

**ASSOCIATION RULES**  
**Friends of Scotchmans Creek and Valley Reserve**  
**Registration No. A0037872K**

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) **(the Act)**

**The Association**

1. The name of the Association is: Friends of Scotchmans Creek and Valley Reserve Inc. **(the Association)**
2. The purposes of the Association are:  
To assist the Local Government Authority and the Waterway Management Authority in:
  - a. protecting and maintaining the Urban Park environment of Scotchmans Creek, Valley Conservation Reserve and the surrounding open space;
  - b. maintaining the character of the creek, by controlling erosion and managing the banks;
  - c. protecting and facilitating observation of flora and fauna;
  - d. rehabilitation of the natural environment and planting of indigenous flora;
  - e. controlling and eradicating noxious and other weeds, and discouraging the degradation of the area;
  - f. and encouraging neighbours and the wider community to participate in the management of the environs. **(the Purposes)**.
3. The financial year of the Association ends on 30 June of each year.

**Powers of Association**

4. The Association has power to do all things that help it to achieve these Purposes.
5. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

**Not for profit organisation**

6. The Association must not distribute any surplus, income or assets directly or indirectly to its members:

This 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.

**Members**

7. The Association must have at least 5 members.
8. Anyone who supports the Purposes of the Association can apply to join the Association as a member.
9. An individual can apply to join the Association as an Individual member and if accepted and aged at least 18 years may vote at any general meeting. A family can apply to join the Association as a Family member and if accepted 2 of its members aged at least 18 years may vote at any general

meeting. An organisation can apply to join the Association as an Organisation / Corporate member and if accepted 1 representative aged at least 18 years may vote at any general meeting.

10. The Committee can set or change annual subscription fees for members. Changes to the annual subscription fees must be approved by members at a general meeting.
11. A person, family or organisation can apply to join the Association by completing the Membership Application form and sending the completed form to the Treasurer with the appropriate annual subscription.
12. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return any money accompanying the application and write to the person to tell them their application has been rejected.
13. A person, family or organisation becomes a member when:
  - a. the Committee has approved their application to join the Association;
  - b. the Association has received the appropriate annual subscription; and
  - c. the Secretary has entered the member's name, address and date they became a member on the members register.

The Association must inform the member when their membership has started.

14. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any subscription fees already paid.
15. Members must pay the annual subscription fee on or before the 30<sup>th</sup> day of June each year. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
16. A member is taken to have resigned if their annual subscription is more than 12 months in arrears.
17. Members have rights and liabilities as set out in the Act and in these rules.
18. Each member's liability is limited to the annual subscription fees.

### **Members' access to documents**

19. A member may, subject to rules 21 to 23, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
20. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
21. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
22. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
23. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

## The Committee

24. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**) who must be Association members who are entitled to vote at a general meeting.
25. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
26. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
27. The Committee positions are
  - a. The President
  - b. The Vice President
  - c. The Treasurer
  - d. The Secretary  
(these are the Officers)
  - e. Up to eight Ordinary Committee Members.
28. The Secretary must be at least 18 years of age, and live in Australia.
29. If the Secretary stops living in Australia, they cannot remain the Secretary.
30. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

## Election of Committee and term of office

31. Committee Members are elected by members of the Association at the AGM. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again, except that the President and Vice President shall not hold the same office for more than two consecutive years and the Secretary and Treasurer shall not hold the same office for more than three consecutive years.
32. At the AGM, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 33 to 36.
33. A member who is 18 years of age or over can nominate to be on the Committee by writing to the Secretary, and two other members must support their nomination in writing. The supported nomination must be received at least 7 days before the AGM. If there are insufficient nominations, the Chairperson of the meeting must call for further nominations at the AGM.
34. Separate elections must be held for each Officer:
  - a. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
  - b. If more than one member is nominated, an election must be held in accordance with rule 36.
  - c. On his or her election, the new President may take over as Chairperson of the meeting.
35. A single election may be held to fill all of the ordinary positions.
  - a. If the number of members nominated to be ordinary Committee members is not more than eight, the AGM Chair must declare each of those members to be elected.

- b. If the number of members nominated exceeds eight, an election must be held in accordance with rule-36.
36. If an election is required:
- a. The Chairperson of the meeting must appoint a member to act as returning officer to conduct the voting. The returning officer must not be a member nominated for the position.
  - b. Before the vote is taken, each candidate may make a short speech in support of his or her election.
  - c. If any member requests it, the voting must be by ballot.
  - d. Each member entitled to vote, may vote for the candidate or candidates of their choice, but must not vote for more candidates than the number to be elected.
  - e. 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.
  - f. If the result of an election cannot be declared because 2 or more candidates received the same number of votes, a further election must be conducted to decide which of them is to be elected, or they may agree to have the result decided by lot.
37. A Committee Member stops being on the Committee if they:
- a. resign, by writing to the Committee or the Secretary;
  - b. cease to be entitled to vote at a general meeting, or leave the Association;
  - c. are removed by a special resolution of members of the Association;
  - d. otherwise cease to be a committee member by operation of section 78 of the Act or;
  - e. die.
38. If a Committee Member stops being on the Committee before the end of their term, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

### **Minutes and Records**

39. Among its other responsibilities, the Committee is responsible for making sure that:
- a. accurate minutes of general meetings and Committee meetings of the Association are made and kept; and
  - b. all records, securities and relevant documents of the Association are kept securely by the Secretary.

### **Committee Meetings**

40. The Committee shall meet at least four times per year at such place and such time as the Committee may determine. The Secretary must give 7 days' notice (with a meeting Agenda) of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
41. A special or urgent committee meeting may be called by the President or by any 4 of the members of the committee. At any such meeting only the issues for which the meeting was called can be considered. Any resolution made at an urgent meeting requires the votes of at least half of the members of the committee.
42. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.

43. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting.
44. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
45. 50% of the Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
46. The Secretary (or his/her delegate) shall take the minutes of the meeting and record how decisions are made. The draft minutes shall be distributed after the meeting to the committee members for checking of accuracy.
47. A committee member who has a material personal interest in a matter being considered at a committee meeting must not be present while the matter is being considered at the meeting and must not vote on the matter.  
This rule does not apply to a material personal interest:
  - a. that exists only because the Committee Member belongs to a class of persons for whose benefit the association is established; or
  - b. that the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
48. The Committee must keep a conflict of interest register.

### **General Meetings**

49. The Association must hold an AGM within five months of the end of the Association's financial year.
50. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Officers and Ordinary Committee Members. The notice of AGM must include any special business or motions to be considered.
51. The Committee or a group of at least 10% of all members may call a Special General Meeting.
52. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology), for the meeting to be held.
53. Members may not vote by proxy at general meetings.
54. A member desiring to bring any business before a meeting may give 28 days notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
55. Notice of general meetings must be provided to all members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
56. Notices of general meetings must include proposed matters to be dealt with at that meeting.
57. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
58. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
59. If a vote of the members is tied, the Chair of the meeting has the deciding vote.

60. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 52) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).
61. Draft minutes of the meeting shall be distributed to all members within 21 days after the meeting.

### **Grievance disputes**

62. If there is a dispute under these Rules between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves within 14 days from the date the dispute is known to all parties involved.
63. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. The party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about.
  - b. The Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing.
  - c. At the hearing, each party must have an opportunity to be heard and agree to do their best to resolve the dispute.
  - d. If the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.
  - e. The cost of the mediator is to be shared by the Association and the aggrieved party.
64. 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.

### **Disciplining members**

65. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
66. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
67. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by an unbiased decision-maker;
  - b. the member must have an opportunity to be heard; and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
68. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

## **Management of Funds**

69. The Association may derive or generate funds from annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
70. Transactions must be overseen by the Treasurer. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
71. Financial records must be kept by the Treasurer and stored for 7 years, and in accordance with any other applicable laws.

## **Common Seal**

72. The Association does not have a common seal.

## **Registered address**

73. The registered address of the Association is
  - a. the address determined from time to time by resolution of the Committee; or
  - b. if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

## **Alteration of rules**

74. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.
75. For special resolutions, at least 21 days notice must be given to members. The notice shall include date, time, place, full proposed resolution and a statement of intention that the motion be proposed.
76. The special resolution is passed if not less than three quarters of the members of the association voting at the meeting, vote in favour of the resolution.

## **Winding up and dissolution**

77. The members may vote by special resolution at a general meeting to wind up the Association or voluntarily cancel its registration, and to decide to which charity the 'surplus assets' will be distributed.
78. The 'surplus assets' of the association are the assets of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up or voluntary cancellation of the Association.
79. Any surplus assets must not be distributed to the members or former members of the association.
80. In the event of the Association being dissolved, and subject to the Act, any other applicable law and any court order, any surplus assets shall be transferred to another organization with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.