

Statement of Purpose & Standard Rules (Constitution) for the Latrobe Catchment Landcare Network

LCLN Rules of Association Accepted at AGM

2nd November 2022

TABLE OF CONTENTS

1. NAME	3
2. DESCRIPTION OF NETWORK	3
3. STATEMENT OF PURPOSE	3
4. ROLE OF THE NETWORK	3
5. DEFINITIONS	4
6. ASSETS AND INCOME	5
7. ESTABLISHMENT OF PUBLIC FUND	5
8. APPLICATION FOR MEMBERSHIP	6
9. REGISTER OF MEMBERS	8
10. GENERAL REIGHTS OF MEMBERS	8
11. RESIGNATION OF MEMBERS	8
12. EXPULSION OF MEMBERS	8
13. DISPUTES AND MEDIATION	9
14. THE BOARD	10
15. SPECIAL GENERAL MEETINGS	11
16. USE OF TECHNOLOGY	12
17. QUORUM AT GENERAL MEETING	12
18. ANNUAL GENERAL MEETING	12
19. SPECIAL RESOLUTIONS	13
20. PROCEEDINGS OF THE BOARD	14
21. VOTING PROCEDURES FOR BOARD MEETINGS	15
22. MINUTES OF MEETINGS	15
23. COMMITTEES OF THE LCLN BOARD	16
24. ELECTION OF OFFICERS AND VACANCY	16
25. CHAIRPERSON	17
26. VICE-CHAIRPERSON	17
27. SECRETARY	18
28. TREASURER	18
29. REMOVAL OF BOARD MEMBERS	19
30. ADMINISTRATIVE SUPPORT	19
31. FINANCIAL MANAGEMENT	20
32. ALTERATIONS OF RULES AND STATEMENT OF PURPOSES	20
33. HONORARIUMS	20
34. CUSTODY OF RECORDS	21
35. WINDING UP OR CANCELLATION	21

Latrobe Catchment Landcare Network Incorporated

1. NAME

The name of the Incorporated Association is the “**Latrobe Catchment Landcare Network Incorporated**” (in these rules called “LCLN”)

2. DESCRIPTION OF NETWORK

The Latrobe Catchment Landcare Network (LCLN) was formed in 1999 to deliver and manage National Heritage Funds across the Lake Wellington Catchment. The Latrobe Catchment Landcare Network today covers approximately 6000 square kilometres across the Baw Baw, Latrobe City and Wellington Shires. The Network encompasses Landcare Groups from Warragul in the West across to Rosedale in the East and from the Ridge of the Great Divide in the north to the ridge of the Strzelecki’s in the south.

The Latrobe Catchment Landcare Network is a not-for-profit, registered environmental organisation.

3. STATEMENT OF PURPOSE

Latrobe Catchment Landcare Network encourages community activities that support environmental and farming sustainability and provides leadership and management for the Network to strengthen and build capacity in the catchment.

- ❖ **Caring for the Land**
- ❖ **Caring for the People**
- ❖ **Collaboration, Partnerships and Funding**
- ❖ **Board and Governance**

4. ROLE OF THE NETWORK

Caring for the Land

- Promote best land management practices, understanding and provision of information for
 - Regenerative agriculture
 - Biodiversity
 - Pest and Weed Control
- Promote perception of the environment and economy as co-dependent, recognising the reality of climate change.
- Facilitate on-going and long-term weed and pest control in partnership with community, government, and organisations

Caring for the People

- Sustain existing and build new memberships of the Latrobe Catchment Landcare Network catering for diversity of groups, ages, and interests.

- Build the capacity, skills and resources for groups and members and facilitate the sharing of skills, expertise, and knowledge between members.
- Support groups and members with skills and expert advice
- Promote Landcare in the wider community including the many benefits of Landcare; and affirm the social role of Landcare including meeting like-minded people, skills, knowledge development, health & fitness, and socialising

Collaboration, Partnerships and Funding

- Develop and strengthen strategic partnerships with
 - local, regional, state, and national government departments and agencies
 - other organisations with common goals in natural resource management and community programs
 - philanthropic, business and the corporates
- Strengthen and encourage opportunities with younger people
- Maintain and develop funding of staff and projects
- Develop Network and group capacity to secure funds from government and philanthropic sources by serving as a conduit between funding sources and project ideas
- Seek local sponsorship/funding opportunities with businesses and corporations
- Establishing a public fund to attract funds for the delivery of projects that preserve, protect, and enhance the environment of West and Central Gippsland.

Board and Governance

- Ensure the Board and staff are clear on their roles, purpose, and priorities within the LCLN constitution.
- Supporting groups to meet their governance requirements
- Ensure Board and staff have appropriate governance skills
- Board to ensure staff are appropriately supported and encouraged

5. DEFINITIONS

In these Rules, unless the contrary intention appears-

- **"Act"** means the **Associations Incorporation Reform Act 2012**
- **"Board"** means the LCLN Board as defined in these rules.
- **"Financial year"** means the year ending on 30 June.
- **"member"** means a member of the LCLN (via a member group or an individual member)
- **"Regular member of the Board"** means a member of the Board who is not an executive of the Board under clause 24
- **"Regulations"** means regulations under the Act.
- **"Relevant documents"** has the same meaning as in the Act.
- **"The fund"** means the Latrobe Catchment Landcare Fund established to support the environmental purposes of LCLN
- **"The Department"** means Department of the Climate Change, Energy, the Environment and Water
- In these Rules, the Secretary of LCLN is a reference to--
 - (a) where a person holds office under these Rules as Secretary of LCLN, to that person; and
 - (b) in any other case, to the designated staff member.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Act.

6. ASSETS AND INCOME

6.1 Not for Profit: The assets and the income of LCLN 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 except as bona fide remuneration for services rendered or expenses incurred on behalf of LCLN.

6.2 The LCLN shall govern the financial and human resources available to it in order to achieve the goals defined in the Statement of Purpose. (Clause 3)

6.3 The Treasurer shall be responsible for controlling the finances and assets. The Executive Officer shall provide reports and all accounts to the Treasurer for approval.

6.4 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and will not be influenced by the preference of the donor.

7. ESTABLISHMENT OF PUBLIC FUND

7.1 LCLN will establish and maintain a public fund to be called “Latrobe Catchment Landcare Fund”.

7.2 The objective of the fund is to support the environmental objects of the Latrobe Catchment Landcare Network as defined in the Statement of Purpose and Role (Clause 3 and 4)

7.3 Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of LCLN.

7.4 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.

7.5 A separate bank account will 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 LCLN.

7.6 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.

7.7 Receipts are to be issued in the name of “Latrobe Catchment Landcare Fund” and proper accounting records and procedures are to be kept and used for the fund.

7.8 The fund will operate on a not-for-profit basis.

7.9 Requirement of the Public Fund

LCLN will inform the Department as soon as possible if:

- a) The name of the fund changes.
- b) There is any change to the membership of the management committee of the public fund.

c) There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

7.10 Ministerial Rules

LCLN 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.

7.11 LCLN will provide statistical information requested by the Department on donations to the Fund within four months of the end of the financial year.

7.12 An audited financial statement for LCLN and the public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public monies and the management of public fund assets.

8. APPLICATION FOR MEMBERSHIP

8.1 Member Landcare Groups

8.1.1 A Landcare Group with objectives the same or similar to LCLN and located within LCLN's geographical boundaries may make application and be approved for group membership of LCLN as provided in these Rules.

8.1.2 An application of a Group for membership of LCLN shall:

- (a) be made by the 2 members of Executive of the Group
- (b) include a list of all the members (at least 5) of the Group
- (c) be lodged with the Executive Officer
- (d) include details of purpose and objectives of the Group

8.1.3 No fee is payable for a group's membership of the LCLN.

8.1.4 At the next scheduled meeting, the Executive Officer shall refer the application to the Board to determine whether to approve or reject the application.

8.1.5 Upon an application being approved by the Board, the Executive Officer shall, with as little delay as possible, notify the applicant Group in writing that the Group is approved for membership of LCLN.

8.1.6 Executive Officer or assigned staff member shall enter the successful applicant Group members' names in the Network's register of members, and upon the names being so entered, the applicant Group becomes a Member Landcare Group of LCLN.

8.1.7 Upon an application being rejected by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing that the Group is not approved for membership and the reasons for rejection.

8.1.8 A right, privilege, or obligation of a Member Landcare Group by reason of its membership of the LCLN:

- (a) cannot be transferred or transmitted to another Group and
- (b) terminates upon the cessation of their membership whether by resignation or otherwise.

8.1.9 In September each year, each Member Group will provide LCLN with:

- a) a list of its members (full name, address, contact numbers and email, if available) for that financial year
- b) a list of its Office Bearers
- c) a report on its activities

8.1.10 Each Member Landcare Group may create its own by-laws for the administration of their activities provided that in the absence of any such by-laws, the Rules of LCLN shall as far as practicable be adopted by a Member Group. Where any inconsistency of purpose exists between LCLN and a Member Group, the purposes of LCLN shall prevail.

8.1.11 Each Member Landcare Group may also create its own procedure for the nomination and approval of a person who wishes to become a member of that Group.

8.1.12 Neither a Member Landcare Group nor any of its representatives shall enter into a contract or incur an obligation or liability of a material nature on behalf of the LCLN ("material" to be determined by the Board from time to time) without the written approval of the Board.

8.1.13 The Board shall, from time to time, recommend a type and amount of insurance cover that a Member Landcare Group shall be required to have in effect. Such insurance cover as determined by the Board shall be compulsory for all Member Landcare Groups.

8.1.14 A Member Landcare Group may be dissolved by a resolution of members making up that Group according to the Rules of Constitution of the Member Landcare Group. In the absence of such Rules or Constitution of the Member Landcare Group, the Board's guideline is such a resolution requiring a three quarters majority of the members of the Group present at a meeting convened for that purpose. Upon dissolution of a Member Landcare Group, all funds of that Group will be distributed according to the rules of that Member Landcare Group.

8.1.15 The Board may subject to clause 12 expel a Member Landcare Group from LCLN. Upon expulsion the Member Landcare Group affected will immediately cease to associate itself with LCLN.

8.1.16 In complying with Clause 9, the LCLN designated staff member shall denote against each member's name the Member Group to which that individual member belongs.

8.1.17 For the purposes of ensuring compliance with these rules a Member Group shall provide any information pertaining to the Group activities and membership that may be requested by the Secretary or the Board from time to time

8.2 Individual Network Members

8.2.1 An individual may make an application for direct membership of the LCLN. The application must be in writing and shall be subject to the same conditions as laid down for Group members.

8.2.2 Fees for individual Network membership shall be set by the Board at AGM and are payable annually.

8.2.3 All Landcare activities carried out by an individual Network member, which have the approval of the Executive of the Board, are covered by public liability insurance as is maintained by the Board.

9. REGISTER OF MEMBERS

An LCLN designated staff member shall keep and maintain a register of all members of the LCLN including full name and address, phone and email and type of membership – Member Landcare Group, or Individual, date joined.

10. GENERAL RIGHTS OF MEMBERS

10.1 A member is entitled to vote if,

- a) the member is a member of a Member Landcare Group or an Individual member; and
- b) more than 10 business days have passed since he or she became a member of the LCLN and
- c) the member's membership rights are not suspended for any reason.

10.2 A member of the LCLN who is entitled to vote has the right.

- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- b) to submit items of business for consideration at a general meeting; and
- c) to attend and be heard at general meetings; and
- d) to vote at a general meeting; and
- e) to attend and vote at Special General Meetings of LCLN and
- f) to have access to the minutes of general meetings and other documents of LCLN; and
- g) to inspect the register of members.

11. RESIGNATION OF MEMBERS

11.1 A Member of LCLN (individual or member of Member Group) that has paid all moneys due and payable by it to LCLN or member group, may resign from LCLN by first giving one (1) months' notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

11.2 Upon the expiration of a notice given, the Secretary shall make an entry recording the date on which the Member ceased to be a member.

12. EXPULSION OF MEMBERS

12.1 Subject to these Rules, the Board may by resolution:

- (a) expel a Board Member from LCLN; or
- (b) suspend a Board Member from LCLN for a specified period.

If the Board is of the opinion that the Member

- (a) has refused or neglected to comply with these rules; or

- (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of LCLN or bringing Landcare into disrepute.

12.2 A resolution of the Board under sub-clause (11.1) to expel or suspend:

- (a) does not take effect unless the Board, at the next scheduled meeting, confirms the resolution
- (b) where the member exercises a right of appeal to LCLN does not take effect unless LCLN confirms the resolution in accordance with this clause.

12.3 Where, the Board passes a resolution to expel or suspend a member, under sub-clause 11.1, the Secretary shall, for the purpose of giving notice in accordance with sub clause 11.2 as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Board and the grounds on which it was based.
- (b) stating that a representative of the Member may address the Board at the next scheduled meeting after the service of the notice.
- (c) stating the date, place, and time of the meeting.
- (d) informing the Member that they may do one or more of the following:
 - (i) have a representative attend the Board meeting.
 - (ii) give to the Board before the date of the meeting written statement seeking revocation of the resolution.
 - (iii) lodge with the Secretary, not later than 24 hours before the date of the meeting, a notice to the effect that the Member wishes to appeal to LCLN in a Special Meeting against the resolution.

12.4 At a meeting of the Board held in accordance with sub-clause 11.2, the Board:

- (a) shall give to the Member an opportunity to be heard.
- (b) shall give due consideration to any written statement submitted by the Member.
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

Upon the receipt of a notice under sub-clause 11.3 d (iii), the Secretary shall notify the Board, and the Board shall convene a Special General Meeting of LCLN to be held within 21 days after the date on which the Secretary received the notice.

12.5 At a Special Meeting of LCLN convened under sub-clause 12.4:

- (a) no business other than the question of the appeal shall be transacted.
- (b) the Board may place before the meeting details of the grounds for the resolutions and the reasons for the passing of the resolution.
- (c) the member shall be given the opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.6 If at the Special Meeting:

- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

13. DISPUTES AND MEDIATION

13.1 The grievance or disciplinary procedure set out in this rule applies to disputes within the jurisdiction of the LCLN under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the LCLN.

13.2 The relevant member must be informed of the grounds for the grievance or disciplinary action the LCLN proposes to take against them and must be given the opportunity to be heard in relation to the matter at a meeting.

13.3 A meeting with all relevant parties to the dispute must attend and the outcome of the procedure must be determined by an un-biased decision-maker or mediator.

13.4 A member may appoint any person to act on their behalf in the grievance procedure.

13.5 A member of the LCLN who is the subject of a disciplinary procedure must not initiate a grievance procedure until the disciplinary procedure is complete.

13.6 The meeting must allow each party involved in the dispute to have the opportunity to be heard on the matter

13.7 The procedure must be completed as soon as reasonably practicable, to the extent that this is compatible with the above requirements.

13.8 The mediator must be:

- a) in the case of a dispute between a Member and another Member, a person appointed by the Board of LCLN: or
- b) in the case of a dispute between a Member and LCLN, a person who is a Mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice)

13.9 A Member of LCLN can be a Mediator.

13.10 The Mediator cannot be a party to the dispute.

13.11 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

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

14. THE BOARD

14.1 The affairs of LCLN shall be managed by a Board constituted as provided in clause 20.

14.2 The Board:

- (a) shall control and manage the business and affairs of LCLN
- (b) may, subject to these rules, the Regulations, and the Act, exercise all such powers and functions as may be exercised by LCLN other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of LCLN: and
- (c) subject to these Rules, the Regulations, and the Act, has the power to perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of LCLN

- (d) shall act fairly and equitably on behalf of, and represents the interests of, all participating Landcare Groups in negotiations and promotions with external agencies concerning network-wide projects and issues
- (e) is responsible for overall management of the Network in line with the Statement of Purpose and Role of the Network.
- (f) ensures that all Landcare groups regularly receive comprehensive reports on strategic planning, projects, and staffing and other relevant areas of operation.

15. SPECIAL GENERAL MEETING SPECIAL

15.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

15.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

15.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the Network.

15.4 If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Board must convene an Annual General Meeting before the expiration of that period.

15.5 The Board must, on the request in writing of Members or Member Landcare Groups representing not less than 10 per cent of the total numbers of members, convene a Special General Meeting of the Network.

15.6 The request for a Special General Meeting must:

- a) state the objects of the meeting; and
- b) be signed by the persons requesting the meeting; and
- c) be sent to the address of the Secretary of the Board.

15.7 If the Board does not cause a Special General Meeting to be held within one month after the date of which a request is sent to the address of the Secretary, the Members or Member Landcare Groups making the request, or any of them, may convene a Special General meeting to be held not later than three months after that date.

15.8 If a Special General Meeting is convened by Members or Member Landcare Groups in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in the convening the Special General meeting must be refunded by the Network to the persons incurring the expenses.

15.9 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for the business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

15.10 The Secretary of LCLN, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Network, must give notice of the meeting by advertisement in the local newspapers of the Member Landcare Groups setting out the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

15.11 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

15.12 A Member or Member Landcare Group intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

15.13 The Board must ensure that minutes are taken and kept of each general meeting.

15.14 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

16. USE OF TECHNOLOGY

16.1 A member not physically present at a general meeting may be permitted to participate in the meeting by use of technology that allows that member, and the members present at the meeting to clearly and simultaneously communicate with each other.

16.2 for the purposes of this part, a member participating in a general meeting as permitted under sub rule (1), is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17. QUORUM AT GENERAL MEETING

17.1 No item of business may be conducted at a general meeting unless a quorum of Members (member of member group or individual) entitled under these Rules to vote is present at the time when the meeting is considering that item.

17.2 The quorum for a general meeting is the presence (physically, or by proxy, or via the use of technology) of 10 or 1% of all-members entitled to vote (Whichever is greater)

17.3 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 shall stand adjourned to a time specified by the Chair at the time of the adjournment or by written notice to members) at the same place.

18. ANNUAL GENERAL MEETING (AGM)

18.1 LCLN shall, within 5 months of each financial year ending, convene an AGM of its members and submit the annual statement to Consumer Affairs Victoria.

18.2 The AGM shall be held on such day and at such time and location as the Board determines.

18.3 Notice of the AGM shall be sent 14 days prior to the meeting by the designated LCLN staff member.

18.4 Representatives of five (5) LCLN Landcare Groups (all individual members are considered a single group) shall constitute a forum for transaction of business at the AGM or other general meeting of the LCLN.

18.5 The ordinary business of the AGM shall be:

- (a) to confirm the minutes of the last preceding AGM and any other Special General Meeting held since the previous AGM
- (b) to receive from the Board reports upon the transactions of LCLN during the last preceding financial year
- (c) to receive the financial statement for the last preceding financial year, which gives a true and fair view of the financial position and performance of LCLN,
- (d) to elect members to the LCLN Board, and
- (e) To set Annual Subscription (if any), payable by members.

18.6 The AGM may transact special business of which notice is given in accordance with these Rules.

18.7 The AGM shall be in addition to any other Special General Meetings that may be held in the same year.

18.8 Voting at AGM: Voting is in person or by proxy. The voting representative must be a financial member of a member Landcare group or an individual member of LCLN.

18.9 Executive of LCLN Board will be elected at the first Board Meeting immediately following the AGM.

18.10 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 Chair of the meeting and
- c) the financial statements submitted to the members in accordance with clause 31; and
- d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association: and
- e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

19. SPECIAL RESOLUTIONS

19.1 LCLN may pass a special resolution at a general meeting of the LCLN in accordance with this section.

19.2 Each member of the association who is entitled to vote at general meetings must be given at least 21 days' notice of the proposed resolution, in the manner provided by the rules of the association.

19.3 The notice must

- a) specify the date, time, and place of the general meeting at which the resolution is intended to be proposed; and
- b) state in full the proposed resolution; and
- c) state the intention to propose the resolution as a special resolution.

19.4 The special resolution is passed if at the general meeting—

- a) not less than three quarters of the members of the association voting at the meeting, whether in person or by proxy, vote in favour of the resolution: and
- b) any additional requirements of the rules of the association relating to the passing of special resolutions have been met; or

20. PROCEEDINGS OF THE BOARD

20.1 Board membership shall consist of

Executive: consisting of

- (a) Chairperson (clause 25)
- (b) Vice Chairperson (clause 26)
- (c) Secretary (clause 27)
- (d) Treasurer (clause 28)

Regular Board members

- (e) Up to maximum of 8 Regular Board members

20.2 Each member will be elected for a 2-year term.

20.3 Each Executive position on the Board will be elected for a 1-year term.

20.4 No Board member shall hold the same executive position on the Board for more than 4 years consecutively

20.5 Each Landcare Group can have up to two voting members on the Board.

20.6 The Board may nominate any member of a participating Landcare Group to fill a casual vacancy.

20.7 An LCLN staff member shall attend all Board meetings, however, they do not have any voting rights at the Board meeting.

20.8 Representatives from relevant agencies such as Catchment Management Authorities, State Governments, Water Authorities and Local Government may be invited to attend meetings from time to time.

20.9 A technical specialist may be co-opted to the Board for a special interest issue.

20.10 All Board members will sign the LCLN Code of Conduct and Board Member Declaration upon becoming a Board member. The signed Code of Conducts will be held with AGM paperwork.

20.11 In addition to the AGM, the Board shall meet at least 4 times in each year at such place and such times as the Board may determine.

20.12 Any meetings of the Board may be convened by the Chair or by any of the members of the Board.

20.13 Notice shall be given to members of the Board of any meeting or additional meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

20.14 Each member of the Board shall be given at least 7 days written notice of any meeting to be sent by the Secretary/Coordinator.

20.15 Fifty (50) per cent plus 1 of elected board members including at least 2 members of executive shall constitute a quorum for the transaction of the business of a meeting of the Board.

20.16 Decisions made at Board meeting without a quorum present, will be required to be ratified by Board (with quorum) either via email or at next Board meeting.

20.17 Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

20.18 At the meetings of the Board the Chairperson or in their absence the Vice-Chair shall preside; or if the Chairperson and the Vice-Chairperson are absent, one of the remaining members of the Board shall preside.

20.19 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary/Coordinator, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

21. VOTING PROCEDURES FOR BOARD MEETINGS

21.1 A member has one vote only, upon any question arising at a Board meeting of the Network.

21.2 All votes must be given personally or by proxy.

21.3 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a casting vote.

21.4 A question arising at a Board Meeting shall be determined by a vote, the method of voting shall be determined by the Chairperson. A record of the vote and its resolution shall be recorded in the minutes of the Board meeting.

21.5 If a question arising at a general meeting of the LCLN is determined on a show of hands- a declaration by the Chair 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 minute book of the Network is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. MINUTES OF MEETING

The Executive Officer or designated staff member of the Network must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

23. COMMITTEES OF THE LCLN BOARD

23.1 The Board will create committees to review in more depth the functioning and/or policies of specific areas of operations.

23.2 Committees may be continuous or sunset committees designed to explore and report to the Board on a specific issue or item with a designated time frame.

23.3 The Chairperson of each Committee shall initiate meetings in conjunction with Committee members.

23.4 The Employment Steering Committee will be responsible for managing the employment concerns with the LCLN Executive Officer:-

23.5 Committees will report to the Board. Recommendations of the Committees will be presented for ratification at Board meetings.

23.6 The appointment of Committees' chairpersons will be approved by the Board.

23.7 Where practicable, Committees should be chaired by ordinary Board members.

23.8 A committee of management of not fewer than three persons will administer the Latrobe Catchment Landcare Fund.

23.9 The committee shall be appointed by the organisation. A majority of members of the committee are required to be 'responsible persons' as defined by the "Guidelines to the Register of Environmental Organisations".

24. ELECTION OF BOARD MEMBERS AND VACANCY

24.1 Nominations of candidates for members of the LCLN Board:

- (a) shall be made in writing, signed by any two Members of LCLN and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination),
- (b) shall be delivered to the "Returning Officer" of LCLN not less than 7 days before the date fixed for the holding of the annual general meeting
- (c) a designated person will act as Returning Officer

24.2 If the number of nominations received is equal to the number of vacancies to be filled, the Member nominated shall be deemed to be elected.

24.3 If there are more nominations than positions on the Board, a secret ballot shall be held at the AGM.

24.4 All Board members are elected at the AGM; election of the office bearers will proceed at the first Board meeting immediately following the AGM.

24.5 The position of Chairperson shall be elected first, then other executive members.

24.6 Notwithstanding Clauses 24.1, 24.2, 24.3, and 24.4 the Chairperson at their discretion may call for nominations to be received for all or any position at the AGM provided any person so nominated consents to their nomination.

24.7 The ballot for the election of members of the Board shall be conducted at the AGM in such usual and proper manner as the Board may direct.

24.8 In the event of a casual vacancy on the LCLN Board, any LCLN member (member of a member group or individual member) may be appointed to fill the vacancy until the conclusion of the next annual general meeting following their appointment.

24.9 The Board may continue to act despite any vacancy in its membership.

24.10 For the purposes of the Rules, the position held by a Board member becomes vacant if the member:

- (a) ceases to be a member of LCLN,
- (b) resigns his/her office by notice in writing given to the Secretary,
- (c) has been removed from their position by special resolution of members for reasons identified below in clause 29.; or
- (d) becomes an employee of LCLN
- (e) the committee member dies or becomes insolvent or becomes a represented person (under the Guardianship and Administration Act 1986) or stops living in Australia (only applies to Secretary) or a statutory manager is appointed under section 116 of the *Associations Incorporation Reform Act 2012* to conduct the affairs of the association.

25. CHAIRPERSON

The Chairperson's role is to

- a) chair Board Meetings
- b) provide leadership to the Network
- c) liaise with staff and other volunteers
- d) represent the organisation and act on its behalf
- e) be the authorised individual to sign correspondence, cheques, and other official documents
- f) be the delegate and/or liaison to other organisations where appropriate
- g) act as spokesperson for the Network
- h) be the point of contact if needed when staff are unavailable
- i) provide media releases
- j) undertake other functions and duties as determined by the Board

26. VICE-CHAIRPERSON

The Vice-Chairperson's role is to:

- a) act as support for the Chair
- b) undertake the duties of the Chair when the Chair is unavailable
- c) provide other duties as determined by the Board and the Chairperson

27. SECRETARY

27.1 The Secretary's role is to:

- a) attend Board meetings and record the minutes
- b) file and/or distribute minutes, correspondence, and other records of LCLN,
- c) act as Secretary (formerly Public Officer) for LCLN, for the purposes of Incorporation

27.2 The Chairperson and Secretary will prepare the Board Agenda.

27.3 The Secretary will be responsible to send out all meeting notices, agendas, and reports to members.

27.4 Procedure for the appointment and removal of the Secretary (formerly Public Officer):

- a) under section 73 (1) of the *Associations Incorporation Reform Act 2012*, if the position of Secretary becomes vacant, the LCLN must fill the vacancy within 14 days in accordance with the procedure provided in its rules (section 78 (1) and notify Consumer Affairs Victoria of that appointment.
- b) if the LCLN rules allow for an appointment or election of a new Secretary otherwise than by the committee and 14 days is not long enough to carry out the procedure, the Board must appoint a temporary Secretary within 14 days. This 'interim' Secretary only holds the position until a permanent Secretary is appointed or elected under the LCLN's rules.

28. TREASURER

28.1 The Treasurer of LCLN will work with the LCLN Finance Sub-committee:

- a) to provide oversight and direction on the handling of all funds.
- b) to report to the Board on the financial situations of the LCLN.
- c) to prepare or oversee the preparation and maintenance of an asset register.
- d) to arrange for an independent financial audit of the LCLN's Financial Management Books.
- e) to act as Chair of the Finance sub-committee

28.2 Executive Officer and appropriate staff:

- a) shall collect and receive all moneys due to LCLN and make all payments authorised by LCLN; and
- b) shall keep correct accounts and books showing the financial affairs of LCLN with full details of all receipts and expenditure connected with the activities of LCLN.

28.3 The accounts and books referred to in sub-clause (28.1.d) shall be available for inspection by members

28.4 Notwithstanding sub-clause 28.1 the Board may appoint a competent person or organisation to perform the duties of the Treasurer on behalf of LCLN. The Treasurer however shall always be responsible for submitting the statement of accounts to the Annual General Meeting in accordance with Section 30 (3) of the Act.

29. REMOVAL OF BOARD MEMBERS

29.1. LCLN may by resolution of the Board remove any member of the Board before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

29.2 Any member or officer may be called upon to terminate their membership of the LCLN if required to do so by a resolution passed by the majority at a meeting of the LCLN, providing that at least 21 days' written notice of the proposed resolution is given to the member concerned, and providing that the member concerned is given an opportunity to be heard before the resolution is voted on; and providing that the proposed resolution is included in the notice of the meeting.

29.3 Possible reasons for asking a member to resign might include the case of a member who:

- a) is convicted of any offence punishable on conviction with imprisonment for more than one month
- b) without the consent of a general meeting holds any office of profit under the LCLN
- c) (c) becomes directly interested in any contract or proposed contract with the LCLN and fails to declare that interest to the LCLN
- d) is unable to carry out Board duties effectively.

30. ADMINISTRATIVE SUPPORT

30.1 The LCLN may employ staff and contractors to carry out the administration and affairs of LCLN.

30.2 LCLN may use an employing agency to assist in employing staff.

30.3 The selection of persons employed by the LCLN shall be a function of the Employment Steering Committee of the Board, with the Employing Agency.

30.4 The Board delegates responsibility to the Executive Officer

- a) responsibility for implementing the policies and strategic direction of LCLN
- b) managing the day-to-day operations of LCLN,
- c) the authority to carry out these responsibilities in accordance with the delegations and directions established by the Board.

30.5 The Executive Officer

- a) Report directly to the Board by ensuring that the Board reports are developed in a timely and effective manner for review and approval
- b) Consults with the Board executive on matters which are sensitive, extraordinary or of a strategic nature,
- c) Provide prompt and full information to the Board regarding the conduct of the business of LCLN,
- d) Comply with directions given by the Board via Board resolution.

30.6 Individual board members cannot direct staff or volunteer work unless the board member has been given authority to do so (such as by a decision of the Board). Generally, the Board can only direct LCLN's EO as a collective, but individual board members may also be authorised by the Board to do so.

31. FINANCIAL MANAGEMENT

31.1 The Latrobe Catchment Landcare Network is a not-for-profit organisation.

31.2 The funds of the LCLN shall be derived from membership fees, annual subscriptions, donations, and other such sources as the Board determines.

31.3 All funds received will be used to deliver services and programs to Landcare groups and associated environmental groups in line with our Statement of Purpose and delivered under the Strategic Plan objectives.

31.4 The Board applies for, collects, processes and monitors funds for Network -wide projects.

31.5 The Board maintains required and approved banking facilities.

31.6 All payments including cheques, electronic transfer of funds and other negotiable instruments shall be signed/ approved jointly by any two of the following signatories – Chairperson, Secretary, Treasurer, designated employee, or any persons as approved by the LCLN Board.

31.7 All funds of the LCLN must be deposited into the financial account of the LCLN no later than 5 working days after receipt.

31.8 The Treasurer of the Board shall present at each meeting, a financial report and revenue & expenditure statement for the preceding months.

31.9 The Board shall provide an annual financial statement to its members at the AGM of the LCLN.

31.10 A Registered Auditor, appointed annually at the AGM, undertakes an independent audit of the finances of the Network each year.

31.11 Two staff members cannot sign cheques, electronic transfer, and other negotiable instruments.

32. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of LCLN shall not be altered except in accordance with the Act by special resolution (clause 19)

33. HONORARIUMS

33.1 Honorariums may be given to Board members. The purpose of the honorariums is to partly offset expenses incurred by Board members whilst carrying out LCLN business.

33.2 The total honorarium that may be-given is to be set at the AGM.

33.3 The amount given to individual members will be determined by the Board.

33.4 The honorariums will be honoured prior to the end of the financial year.

34. CUSTODY OF RECORDS

34.1 Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents, and securities of LCLN.

34.2 The LCLN will prepare and retain accurate minutes of the Special General Meetings of the LCLN and meetings of the sub- committees as per the Act's rules 41 & 66.

34.3 If requested to do so, under section 53 (1) of the Act the LCLN will permit any LCLN member at a reasonable time to inspect:

- a) the rules of the LCLN
- b) minutes of Special General Meetings

34.4 Under section 53 (2), LCLN will provide copies of these documents to a member who makes a written request within 14 days of the request at no cost.

35. WINDING UP OR CANCELLATION

35.1 In the event of the winding up or the cancellation of the Incorporation of LCLN, the assets of LCLN shall be disposed of in accordance with the provisions of the Act (Section 35).

35.2 Any assets that remain after winding up or cancellation and the satisfaction of the debts and liabilities of LCLN, shall be paid and applied by LCLN in accordance with its powers to any organisation which has objects the same as or similar to LCLN and which has rules prohibiting the distribution of its assets and income to its members.

35.3 In the event of the winding up or the cancellation of the Latrobe Catchment Landcare Fund, any surplus funds or assets will be transferred to another fund of similar objectives that is on the Register of Environmental Organisations.