

**Field Naturalists Club of Victoria Inc**  
**Reg. No. A0033611X**  
**Constitution**

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## **Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of The Act, these Rules are taken to constitute the terms of a contract between the Association and its members.

## **PART 1—PRELIMINARY**

### **1. Name**

The name of the incorporated association is "The Field Naturalists Club of Victoria Inc.", in these rules called **The Association**.

#### **Note**

Under section 23 of The Act, the name of the association and its registration number must appear on all its business documents.

### **2. Purposes**

The purposes of The Association are—

- 1) To promote and support the study of natural history in all its branches.
- 2) To establish, encourage, foster and stimulate interest in natural history and in its advancement and popularisation by all and every means available.
- 3) To take all such steps as may be considered most effective to preserve, conserve and protect the natural environment of Australia and its environs and in particular the flora, fauna and fungi of Victoria.
- 4) To collect and disseminate information on all matters coming within the scope of the purposes of The Association or of associations and bodies affiliating or cooperating with The Association in its proceedings and activities.
- 5) To produce and circulate any of its transactions and proceedings and any other material in printed or electronic form as may promote the purposes of The Association.
- 6) To secure for the members of The Association and of associations and bodies affiliated or cooperating with The Association all the advantages of unity of action and generally to protect and advance its interests.
- 7) To establish and maintain a public fund, to be called the FNCV Environment Fund, for the specific purposes of supporting the environmental objectives of The Association. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30E of the Income Tax Assessment Act 1997.

### **3. Financial Year**

The financial year of The Association is each period of 12 months ending on 31 December.

#### 4. Definitions

In these Rules—

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

***associate member***, means a member under the age of 18 years and/or a junior additional member and any other category of member as determined by special resolution at a general meeting. An associate member of the Association is a non-voting member;

***Chairperson***, of a general meeting or council meeting, means the person chairing the meeting as required under rule 50;

***Council*** means the Council having management of the business of The Association;

***council meeting*** means a meeting of the Council held in accordance with these Rules;

***council member*** means a member of the Council elected or appointed under Division 3 of Part 5 of The Act;

***disciplinary appeal meeting*** means a meeting of the members of The Association convened under rule 27(3);

***disciplinary meeting*** means a meeting of the Council convened for the purposes of rule 26;

***disciplinary subcommittee*** means the subcommittee appointed under rule 24;

***full member*** means a member of The Association, including an institutional member, but not including an associate member other than the Juniors' Special Interest Group elected Council Representative, who is deemed to be a full member. A full member of the Association is a voting member;

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

***honorary member*** means

- i) A member elected as such for that person's achievements in some recognised branch of natural history; or
- ii) A member who, in the opinion of the Council, has given outstanding service to the Association;

***institutional member*** means an organisation which subscribes to the purpose of The Association and has been approved by Council to become a member and as such is permitted one voting delegate;

***life member*** means a member who has paid the life membership fee determined by the Council. (Note: This class of membership is closed from the date of the 2014 Annual General meeting);

**long-term member** means a member who has been a member of the Association for a continuous period of forty years;

**non-councillor officer position** means a position created to undertake a specific function for The Association and may attract an honorarium;

**special resolution** means a resolution that requires 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 as defined in The Act.

## **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 approved by the Council;
  - 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) appoint agents to transact business on its behalf;
  - g) enter into any other contract it considers necessary or desirable.
- 3) The Association may exercise its powers and use its income and assets (including any surplus) only 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.

#### **Note**

Section 33 of The Act provides that an incorporated association must not secure pecuniary profit for its members. Part 4 of The Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **7. Public Fund**

- 1) The Association must inform the Department responsible for the environment as soon as possible if:
  - a) it changes its name or the name of its public fund;
  - 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 the Environmental Organisations'.
- 2) The Association 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 FNCV Environment Fund are used only for its principal purpose.
- 3) The income and property of the organisation shall be used and applied solely in promotion of its objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.
- 4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of The Association and not influenced by the preference of the donor.
- 5) In case of the winding up of the FNCV Environment Fund, any surplus assets are to be transferred to another fund, with similar objectives, that is on the Register of Environmental Organisations.
- 6) Statistical Information requested by the Department on donations to the FNCV Environment Fund will be provided within four months of the end of the financial year. An audited financial statement for The Association and the FNCV Environment Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the FNCV Environment Fund monies and management of the FNCV Environment Fund assets.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **8. Minimum number of members**

The Association must have at least 5 members.

#### **9. Who is eligible to be a member**

Any person who supports the purposes of The Association is eligible for membership.

#### **10. Application for membership**

- 1) To apply to become a member of The Association, a person must submit in writing with the form and manner decided by the Council and should state that the person:
  - a) wishes to become a member of The Association; and
  - b) supports the purposes of The Association; and
  - c) agrees to comply with these Rules.
- 2) The application—
  - a) must be signed by the applicant; and

- b) must be accompanied by the membership subscription.

**Note**

The subscription is the fee (if any) determined by The Association under rule 13.

**11. Consideration of application**

- 1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- 2) If the Council rejects the application, it must return any money accompanying the application to the applicant and notify the applicant that the application has been rejected.
- 3) No reason need be given for the rejection of an application.

**12. New membership**

- 1) If an application for membership is approved by the Council, as soon as it is practical —
  - a) the resolution to accept the membership must be recorded in the minutes of the Council meeting;
  - b) the Secretary or delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 2) A person becomes a member of The Association and, subject to rule 15(2), is entitled to exercise his or her rights of membership, from the date on which both of the following have occurred —
  - i. the Council has approved the person's membership; and
  - ii. the person has paid his/her membership subscription.

**13. Annual subscription**

- 1) Each year at its February Council meeting The Association must determine the amount of the annual subscription, if any, for the 12 months following the next Annual General Meeting.
- 2) The Council may determine that different annual subscription fees will be paid by different classes of membership.

A concession rate may be set for but is not limited to:

  - members living outside the Melbourne metropolitan area;
  - pensioners and concession card holders with a current concession card (note a senior's card is not classed as a concession card).
- 3) The annual subscription set for the next 12 months by the Council in 13(1) above must be presented to the members to be ratified at the next Annual General Meeting following the Council meeting where the subscription was determined.
- 4) The annual subscription for each subsequent year after joining is payable on the 12 month anniversary of joining.
- 5) There are no entrance fees for membership of The Association.

**14. Classes of Membership**

- 1) Associate Member
  - a) Associate members of The Association are those defined as such in rule 4 (the definitions section) of this document.
  - b) Associate members are non-voting members but have other rights as determined by the Council or by resolution at a general meeting.

- 2) Full Member
  - a) Full members of The Association are those defined as such in rule 4 (the definitions section) of this document.
  - b) Full members are voting members.
  - c) The category of Full member of The Association includes, but is not limited to, the following sub-categories—
    - i) Honorary Member;
    - ii) Long-term Member;
    - iii) Life Member.

### **15. General rights of Full members**

- 1) A Full member of The Association 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 the Act; and
  - b) to submit items of business for consideration at a general meeting; and
  - c) 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 81; and
  - f) to inspect the register of members; and
  - g) to nominate for position on the Council; and
  - h) to participate in all activities of the Association.
- 2) A Full member is entitled to vote if—
  - a) more than 10 business days have passed since he or she became a member of The Association; and
  - b) the member's membership rights are not suspended for any reason.

### **16. Rights not transferable**

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

### **17. Ceasing membership**

- 1) The membership of a person ceases on resignation, expulsion or death.
- 2) If a person ceases to be a member of The Association, the secretary or delegate must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **18. Resigning as a member**

- 1) A member may resign by notice in writing given to The Association.

#### **Note**

The Act sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the council

- 2) A member is taken to have resigned if the member's annual subscription is more than four months in arrears.

#### **Note**

Termination of membership does not remove the obligation of the former member to pay any amount outstanding or to return any book or other property of The Association.

### **19. Readmission**

The Council, or its delegate, may, at its discretion, readmit a member whose membership was terminated for failure to pay an outstanding amount, upon payment of all arrears, without that person having to reapply for membership in accordance with these rules.

### **20. Register of members**

- 1) The Secretary or delegate, 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) if the member is an associate member, a note to that effect;
    - v) any other information determined by the Council; 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. Reasons for the inspection must be given and reasonable notice provided to The Association.

#### **Note**

Under section 59 of The Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of The Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

### **21. Special Interest Groups**

- 1) Special interest groups consistent with the purpose of The Association can be established and dissolved by the Council.
- 2) The Council needs to give 28 days' notice to members of its intention to create or dissolve a special interest group.
- 3) **Affiliated Bodies**  
The Council may by resolution agree to the affiliation to The Association of a body with objects primarily concerned with the purposes of The Association as set out in rule 2.

### **22. Rights of affiliated bodies and their members**

The Council may determine the terms and conditions of the affiliation and the rights of the members of the affiliated body in The Association.

## **Division 2—Disciplinary action**

### **23. 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.

### **24. Disciplinary subcommittee**

- 1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council 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 Council members, members of The Association or anyone else; but
  - b) must not be biased against, or in favour of, the member concerned.

#### **25. Notice to member**

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - a) stating that The Association proposes to take disciplinary action against the member; and
  - b) stating the grounds for the proposed disciplinary action; and
  - c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - d) advising the member that he or she may do one or both of the following—
    - i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - e) setting out the member's appeal rights under rule 27.
- 2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

#### **26. 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.

#### **27. Appeal rights**

- 1) A person whose membership rights have been suspended or who has been expelled from The Association under rule 26 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given—
  - a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - b) to the Secretary not later than 48 hours after the vote.
- 3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.

- 4) Notice of the disciplinary appeal meeting must be given to each member of The Association who is entitled to vote as soon as practicable and must—
  - a) specify the date, time and place of the meeting; and
  - b) state—
    - i) the name of the person against whom the disciplinary action has been taken; and
    - ii) the grounds for taking that action; and
    - iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **28. 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 Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the meeting.
- 4) The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **29. Application**

- 1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - a) a member and another member;
  - b) member and the Council;
  - 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.

### **30. 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.

### **31. Appointment of mediator**

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 30, the parties must within 10 days—
  - a) notify the Council 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 Council; or
    - ii) if the dispute is between a member and the Council or The Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Council may be a member or former member of The Association but in any case must not be a person who—
  - a) has a personal interest in the dispute; or
  - b) is biased in favour of or against any party.

### **32. 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.

### **33. 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**

### **34. Annual general meetings**

- 1) The Council must convene an annual general meeting of The Association to be held within 5 months after the end of each financial year.
- 2) The Council may determine the date, time and place of the annual general meeting.
- 3) 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 President 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 Council in accordance with Part 7 of The Act;
  - c) to elect the members of the Council;
  - d) to ratify the amounts (if any) of annual subscriptions as recommended by the Council;
  - e) to appoint an auditor.
- 4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **35. 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 Council may convene a special general meeting whenever it thinks fit.
- 3) No business other than that set out in the notice under rule 37 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 37 and the majority of members at the meeting agree.

**36. Special general meeting held at request of members**

- 1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 20 members who are entitled to vote.
- 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 members requesting the meeting; and
  - d) be given to the secretary.
- 3) If the Council 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 consider only 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).

**37. Notice of general meetings**

- 1) The Secretary (or, in the case of a special general meeting convened under rule 36(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
- 3) comply with rule 38(5).
- 4) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 27(4) sets out the requirements for notice of a disciplinary appeal meeting.

**38. Proxies**

- 1) A member may appoint another member as his or her proxy to vote and speak on his or her 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 the member making the appointment.
- 3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 4) Even if the Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 5) Notice of a general meeting given to a member under rule 37 must—
  - a) state that the member may appoint another member as a proxy for the meeting; and
  - b) include a copy of any form that the Council has approved for the appointment of a proxy.
- 6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7) A form 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.

### **39. Use of technology**

- 1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to communicate with each other clearly and simultaneously.
- 2) For the purposes of this Part, a member participating in a general 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.

### **40. Quorum at general meetings**

- 1) No business may be conducted at a general meeting unless a quorum of members is present.
- 2) The quorum for a general meeting is the presence, physically, by proxy or as allowed under rule 39, of 20 of the members entitled to vote.
- 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 36—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 36.

- 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.

#### **41. 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.

##### **Example**

The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- 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 37.

#### **42. Voting at general meeting**

- 1) On any question arising at a general meeting—
  - a) subject to subrule (3), each member who is 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 28.

#### **43. 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.

##### **Note**

In addition to certain matters specified in The Act, a special resolution is required—

- a) to remove a council member from office;
- b) to alter these Rules, including changing the name or any of the purposes of The Association.

#### **44. Determining whether resolution carried**

- 1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, 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.

#### **45. Minutes of general meeting**

- 1) The Council 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 attending the meeting; and
  - b) proxy forms given to the Chairperson of the meeting under rule 38(6); and
  - c) the financial statements submitted to the members in accordance with rule 34(3)(b)(ii); and
  - d) the certificate signed by two council 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—COUNCIL**

### **Division 1—Powers of Council**

#### **46. Role and powers**

- 1) The business of The Association must be managed by or under the direction of a Council.
- 2) The Council 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 Council may—
  - a) appoint and remove staff;
  - b) establish subcommittees consisting of members with terms of reference it considers appropriate;
  - c) establish any non-councillor officer position it thinks necessary;
  - d) appoint members to the non-councillor officer positions as required.

#### **47. Delegation**

- 1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than—
  - a) this power of delegation; or
  - b) a duty imposed on the Council by The Act or any other law.

- 2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- 3) The Council may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of Council and duties of members**

### **48. Composition of Council**

The Council consists of —

- a) a President; and
- b) a Vice-President; and
- c) a Secretary; and
- d) a Treasurer; and
- e) a representative from each of the Special Interest Groups
- f) up to six additional Full members of The Association.

### **49. General Duties**

- 1) As soon as practicable after being elected or appointed to the Council, each council member must become familiar with these Rules and The Act.
- 2) The Council is collectively responsible for ensuring that The Association complies with The Act and that individual members of the Council comply with these Rules.
- 3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4) Council 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) Council members and former council 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.

#### **Note**

See also Division 3 of Part 6 of The Act which sets out the general duties of the office holders of an incorporated association.

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

### **50. President and Vice-President**

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

### **51. Secretary**

- 1) The Secretary must perform any duty or function required under The Act to be performed by the Secretary of an incorporated association.

#### **Example**

Under The Act, the Secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- 2) The secretary or delegate must—
  - a) maintain the register of members 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 75(3), all books, documents and securities of The Association in accordance with rules 78 and 81; 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.

### **52. Treasurer**

- 1) The Treasurer or delegate must—
  - a) receive all moneys paid to or received by The Association and issue receipts for those moneys in the name of The Association if this is requested; and
  - b) ensure that all moneys received are paid into the account of The Association within a reasonable time after receipt; and
  - c) make any payments authorised by the Council or by a general meeting of The Association from The Association's funds; and
  - d) ensure cheques are signed by 2 council members or other signatories appointed by Council, who are designated by the council to sign on behalf of the Association and are registered with the Association's bank as cheque signatories.
- 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 Council prior to their submission to the annual general meeting of The Association.
- 3) The Treasurer must ensure that at least one other council member has access to the accounts and financial records of The Association.

## **Division 3—Election of Council members and tenure of office**

### **53. Who is eligible to be a Council member**

A member is eligible to be elected or appointed as a council member if the member is a Full member of The Association as defined in rule 4.

### **54. 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 declare all positions on the Council vacant and hold elections for those positions in accordance with rules 55 to 58.

#### **55. Nominations**

- 1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 2) An eligible member of The Association may with that member's consent, be nominated by two other members.
- 3) A member 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.
- 4) The representative of a Special Interest Group will be nominated by that Group and the nomination must reach the secretary no later than 48 hours before the Annual General Meeting

#### **56. Election of President etc.**

- 1) At the annual general meeting, separate elections must be held for each of the following positions—
  - a) President;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer.
- 2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with rule 58.
- 4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **57. Election of additional council members and Special Interest Group representatives**

- 1) Election of up to six additional council members—
  - a) A single election may be held to fill all of those positions.
  - b) If the number of members nominated for the position of additional council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
  - c) If the number of members nominated for the position of additional council member exceeds the number to be elected, a ballot must be held in accordance with rule 58.
- 2) Election of Special Interest Group representatives—  
The Chairperson of the meeting must declare the nominated representative of each Special Interest Group to be elected to the position.

#### **58. Ballot**

- 1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 2) The returning officer must not be a member nominated for the position.

- 3) Before the ballot is taken, each candidate may make a two minute speech in support of his or her election.
- 4) The election must be by secret ballot.
- 5) The returning officer must give a blank piece of paper to—
  - a) each member present in person; and
  - b) each proxy appointed by a member.

**Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- 6) 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.
- 7) 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.
- 8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- 9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 10) 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.
- 11) If the returning officer is unable to declare the result of an election under subrule (10) 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 (4) to (10) 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.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**59. Term of office**

- 1) Subject to subrule (3) and rule 60, a council member holds office until the positions of the Council are declared vacant at the next annual general meeting.
- 2) A council member may be re-elected.
- 3) A general meeting of The Association may—
  - a) by special resolution remove a council member from office; and
  - b) elect an eligible member of The Association to fill the vacant position in accordance with this Division.
- 4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President 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 President may give a copy of the representations to each member of The Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **60. Vacation of office**

- 1) A council member may resign from the Council by written notice addressed to the Council.
- 2) A person ceases to be a council member if he or she—
  - a) ceases to be a member of The Association; or
  - b) fails to attend 4 consecutive council meetings (other than special or urgent council meetings) without leave of absence under rule 72; or
  - c) otherwise ceases to be a council member by operation of section 78 of The Act.

##### **Note**

A Council member may not hold the office of Secretary if they do not reside in Australia.

#### **61. Filling casual vacancies**

- 1) The Council may appoint an eligible member of The Association to fill a position on the Council that—
  - a) has become vacant under rule 60; or
  - b) was not filled by election at the last annual general meeting.
- 2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- 3) Rule 59 applies to any council member appointed by the Council under subrule (1) or (2).
- 4) The Council may continue to act despite any vacancy in its membership.
- 5) If a vacancy arises in a Special Interest Group representative position on the Council, the relevant Group is entitled to appoint a replacement. If the Special Interest Group does not do so in writing within 60 days, the Council may co-opt a member of that Special Interest Group (with that member's agreement) as the replacement.

### **Division 4—Meetings of Council**

#### **62. Meetings of Council**

- 1) The Council must hold at least one meeting each quarter at the dates, times and places determined by the Council.
- 2) The date, time and place of the first council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of The Association at which the members of the Council were elected.
- 3) Special council meetings may be convened by the President or by any 4 members of the Council.

#### **63. Notice of meetings**

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

#### **64. Urgent meetings**

- 1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each council member by the quickest means practicable.
- 2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- 3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **65. Procedure and order of business**

- 1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- 2) The order of business may be determined by the members present at the meeting.

#### **66. Use of technology**

- 1) A council member who is not physically present at a council meeting may participate in the meeting by the use of technology that allows that council member and the council members present at the meeting to communicate with each other clearly and simultaneously.
- 2) For the purposes of this Part, a council member participating in a council 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.

#### **67. Quorum**

- 1) No business may be conducted at a Council meeting unless a quorum is present.
- 2) The quorum for a council meeting is the presence of 8 of the Council members holding office.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a council 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 63.
  - c) Notwithstanding rule 67(3) a) and b) above, if there is no quorum urgent business, e.g. accepting of cheques, can be undertaken at the meeting and then ratified at the next council meeting held where there is a quorum.

#### **68. Voting**

- 1) On any question arising at a council meeting, each council member present at the meeting has one vote.
- 2) A motion is carried if a majority of council 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 Council.
- 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 at meetings of council.

#### **69. Resolution in writing**

If all the members of the Council sign a document containing a statement that they are in favour of a resolution of the Council in the terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Council held on the day on which it was last signed by a member of the Council.

#### **70. Conflict of interest**

- 1) A council member who has a material personal interest in a matter being considered at a council meeting must disclose the nature and extent of that interest to the Council.
- 2) The member—
  - a) must not be present while the matter is being considered at the meeting; and
  - b) must not vote on the matter.

#### **Note**

Under section 81(3) of The Act, if there are insufficient council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 3) This rule does not apply to a material personal interest—
  - a) that exists only because the member belongs to a class of persons for whose benefit The Association is established; or
  - b) that the member has in common with all, or a substantial proportion of, the members of The Association.

#### **71. Minutes of meeting**

- 1) The Council must ensure that minutes are taken and kept of each council meeting.
- 2) The minutes must record the following—
  - a) the names of the 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 70.

#### **72. Leave of absence**

- 1) The Council may grant a council member leave of absence from council meetings for a period not exceeding 6 months.
- 2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the council member to seek the leave in advance.

### **PART 6—FINANCIAL MATTERS**

#### **73. 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 Council.

#### **74. 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 Council may approve expenditure on behalf of The Association.
- 3) The Council may authorise the Treasurer, or delegate, to expend funds on behalf of The Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Council 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 council members authorised by the council to sign on behalf of the Association.
- 5) All funds of The Association must be deposited into the financial account of The Association within a reasonable time after receipt.
- 6) With the approval of the Council, 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.

#### **75. 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 Council.

#### **76. Financial statements**

- 1) For each financial year, the Council 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 Council;
  - 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 fees.

#### **77. FNCV Environment Fund**

- 1) The objective of the Fund is to support The Association's environmental purposes.
- 2) Members of the public are to be invited to make gifts of money or property to the FNCV Environment Fund for the environmental purposes of The Association.
- 3) Money from interest on donations, income derived from donated property, and money from the realisation of such property, is to be deposited into the FNCV Environment Fund.

- 4) 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 Association.
- 5) Receipts are to be issued in the name of the FNCV Environment Fund and proper accounting procedures are to be kept and used for the Fund.
- 6) The FNCV Environment Fund will be operated on a non-profit basis.
- 7) A committee of management, of no fewer than three persons, will administer the FNCV Environment Fund. The Committee will be appointed by the Council. A majority of members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

## **PART 7—GENERAL MATTERS**

### **78. Common seal**

- 1) The Association has no common seal.
- 2) Contracts and documents of The Association must be signed by two council members who have been authorised by the council to sign on behalf of the Association.

### **79. Registered address**

The registered address of The Association is—

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

### **80. Notice requirements**

- 1) Any notice required to be given to a member or a council member under these Rules may be given—
  - a) by handing the notice to the member personally; or
  - b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - c) by email or facsimile transmission.
- 2) Subrule (1) does not apply to notice given under rule 64.
- 3) Any notice required to be given to The Association or the Council may be given—
  - a) by handing the notice to a member of the Council; 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 Council 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.

### **81. 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 Council meetings.
- 2) The Council 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 Council 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.

## **82. 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 members or former 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 of members.

## **83. Alteration of Rules**

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

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.