

# **CERES Rules and Purposes**

**As adopted 14 October 2015**

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**ANNEXURE A**

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## **PART 1 – NAME**

### **1. Name**

The name of the incorporated association is “CERES Incorporated” (Reg No A0007663M)

## **PART 2 – STATEMENT OF PURPOSES**

### **2. Purposes**

- (a) The Association is established to be a charity with the principal purpose of protecting and enhancing the natural environment, including by providing information and education to increase understanding of human impacts on the natural environment.
- (b) The Association will pursue the principal purpose stated in (a) by being a place for community-based learning and action to create environmentally beneficial, socially just, economically satisfying, culturally enriching and spiritually nurturing ways of living together.
- (c) The Association will establish and maintain a public fund to be called the *CERES Environmental Fund* for the specific purpose of supporting the achievement of the principal purpose of the Association as expressed in (a). The Fund will be managed in accordance with the rules set out in clause 62.

## **PART 3 – RULES**

### **3. Interpretation**

3.1 In these rules, unless the contrary intention appears:

- (a) “the Act” means the *Associations Incorporation Reform Act 2012* (Vic);
- (b) “the Association” means the association named in clause 1;
- (c) “Board” means the board of the Association, being the committee of the Association for the purposes of the Act;
- (d) “Board Member” means:
  - (i) the voting members set out at clause 26.1; and
  - (ii) the CEO;
- (e) “CEO” means the Chief Executive Officer of the Board;
- (f) “Charter” means the document agreed by the Board;
- (g) “Committee” means any of the committees set out in Part 8;
- (h) “Entity” includes body, trust and fund;
- (i) “Fund” means the *CERES Environment Fund* as set out in clause 62;
- (j) “General Members” means Board Members elected by and from the members;
- (k) “Household” means all people who permanently reside at the same address;

- (l) “Independent Member” means a person who at the time of their initial appointment is not a current or former:
  - (i) Board Member; or
  - (ii) member of the Association;
- (m) “Life Membership” is a membership granted:
  - (i) by resolution of the Board on the basis of an outstanding contribution to the Association; or
  - (ii) to an individual who pays an amount as prescribed by the Regulations;
- (n) “Registrar” means the Registrar of incorporated associations as defined in the Act;
- (o) “Regulations” means regulations of the Association made under clause 40, and “Regulation” has a corresponding meaning;
- (p) “Relevant Documents” means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Association;
- (q) “Site Group” means a group that holds a current Site Group Agreement with the Association;
- (r) “Special Resolution” means a resolution where:
  - (i) at least 21 days’ notice of the proposed resolution has been given to all members entitled to vote;
  - (ii) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
  - (iii) at least three-quarters of the members who are entitled to vote at the meeting vote in favour; and
- (s) “Site Group Agreement” means a document as agreed by the Board.

3.2 For the purposes of the Act:

- (a) Part 2 of these rules is the statement of purposes of the Association; and
- (b) all the provisions of these rules (including those in Part 2) are its rules.

3.3 The headings form part of these rules.

3.4 These rules are to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if these rules were an act of the State of Victoria, unless the contrary intention appears.

3.5 The Board is responsible for the interpretation of these rules and the Regulations.

3.6 These rules are intended to include all matters in relation to which the model rules prescribed under the Act make provision, with the intention that none of the model rules apply to the Association.

4. **Legal Capacity and Powers**

4.1 The Association has:

- (a) the legal capacity and powers of an incorporated body; and
- (b) all the powers of an individual.

4.2 The Association may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit,

for its purposes.

5. **Not For Profit**

5.1 The Association must not distribute any of its profit, income or assets directly or indirectly to its members.

5.2 Clause 5.1 does not prevent the Association from:

- (a) reimbursing its members for expenses properly incurred by them; or
- (b) paying its members for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member.

5.3 Clause 43 further restricts payments to Board Members.

5.4 The income and property of the Association 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, members of the Board, or trustees of the Association.

**PART 4 – MEMBERSHIP**

6. **Eligibility**

6.1 Any individual, Household, organisation or Site Group is eligible for membership of the Association.

7. **Categories**

7.1 The Association has the following categories of membership:

- (a) individual membership;
- (b) Household membership;
- (c) Life Membership;
- (d) organisation membership;
- (e) Site Group membership; and
- (f) any other categories of membership determined by the Board by Regulation (which may

include non-voting members).

## 8. **Application for Membership**

8.1 To apply to become a member of the Association, the applicant must:

- (a) submit a completed application form in writing in the form set out in Annexure A (or such other form prescribed by the Board from time to time);
- (b) submit the application form with the Secretary of the Association;
- (c) subject to clause 9.3(a), pay the relevant membership fee set out in clause 9; and
- (d) in relation to an organisation membership, Site Group membership or Household membership, provide the name, address and contact details of a membership nominee.

8.2 As soon as practicable after the receipt of an application for membership form, the Secretary or their nominee must refer the application to the Board.

8.3 If the Board approves an application for membership, the Secretary or their nominee must, as soon as practicable:

- (a) notify the applicant in writing of the approval of membership; and
- (b) subject to 9.3(a), request payment within 28 days after the receipt of notification of approval, of the membership fee applicable to that applicant.

8.4 If the Board rejects an application, it must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Board is not required to provide reasons for the rejection.

## 9. **Membership Fees**

9.1 The annual membership fee is the fee determined by the Association at each annual general meeting for the following financial year.

9.2 The amount of the annual membership fee for an individual, Household, organisation and Site Group membership and the date for payment of the respective membership fees is set out in the Regulations or on the Association's website and may vary according to criteria prescribed in the Regulations.

9.3 The membership fee in respect of a Life Membership:

- (a) is waived if the Board resolves to issue Life Membership on the basis of a contribution deemed outstanding; and
- (b) in all other cases, is payable as a one-off amount as prescribed by the Regulations.

9.4 Each member must pay to the Association the amounts determined under this clause 9 (including under the Regulations).

9.5 The voting and other entitlements of members who have not paid the membership fee by the date for payment are suspended until the membership fee is paid.

9.6 Subject to clause 9.3(a) and except for the annual membership fee, there are no other amounts to be paid in respect of membership of the Association.

## 10. **Register of Members**

- 10.1 The CEO must ensure that the Association keeps a register containing the following details for each member:
- (a) name;
  - (b) address last given by the member;
  - (c) category of membership;
  - (d) date of becoming a member;
  - (e) date the relevant membership fee was last paid; and
  - (f) in the case of former members, the date of ceasing to be a member.
- 10.2 The CEO must ensure that the details for each new member and changes in the details of existing members are promptly entered in the register of members.
- 10.3 The register must be available for inspection by members at the address of the Association.
- 10.4 Subject to acceptance of an application for membership by the Board, the applicant for membership becomes a member and is entitled to exercise the rights of membership when the applicant's name is entered in the register.
- 10.5 Members may write to the Secretary to request that their personal information on the register of members be restricted, if they have special circumstances. The Secretary will agree to the request if satisfied that there are special circumstances and will write to the member outlining their decision.

## 11. **Rights, Obligations and Liability**

- 11.1 All members are entitled to:
- (a) attend and vote at general meetings of the Association, subject to clause 9.5;
  - (b) inspect at a reasonable time:
    - (i) the register of members and minutes of Board meetings; and
    - (ii) other documents of the Association as provided under clause 63.
  - (c) inspect at a reasonable time and, if a request is made in writing, copy these rules and minutes of general meetings of the Association including financial statements submitted at a general meeting.
- 11.2 The membership nominee for an organisation membership, Site Group membership or Household membership has the same rights and obligations as other members of the Association.
- 11.3 Site Group members and organisation members have the right to state publicly that they are "members of CERES".
- 11.4 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- 11.5 Members must at all times comply with these rules and the Regulations.

- 11.6 As set out in the Act, these rules are an enforceable contract between the Association and each member.
- 11.7 As set out in the Act, members (including Board Members) are not liable to contribute to the debts and liabilities of the Association by reason only of their membership.

## 12. **Discipline**

- 12.1 The Board can discipline a member of the Association if it considers that the:
- (a) member has breached these rules or the Regulations; or
  - (b) member's behavior is causing (or has caused) damage or harm to the Association.
- 12.2 The Board must arrange a disciplinary procedure that meets these requirements:
- (a) the outcome of the disciplinary procedure must be determined by an unbiased decision-maker;
  - (b) the member must be informed of the grounds upon which the disciplinary action against the member is proposed to be taken;
  - (c) the member must be given an opportunity to be heard in relation to the matter; and
  - (d) the disciplinary procedure must be completed as soon as is reasonably practicable.
- 12.3 After complying with clause 12.2, the Board may:
- (a) take no further action against the member;
  - (b) reprimand the member;
  - (c) suspend the membership rights of the Member for a specified period; or
  - (d) expel the member from the Association.
- 12.4 The Board must not fine members.

## 13. **Resignation**

- 13.1 Members may resign by giving written notice to the Association.
- 13.2 Members whose membership fees are more than 3 months in arrears are taken to have resigned.

## 14. **Cessation**

- 14.1 Members cease to be members on:
- (a) written resignation;
  - (b) death;
  - (c) expulsion;
  - (d) ceasing to have legal capacity; or
  - (e) if a body corporate, being dissolved or otherwise ceasing to exist.

14.2 If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

**15. Grievance Procedure**

15.1 The grievance procedure in this clause applies to any dispute under the rules between:

- (a) a member and another member; and
- (b) a member and the Board or the Association.

15.2 Within 14 days of one party notifying the other of a dispute, the parties must meet to discuss and act in good faith to attempt to resolve the dispute themselves.

15.3 A party may appoint another person to act on his or her behalf for the purposes of the grievance procedure.

15.4 If the parties are unable to resolve a dispute, they must meet again and submit the dispute to a mediator appointed by the Board.

15.5 The mediator:

- (a) must not have a personal interest in the dispute;
- (b) must not be biased in favour of or against any party;
- (c) may be a member or former member of the Association; and
- (d) if possible, must be appointed with the agreement of all parties.

15.6 The mediator conducting the mediation must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party;
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
- (d) not determine the dispute.

15.7 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 5 – GENERAL MEETINGS**

**16. Annual General Meeting**

16.1 The Board must convene an annual general meeting each year, to be held within five months of the end of the Association's financial year.

16.2 The ordinary business of the annual general meeting is:

- (a) to confirm the minutes of:
  - (i) the last annual general meeting; and

- (ii) any special general meetings since the last annual general meeting;
  - (b) to consider the annual report of the Board on the activities of the Association during its last financial year;
  - (c) to review the membership fee;
  - (d) to consider the Association's financial statements in accordance with the Act, containing particulars of:
    - (i) the income and expenditure of the Association during its last financial year;
    - (ii) the assets and liabilities of the Association at the end of its last financial year;
    - (iii) the mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year;
    - (iv) the same particulars in respect of each trust of which the Association was trustee during any part of its last financial year; and
    - (v) any trust, held on behalf of the Association by a person or body other than the Association, in which funds or assets of the Association are placed;
  - (e) to consider the audited accounts that accompany the statement;
  - (f) to elect the Board; and
  - (g) any other business submitted in accordance with these rules.
- 16.3 The annual general meeting may only consider other business of which notice has been given in accordance with these rules.

## 17. **Special General Meetings**

- 17.1 The Board may convene a special general meeting.
- 17.2 Ten or more members entitled to vote may, by notice (or notices) signed by those members, convene a special general meeting.
- 17.3 Special general meetings may only consider business of which notice has been given in accordance with clause 18.2.

## 18. **Notice**

- 18.1 At least 21 days' notice in writing of general meetings must be given to each member entitled to vote.
- 18.2 The notice must state:
- (a) the date, time and place (or places) of the meeting;
  - (b) if the meeting is to be held at more than 1 place, the technology that will be used;
  - (c) the general nature of each item of business to be considered; and
  - (d) if a Special Resolution is proposed:

- (i) the proposed resolution; and
- (ii) that it is intended that the resolution be proposed as a Special Resolution.

19. **Use of Technology**

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places at which the meeting is held, to hear and communicate with every other member with sufficient clarity.

20. **Quorum**

20.1 No business may be conducted at a general meeting, unless a quorum of members entitled to vote is present at the time the meeting is considering that item.

20.2 The quorum for the conduct of the business of a general meeting is the presence in person of at least 12 members entitled to vote.

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

- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- (b) in any other case, the meeting must be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

20.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) must be a quorum.

21. **Chairing**

21.1 The Chairperson is entitled to chair general meetings.

21.2 If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.

21.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the members present must elect another member to chair.

21.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

22. **Participation**

22.1 All members may attend general meetings.

22.2 Only members entitled to vote may speak at general meetings.

23. **Voting**

23.1 Each member or membership nominee present at a general meeting who is entitled to vote has 1 vote.

23.2 Members whose membership rights have been suspended under clause 9.5 are not entitled to vote.

- 23.3 Members may vote in person only and not by proxy.
- 23.4 Unless a poll is demanded:
- (a) voting is conducted by a show of hands; and
  - (b) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.
- 23.5 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.
- 23.6 The poll must be taken as directed by the chair of the meeting.
- 23.7 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

24. **Decisions at General Meetings**

- 24.1 Except in the case of a Special Resolution, decisions of members at general meetings are made by a simple majority.

**PART 6 – THE BOARD**

25. **Responsibilities and Powers**

- 25.1 The Board is responsible for the governance and management of the Association.
- 25.2 The Board may exercise all powers of the Association except those powers that the rules or the Act require to be exercised by general meetings of the members of the Association.
- 25.3 The Board may:
- (a) establish Committees in accordance with clause 57;
  - (b) by Regulation, delegate the management of the Association to the CEO; and
  - (c) delegate its powers in writing as it thinks appropriate.
- 25.4 No delegation by the Board under this clause limits the duties and liability of each Board Member.
- 25.5 The Board may, in writing, revoke a delegation wholly or in part.

26. **Board Members**

- 26.1 The Board has the following voting members:
- (a) 7 General Members elected by and from the members in accordance with clause 29;
  - (b) a Councillor appointed by the City of Moreland;
  - (c) a staff representative, elected in accordance with clause 31;
  - (d) a Site Group representative, elected by and from Site Group membership nominees in accordance with clause 32; and

- (e) at the Board's election, an Independent Member appointed in accordance with clause 33.
- 26.2 The CEO is a non-voting Board Member.
- 26.3 No one person can hold two positions on the Board simultaneously.
27. **Transitional Issues**
- 27.1 At the Commencement of:
- (a) these Rules, the General Members will be those elected at the previous annual general meeting in 2013;
  - (b) the annual general meeting in 2014, there will be a vacancy in the office of three positions of General Member (with the remaining four positions of General Member being filled in accordance with clause 27.1(a));
  - (c) the annual general meeting in 2015, there will be a vacancy in the office of two positions of General Member provided that such positions were not made vacant under clause 27.1(b) (with the remaining five positions of General Member being filled by two General Members in accordance with clause 27.1(a) and three General Members in accordance with clause 27.1(b)); and
  - (d) the annual general meeting in 2016, there will be a vacancy in the office of two positions of General Member provided that such positions were not made vacant under clauses 27.1(b) or 27.1(c) (with the remaining five positions being filled by three General Members in accordance with clause 27.1(b) and two General Member positions in accordance with clause 27.1(c)).
- 27.2 Subject to clauses 27.1(b) to 27.1(d), the General Member positions to be made vacant will be determined by the unanimous agreement of the General Members, and failing agreement, by lot.
28. **Nomination Process for General Members**
- 28.1 At least 4 weeks prior to the proposed date of the annual general meeting at which a resolution or resolutions will be proposed to fill a vacancy in the position of a General Member, the returning officer may request from members nominations for elections to positions falling vacant.
- 28.2 Nominations must:
- (a) be in writing;
  - (b) contain an undertaking that, if elected, the candidate will comply with the Charter;
  - (c) be signed by the candidate, consenting to the nomination; and
  - (d) be signed by 2 other members entitled to vote, nominating the candidate.
- 28.3 The Board may, by Regulation, prescribe a nomination form, but failure to use the prescribed form does not invalidate a nomination if it complies with this clause.
- 28.4 The original nominations must be received by the returning officer by no later than 5.00 pm 7 days before the annual general meeting.
- 28.5 The Board may, by Regulation, provide for candidate statements and photographs to be submitted with nominations and their publication.

28.6 If the number of valid nominations received for an election is the same as the number of positions to be elected, the returning officer must declare those candidates elected.

28.7 If the number of valid nominations received for an election is fewer than the number of positions to be elected, the returning officer must declare those candidates elected and further nominations must be sought at the annual general meeting.

29. **Election of General Members**

29.1 If more nominations are received for an election of General Members than there are positions to be elected, the returning officer must conduct a ballot.

29.2 The ballot must be a secret ballot.

29.3 The returning officer must give notice of the ballot to all members eligible to vote before the ballot opens.

29.4 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board Members by Regulation.

29.5 Only members entitled to vote at the close of nominations are eligible to vote in the ballot.

29.6 The candidate with the highest number of votes cast will be elected.

29.7 Members may vote for as many candidates as there are positions to be elected.

29.8 The ballot must remain open for 2 hours.

29.9 If two or more candidates receive the same number of votes and one, or some, but not all of those candidates must be elected, the returning officer must decide by lot which candidate is to be elected.

30. **Term of office of General Members**

30.1 Subject to clause 27, a General Member will hold office for a term of 3 years from the date of the annual general meeting at which they are appointed.

30.2 Subject to clause 30.3, a General Member must not serve more than 3 consecutive terms as a General Member.

30.3 Notwithstanding clause 30.2, where a General Member is appointed Chairperson during their third term of office, the Chairperson, if re-elected, may serve an additional fourth consecutive term.

30.4 A retiring General Member holds office until the end of the meeting at which that General Member retires but, subject to clause 30.2, is eligible for re-election.

30.5 A General Member elected under these rules takes office at the end of the meeting at which they are elected.

31. **Election of Staff Representative**

31.1 The staff representative must be elected by and from the staff of the Association at the time of each annual general meeting for a one year term of office.

31.2 Staff representatives are eligible for re-election.

32. **Election of Site Group Representative**

32.1 The Site Group representative must be elected by and from the Site Group membership nominees at the time of each annual general meeting, such election to be conducted in a manner which is deemed reasonable, fair and democratic by the Board.

32.2 Site Group representatives hold office for a one year term, but are eligible for re-election.

33. **Appointment of Independent Director**

33.1 Subject to clause 33.2, the Board may appoint an Independent Member, to fill any gaps in expertise as required by the Association from time to time.

33.2 A Board Member must deliver to the Board at least 21 days before a board meeting the nomination of an Independent Member made in writing and accompanied by the written consent of the candidate.

33.3 Without limiting anything in this clause 33, an Independent Member is subject to the same rights and obligations of the Board Members under these rules.

33.4 An Independent Member will hold office for a term of 3 years from the date of their appointment.

33.5 Notwithstanding clause 33.4, an Independent Member may stand for election as a General Member.

33.6 If the Board appoints a person as an Independent Member and that person ceases to hold the qualification in respect of which their skills as an Independent Member principally relate, the Board may immediately terminate the appointment and appoint a replacement Independent Member in accordance with these rules.

34. **Casual Vacancies**

34.1 If:

(a) there has been a vacancy in a Board Member position since the last election (“a casual vacancy”); and

(b) the remainder of the term of office of that position is for 3 or more months,

a casual vacancy must be filled:

(c) in the case of a General Member, by the Board as a casual vacancy;

(d) in the case of a staff group representative, by the staff representatives as a casual vacancy; or

(e) in the case of a Site Group representative, by the Site Group nominees as a casual vacancy.

34.2 A Board Member appointed under clause 34.1 must have their position as Board Member confirmed by the respective election process at the next annual general meeting and will cease to be a Board Member if their appointment is not confirmed.

35. **Resignation**

35.1 A Board Member may resign from the Board by written notice to the CEO.

35.2 A person other than the CEO ceases to be a Board Member if he or she ceases to be a member of the Association.

36. **Office-Bearers**

36.1 At the first Board meeting after the annual general meeting, the Board must appoint the following office-bearers from the General Members of the Board:

- (a) the Chairperson;
- (b) the Deputy Chairperson;
- (c) the Secretary; and
- (d) the Treasurer.

36.2 Office-bearers are eligible for re-election.

36.3 Office-bearers may resign by written notice to the CEO.

36.4 Office-bearers who cease to be Board Members cease to be office-bearers.

36.5 The Board must, as soon as practicable, fill casual vacancies in office-bearer positions, and in the case of the Secretary must fill the vacancy within 14 days.

37. **CEO**

37.1 The Board must appoint a CEO.

37.2 The CEO is responsible to the Board for the management of the Association.

37.3 The terms, conditions and duties of the CEO will be decided by the Board.

38. **Secretary**

38.1 The Secretary must:

- (a) be over the age of 18 and live in Australia;
- (b) within 14 days of being appointed, give written notice to the Registrar of his or her appointment; and
- (c) perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

38.2 The Board may suspend or remove a Secretary from that office.

39. **Returning Officer**

39.1 The Board must appoint a returning officer at least 12 weeks before the annual general meeting.

39.2 The returning officer:

- (a) must not be a Board Member, a member of the Association or an employee of the Association;
- (b) is responsible for the conduct of the elections; and
- (c) may decide all matters relating to the election of General Members not provided for in these

rules or the Regulations.

40. **Regulations**

40.1 The Board may, by resolution passed with at least 7 votes in favour, make Regulations to give effect to these rules.

40.2 Members must at all times comply with the Regulations as if they formed part of these rules.

41. **Public Statements**

41.1 The Chairperson is able to make public statements on behalf of the Association.

41.2 The Board may, by Regulation or resolution, authorise the CEO or another person to make public statements on behalf of the Association.

41.3 No person may make any public statement on behalf of the Association unless authorised by the Board.

42. **Duties**

42.1 In accordance with the Act, Board Members and former Board Members must not, knowingly or recklessly, make improper use of:

(a) their position; or

(b) information acquired by virtue of their position,

so as to:

(c) gain, directly or indirectly, any financial benefit or material advantage for his or herself or any other person; or

(d) to cause detriment to the Association.

42.2 Board Members also owe the following duties to the Association:

(a) to act honestly and in good faith, and for a proper purpose; and

(b) to exercise reasonable care and diligence,

when carrying out their duties, or acting in their capacity as Board Members.

42.3 Board Members must comply with the Charter.

42.4 Board Members must, as a minimum, be a member of one Committee.

43. **Payments to Board Members**

43.1 The Association must reimburse Board Members for all expenses properly incurred by them:

(a) in their capacity as Board Members; or

(b) otherwise on behalf of the Association.

43.2 The Association must not make any other payments to:

- (a) Board Members; or
- (b) any Entity directly or indirectly controlled by a Board Member.

44. **Indemnity**

The Association must indemnify Board Members, out of the assets of the Association, against any liability incurred by them as Board Members (other than to the Association), unless the liability arises as a result of conduct not carried out in good faith.

**PART 7 – BOARD MEETINGS**

45. **Convening**

- 45.1 The CEO, the Chairperson, or 3 Board Members may convene a Board meeting.
- 45.2 Board meetings must be held at least 6 times each year.
- 45.3 At the first Board meeting after each annual general meeting the Board must, by resolution, set the dates, times and places of ordinary Board meetings until the next annual general meeting.
- 45.4 The Board may, by resolution, subsequently change the dates, times and places of Board meetings.

46. **Notice**

- 46.1 Each Board Member must be given at least 7 days' notice in writing of Board meetings, subject to clause 46.4.
- 46.2 Notice may be given of more than 1 Board meeting at the same time.
- 46.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 46.4 In cases of urgency a meeting may be held without the notice required by clause 46.1, provided that:
  - (a) as much notice as practicable is given to each Board Member by the quickest practicable means; and
  - (b) no resolution is passed unless at least 7 members vote in favour of that resolution.

47. **Use of Technology**

- 47.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board Member present at all places the meeting is held to clearly and simultaneously communicate with every other Board Member.
- 47.2 Without limiting clauses 46.4 and 47.1, Board meetings may be convened and held by telephone.

48. **Quorum**

- 48.1 The quorum for Board meetings is the presence (in person or as allowed under clause 47) of at least 5 Board Members.

49. **Chairing**

- 49.1 The Chairperson is entitled to chair Board meetings.

49.2 If the Chairperson is not present, or does not wish to chair a Board, the Deputy Chairperson is entitled to chair that Board meeting.

49.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the Board meeting, the members present must elect another Board Member to chair the meeting.

49.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

50. **Voting**

50.1 Subject to clause 26.2, each Board Member present at a Board meeting has 1 vote.

50.2 Board Members may only vote in person, and not by proxy.

50.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

51. **Disclosure of Interest**

51.1 Subject to the Act, where a Board Member has a material personal interest in any matter being considered by the Board, that Board Member must:

- (a) disclose the nature and extent of their interest:
  - (i) to the Board as soon as they become aware of the interest; and
  - (ii) in a statement submitted to the next annual general meeting; and
- (b) not be present while the matter is being considered at the meeting or vote on the matter.

52. **Resolutions without Meeting**

52.1 A resolution agreed to in writing by all Board Members has the same effect as a resolution passed at a Board meeting.

52.2 In clause 52.1 “all Board Members” does not include those who have leave of absence from the Board.

**PART 8 – COMMITTEES**

53. **Meetings**

The quorum for committee meetings will be the presence of at least 2 Board Members.

54. **Finance Committee**

54.1 The Board must, at the first Board meeting following the annual general meeting each year, appoint a Finance Committee comprising of the CEO, the Treasurer and other Board Members.

54.2 The Committee must:

- (a) receive financial reports from the CEO and staff;
- (b) periodically review the Association's progress against budget targets;
- (c) provide commercial support and guidance to the CEO; and

- (d) make recommendations to the Board concerning the financial matters of the Association.

**55. Board Executive**

55.1 The Board Executive comprises of the CEO, the Chairperson, Deputy Chairperson, the Secretary and the Treasurer.

55.2 The Board Executive must:

- (a) receive reports from the CEO; and
- (b) make recommendations to the Board on the following issues:
  - (i) governance issues;
  - (ii) initiating annual general meetings and special meetings;
  - (iii) staffing issues;
  - (iv) general operational policies;
  - (v) stakeholder relations;
  - (vi) the Rules; and
  - (vii) issues referred to it by the Board.

**56. Communications Committee**

56.1 The Board must, at the first Board meeting following the annual general meeting each year, appoint a Communications Committee comprising of the CEO and other Board Members.

56.2 The Communications Committee must offer the following assistance to the Board:

- (a) provide strategic direction and practical assistance to the Association to lift the profile of the Association and its activities within the local community, greater Melbourne or more broadly; and
- (b) make recommendations regarding strategies to increase visitation, custom and membership of the Association.

**57. Other Committees**

57.1 The Board may, by Regulation or resolution, establish other standing or ad hoc committees with such membership and terms of reference as it thinks appropriate.

57.2 Board appointed committees may include members who are not Board Members or members of the Association.

**PART 9 – FINANCIAL AND LEGAL**

**58. Sources of Funds**

The funds of the Association may be derived from subscriptions, events, sales, grants, donations, interest and any other sources approved by the Board.

59. **Financial Year**

The financial year of the Association is from 1 July to 30 June.

60. **Management of Funds**

60.1 The Board is responsible for the management of the funds of the Association.

60.2 The Board must make Regulations providing for the financial management of the Association.

61. **Payments**

61.1 All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by 2 Board Members.

62. **Public Fund**

62.1 The Fund is established to receive all gifts of money or property for the purpose set out in clause 2(a) and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.

62.2 The objective of the Fund is to support the Association's environmental purposes.

62.3 Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Association.

62.4 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.

62.5 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.

62.6 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.

62.7 The Fund will be operated on a not-for-profit basis.

62.8 The Board must appoint a management committee of no fewer than three persons to administer the Fund. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

62.9 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 Fund;
- (b) there is any change to the membership of the management committee of the 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.

62.10 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 Fund are only used for its principal purpose.

62.11 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 be influenced by the preference of the donor.

- 62.12 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.
- 62.13 Statistical information requested by the Department on donations to the Fund will be provided within four months of the end of the financial year.
- 62.14 An audited financial statement for the Association and its Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

**63. Records**

- 63.1 The Board must provide for the safe keeping of the records, securities and other Relevant Documents of the Association.
- 63.2 Members may inspect and obtain copies of the records, securities and other Relevant Documents of the Association at any reasonable time by way of request to the Secretary, subject to clause 63.3.
- 63.3 Members may not inspect the records of the Association that contain confidential, personal, employment, commercial and legal matters.
- 63.4 Copies of the rules of the Association and the Regulations must be available to members and applicants for membership.
- 63.5 The Association must keep financial records that:
- (a) accurately record and explain its transactions and financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.

63.6 The Association must retain the financial records and financial statements for 7 years.

**64. Financial Statements**

- 64.1 The Board must cause financial statements to be prepared as soon as practicable after the end of each financial year in accordance with the Act.
- 64.2 The Board must, if required, arrange for financial statements to be audited in accordance with the Act before being submitted to the annual general meeting in accordance with clause 16.2(d) of these rules.
- 64.3 The Secretary must give the Registrar a copy of the financial statements of the Association within 1 month after the annual general meeting (including a copy of the audited accounts and the auditor's report).

**65. Minutes**

The Secretary must ensure that minutes are taken and kept of all general meetings and Board meetings.

**66. Common Seal**

- 66.1 The Association may have a common seal.
- 66.2 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 be authenticated with the common seal of the Association if authorised by resolution of the Board;
- (c) the use of the common seal must be witnessed by the signatures of at least 2 Board Members nominated by the Board by Regulation or resolution;
- (d) the Board may nominate a list of individuals or positions to be signatories for the purpose of clause 66.2(c); and
- (e) the Board must keep custody of and provide for the safe keeping of the common seal.

**67. Registered Address**

- 67.1 The registered address of the Association for the service of documents is the address of the principal office of the Association, unless the Board, by Regulation, nominates a different address.
- 67.2 Under the Act the Association must notify the Registrar within 14 days of any change of registered address.

**68. Amendment of Rules**

- 68.1 These rules may only be amended by Special Resolution.
- 68.2 An amendment to these rules does not take effect until it has been approved by the Registrar.
- 68.3 The Secretary must apply to the Registrar for approval of the amendment within 28 days after the Special Resolution was passed.

**69. Winding Up**

- 69.1 The Association may be wound up voluntarily by Special Resolution in accordance with the Act.
- 69.2 If the Association:

- (a) is wound up:
  - (i) voluntarily; or
  - (ii) by a court; or
- (b) has its incorporation is cancelled,

the remaining assets of the Association must not be distributed to any member

- 69.3 Subject to the Act if the Association is wound up or has its incorporation cancelled, the remaining assets must be given to an Entity that:
  - (a) has a similar purpose to the Association;
  - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the Association; and
  - (c) is also exempt from income tax.

70. **Notices**

- 70.1 Members must give the Association their address for the purposes of notification in writing, and advise the Association of any change in that address.
- 70.2 The address for notices may include a fax number and an email address.
- 70.3 Notice may be given to a member by sending it to the address last given by the member.
- 70.4 In the case of Household and organisation memberships, notice will be deemed to be given if sent to the relevant membership nominee at the address last provided by that nominee.
- 70.5 In these rules, a period of notice of a meeting expressed in days:
- (a) does not include the day on which notice is given; but
  - (b) includes the day on which the meeting is held.
- 70.6 Notices sent by prepaid post are taken to have been given on the second day after posting, that is not a Saturday, Sunday or public holiday at that address.
- 70.7 Notices sent by fax or email are taken to have been given on the first day after sending, that is not a Saturday, Sunday or public holiday at that address.
- 70.8 In this clause “member” includes a Board Member.

# Annexure A

## Application Form

### CERES Membership

Individual \$60     Individual concession \$30\*

\*Students, pensioners or Health Care Card holders

Card number:

Household \$80

Not-for-profit organisation \$150     Business \$300

Lifetime \$750 (one-off payment)



### Donate to CERES

I would also like to support CERES by making a one off tax deductible donation:

\$20     \$50     \$100     \$250     \$500    Other \$

To set up regular donations or to make an online donation visit [www.ceres.org.au/donate](http://www.ceres.org.au/donate)

### My details

Name:

If a household member, second name on card:

Address:

Postcode:     Suburb/Town:

Email:

Phone:  (Home/Work/Mobile)

DOB:

I authorise CERES to debit \$  from my:  Visa Card     Mastercard

Card number: ---

Expiry:  /  (MM / YY)

Name on card:     Signature:

Please make cheques payable to CERES Community Environment Park

#### OFFICE USE ONLY

Date paid:     Processed and sent:

EFT/CC Number:     Initials: