.	Positions to be declared vacant	21
52.	Nominations	22
53.	Election of Chair etc.	22
54.	Election of ordinary members	23
55.	Ballot	23
56.	Term of office	24
57.	Vacation of office	24
58.	Filling casual vacancies	24
Division 4—Meetings of Board		25
59.	Meetings of Board	25
60.	Notice of meetings	25
61.	Urgent meetings	25
62.	Procedure and order of business	25
63.	Use of technology	26
64.	Quorum	26
65.	Voting	26
66.	Conflict of interest	26
67.	Minutes of meeting	27
68.	Leave of absence	27
PART 6—FINANCIAL MATTERS		27

69.	Source of funds	27
70.	Management of funds	27
71.	Financial records	28
72.	Financial statements	28
PART 7—ESTABLISHMENT OF A PUBLIC FUND		28
73.	Establishment of the public fund	28
74.	Management of the fund	29
75.	Requirements of the public fund	29
76.	Statistical information	30
PART 8—GENERAL MATTERS		30
77.	Common seal	30
78.	Registered address	30
79.	Notice requirements	30
80.	Custody and inspection of books and records	31
81.	Winding up and cancellation	32
82.	Alteration of Rules	32

PART 1—PRELIMINARY

1. NAME

Central Victorian Biolinks Alliance Inc.

2. PURPOSES

The Central Victorian Biolinks Alliance Inc. aims to support and empower local communities to maintain and restore a healthy natural environment across central Victoria and environs.

3. FINANCIAL YEAR

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

4. DEFINITIONS

In these Rules—

absolute majority, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

associate member means a member referred to in rule 16;

Association means the Central Victorian Biolinks Alliance Inc;

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 47;

Board means the Board having management of the business of the Association;

board meeting means a meeting of the Board held in accordance with these Rules;

board member means a member of the Board elected or appointed under Division 3 of Part 5;

delegate is one of up to five persons appointed annually by a member and authorised by the member to act on its behalf;

disciplinary appeal meeting means a meeting of delegates of members of the Association convened under rule 25(3);

disciplinary meeting means a meeting of the subcommittee of the Board convened for the purposes of rule 24;

disciplinary subcommittee means the subcommittee appointed under rule 22;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the delegates of members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means an organisation that is a member of the Association under these rules, and does not include any associate member;

special resolution means a resolution that requires one delegate from each of not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) permit the association to engage in trade for the furtherance of the purpose of the association, in accordance with s51.4 (iii) of the Act
 - (g) appoint agents to transact business on its behalf;
 - (h) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or

- (b) for goods or services provided by the member—
if this is done in good faith on terms no more favourable than if the member was not a member.
- (3) Under Subrules (1) and (2), member shall include associate member, board member and delegate.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1—MEMBERSHIP

7. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

8. WHO IS ELIGIBLE TO BE A MEMBER

Membership of the Association is to be limited to Landcare Networks, Catchment Management Networks and other community-based associations who are primarily concerned with maintenance and restoration of a healthy natural environment within or across central Victoria and environs.

9. DELEGATES

- (1) Each member must appoint up to five delegates authorised by the member to act on its behalf.
- (2) Each member must provide a letter of appointment of its delegates to the Secretary of the Association including a list of its delegates —
 - (a) with its joining fee in accordance with Rule 12; and
 - (b) with its annual renewal of membership of the Association in accordance with Rule 13.
- (3) Each delegate will be deemed appointed for a period from receipt of the letter of appointment until a new letter of appointment is received by the Association.
- (4) At each general meeting of the Association, only one delegate from each member is entitled to vote on behalf of the member.

10. APPLICATION FOR MEMBERSHIP

- (1) To apply to become a member of the Association, an organisation must submit a written application to the board stating that the organisation—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) demonstrates compliance with membership requirements under rule 8; and

- (d) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by two members of the governing body of the applicant organisation; and
 - (b) may be accompanied by the joining fee.

11. CONSIDERATION OF APPLICATION

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant organisation in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

12. NEW MEMBERSHIP

- (1) If an application for membership is approved by the Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, and the names of delegates appointed by the new member, in the register of members.
- (2) An organisation becomes a member of the Association and, subject to rule 15 (2), is entitled to exercise its rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the organisation's membership; or
 - (b) the organisation pays the joining fee; and
 - (c) the organisation provides the names and contact details of delegates to act on its behalf.

13. RENEWAL OF MEMBERSHIP

- (1) Membership must be renewed annually by—
 - (a) payment of the annual subscription; and
 - (b) provision of a letter of appointment of delegates to supercede any previous letters of appointment from the member —
with the amount and date of the annual subscription determined under Rule 14.
- (2) 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.

- (3) The rights of a member (including the right to vote) who has not provided a letter of appointment of delegates by the due date are suspended until a letter of appointment of delegates is received.

14. ANNUAL SUBSCRIPTION AND FEE ON JOINING AND NOMINATION OF DELEGATES

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the joining fee and annual subscription (if any) for the following financial year; and
 - (b) the date for—
 - (i) payment of the annual subscription; and
 - (ii) provision of the annual letter of appointment of delegates.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The Association may determine that a different annual subscription is payable by associate members.

15. GENERAL RIGHTS OF MEMBERS

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to appoint delegates to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 80; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since the organisation became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason; and
 - (d) the member has provided a letter of appointment of its delegates.

16. ASSOCIATE MEMBERS

- (1) The criteria for associate membership of the Association Associate members shall be determined by the Board or special resolution at a general meeting, and shall include the application process and any annual subscription to be paid by associate members.
- (2) An associate member is not a full member of the Association and is not entitled to vote or nominate a delegate but may have other rights as determined by the Board or by resolution at a general meeting.

17. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

18. CEASING MEMBERSHIP

- (1) The membership of an organisation ceases on resignation or expulsion.
- (2) If an organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the organisation ceased to be a member in the register of member organisations.

19. RESIGNING AS A MEMBER

- (1) A member may resign by notice in writing given to the Association and signed by two members of the governing body of the member organisation.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) the member has not provided a letter of appointment for its delegates within 12 months of the date specified in Rule 14; or
 - (c) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that it wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a member.

20. REGISTER OF MEMBERS

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;

- (iii) the date of becoming a member;
 - (iv) a list of delegates provided by the member;
 - (v) if the member is an associate member, a note to that effect;
 - (vi) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

DIVISION 2—DISCIPLINARY ACTION

21. GROUNDS FOR TAKING DISCIPLINARY ACTION

- (1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that—
- (a) the member has failed to comply with these Rules; or
 - (b) the member refuses to support the purposes of the Association; or
 - (c) the member or its delegates have engaged in conduct prejudicial to the Association.

22. 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, a delegate of a member of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

23. 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 it 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 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24. 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.

25. APPEAL RIGHTS

- (1) An organisation whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that it 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 organisation is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If an organisation 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 organisation 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 organisation should be upheld or revoked

26. 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 organisation 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.

DIVISION 3—GRIEVANCE PROCEDURE

27. 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.

28. 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.

29. APPOINTMENT OF MEDIATOR

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, 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 delegate or former delegate of a 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.

30. 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.

31. FAILURE TO RESOLVE DISPUTE BY MEDIATION

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

32. ANNUAL GENERAL MEETINGS

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board in accordance with Division 3 of Part 5;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33. SPECIAL GENERAL MEETINGS

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 35 may be conducted at the meeting.

34. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the delegates or office bearer of each member requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

35. NOTICE OF GENERAL MEETINGS

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34 (3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 36(4).
- (3) This rule does not apply to a disciplinary appeal meeting.

36. PROXIES

- (1) A member may appoint the delegate of another member as its proxy to vote and speak on its behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by two delegates or members of the governing body of the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) Notice of a general meeting given to a member under rule 35 must state that the member, if unable to provide a delegate, may appoint a delegate from another member as a proxy for the meeting.

- (5) A letter appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A letter appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

37. USE OF TECHNOLOGY

- (1) A delegate not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that delegate and the delegates present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a delegate participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the delegate votes at the meeting, is taken to have voted in person.

38. QUORUM AT GENERAL MEETINGS

- (1) No business may be conducted at a general meeting unless a quorum of members entitled to vote is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 37) of 10% of the members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 34—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

39. ADJOURNMENT OF GENERAL MEETING

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

40. VOTING AT GENERAL MEETING

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3) and in accordance with subrule 9 (4), each member entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

41. SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

42. DETERMINING WHETHER RESOLUTION CARRIED

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands or voices of the members entitled to vote under rules 9, 36 and 37, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43. MINUTES OF GENERAL MEETING

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members and delegates attending the meeting; and
 - (b) proxy letters given to the Chairperson of the meeting under rule 36(5); and
 - (c) the financial statements submitted to the members in accordance with rule 32(4)(b)(ii); and
 - (d) the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

DIVISION 1—POWERS OF BOARD

44. ROLE AND POWERS

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
 - (a) appoint and remove staff;

- (b) establish subcommittees consisting of
 - (i) members of the board; and/or
 - (ii) delegates of members of the Association: and/or
 - (iii) ex officio persons
 with terms of reference it considers appropriate.
- (c) establish a Public Fund to be administered and managed in accordance with Part 7 of these Rules.
- (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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF MEMBERS

45. COMPOSITION OF BOARD

The Board consists of—

- (a) a Chair; and
- (b) a Vice-Chair; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 54.

46. GENERAL DUTIES

- (1) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.

- (5) Board members and former board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

47. CHAIR AND VICE-CHAIR

- (1) Subject to subrule (2), the Chair or, in the Chair's absence, the Vice-Chair is the Chairperson for any general meetings and for any board meetings.
- (2) If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a delegate elected by the other delegates present; or
 - (b) in the case of a board meeting—a board member elected by the other board members present.

48. SECRETARY

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members, associate members, and delegates in accordance with rule 20; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 77 and 80; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49. TREASURER

- (1) The Treasurer must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board, or by a person delegated to authorise payments specified under Rule 44, or by a general meeting of the Association, from the Association's funds; and
 - (d) ensure cheques are signed or electronic payments authorised by at least two people who are
 - (i) board members; or
 - (ii) other persons authorised by the board to confirm any payments specified by the Board under Rule 44.
- (2) The Treasurer must -
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.

DIVISION 3—ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

50. WHO IS ELIGIBLE TO BE A BOARD MEMBER

A person is eligible to be elected or appointed as a board member if the person is 18 years or over.

51. POSITIONS TO BE DECLARED VACANT

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must—
 - (a) declare positions on the Board vacant in accordance with subrules (3) and (4); and
 - (b) hold elections for those positions in accordance with rules 51 to 54.

- (3) At the annual general meeting one third (1/3) of the members of the Board for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one third (1/3) shall retire from the Board.
- (4) The members to retire in every year shall be—
 - (a) members appointed by the Board to fill a casual vacancy according to rule 59; and
 - (b) those longest on the Board since their last election, but as between persons who became Board members on the same day, those to retire shall (unless they agree otherwise amongst themselves) be determined by lot.
- (5) A retiring member shall be eligible for re-election.

52. NOMINATIONS

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) The person nominating must be delegate;
- (3) A delegate of an eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the delegate's consent, be nominated by another delegate.
- (4) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53. ELECTION OF CHAIR ETC.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) Chair;
 - (b) Vice-Chair;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If the Chairperson of the meeting is nominated for the position of Chair, that person must stand down and a new Chairperson appointed according to rule 47, subject to subrule (5)
- (3) If only one person is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
- (4) If more than one person is nominated, a ballot must be held in accordance with rule 55.
- (5) On his or her election, the new Chair may take over as Chairperson of the meeting.

54. ELECTION OF ORDINARY MEMBERS

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of persons nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those persons to be elected to the position.
- (4) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

55. BALLOT

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must hold that ballot before nominations are called for any other positions.
- (2) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a delegate to act as returning officer to conduct the ballot.
- (3) The returning officer must not be a person nominated for the position.
- (4) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (5) The election must be by secret ballot.
- (6) Each member is entitled to one vote.
- (7) The returning officer must give a blank piece of paper to—
 - (a) each member present; and
 - (b) each proxy appointed by a member.
- (8) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (9) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (10) Ballot papers that do not comply with subrule (9) (b) are not to be counted.
- (11) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (12) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (13) If the returning officer is unable to declare the result of an election under subrule (12) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (5) to (12) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

56. TERM OF OFFICE

- (1) Subject to subrule (3) and rule 57 a board member holds office until the positions of the Board are declared vacant in accordance with rule 51.
- (2) A board member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a board member from office; and
 - (b) elect an eligible delegate of a member of the Association to fill the vacant position in accordance with this Division.
- (4) A board member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the board member may require that they be read out at the meeting at which the special resolution is to be proposed.

57. VACATION OF OFFICE

- (1) A board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a board member if he or she—
 - (a) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 68; or
 - (b) otherwise ceases to be a board member by operation of section 78 of the Act.

58. FILLING CASUAL VACANCIES

- (1) The Board may appoint an eligible delegate of a member of the Association to fill a position on the Board that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Board must appoint a delegate to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

59. MEETINGS OF BOARD

- (1) The Board must meet at least 2 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special board meetings may be convened by the Chair or by any 4 members of the Board.

60. NOTICE OF MEETINGS

- (1) Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

61. URGENT MEETINGS

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62. PROCEDURE AND ORDER OF BUSINESS

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.

- (2) The order of business may be determined by the Board members present at the meeting.

63. USE OF TECHNOLOGY

- (1) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a board member participating in a board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64. QUORUM

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 63) of a majority of the board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65. VOTING

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66. CONFLICT OF INTEREST

- (1) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (2) The board member—

- (a) must not be present while the matter is being considered at the meeting;
and
- (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the board member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the board member has in common with all, or a substantial proportion of, the delegates of members of the Association.

67. MINUTES OF MEETING

- (1) The Board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following—
 - (a) the names of the board members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66

68. LEAVE OF ABSENCE

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

PART 6—FINANCIAL MATTERS

69. SOURCE OF FUNDS

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

70. MANAGEMENT OF FUNDS

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit

without requiring approval from the Board for each item on which the funds are expended.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71. FINANCIAL RECORDS

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

72. FINANCIAL STATEMENTS

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

PART 7—ESTABLISHMENT OF A PUBLIC FUND

73. ESTABLISHMENT OF THE PUBLIC FUND

- (1) The Association may establish and maintain a public fund to be called the Central Victorian Biolinks Alliance Inc. Public Fund for the specific purpose of

supporting the environmental purposes of Central Victorian Biolinks Alliance Inc.

- (2) The Fund is established to receive all gifts of money or property for this purpose.
- (3) The fund will be operated on a not-for-profit basis.
- (4) A committee of management will be established to administer the Fund. The committee will—
 - (a) comprise no fewer than three persons will administer the fund.
 - (b) be appointed by the Association.
 - (c) have a majority of members that are ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations.

74. MANAGEMENT OF THE FUND

- (1) A separate bank account is to be opened to deposit money donated to the fund including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- (2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation..
- (3) Any money received because of such gifts must be credited to the Fund’s bank account
- (4) 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.
- (5) 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.
- (6) 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.

75. REQUIREMENTS OF THE PUBLIC FUND

- (1) The organisation will inform the Department responsible for the environment as soon as possible if—
 - (a) it changes its name or the name of its public fund; or
 - (b) there is any change to the membership of the management committee of the public fund; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- (2) 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) 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.
- (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.
- (5) 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.

76. STATISTICAL INFORMATION

- (1) 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.
- (2) 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.

PART 8—GENERAL MATTERS

77. COMMON SEAL

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two board members;
 - (c) the common seal must be kept in the custody of the Secretary.

78. REGISTERED ADDRESS

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address— the postal address of the Secretary.

79. NOTICE REQUIREMENTS

- (1) Any notice required to be given to a member or a board member under these Rules may be given—

- (a) by handing the notice to a delegate of the member or the board member personally; or
 - (b) by sending it by post to the member at the address recorded for the member or board member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to the Association or the Board may be given—
- (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.
- (4) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is provide, be deemed to have been given to the member or board member at the time at which the letter would have been delivered in the ordinary course of post.

80. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) 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.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
- relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

81. WINDING UP AND CANCELLATION

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any delegates or former delegates of members of the Association or any board members or former board members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

82. ALTERATION OF RULES

These Rules may only be altered by special resolution of a general meeting of the Association.

