

# CONSTITUTION of THE YARRA RIVERKEEPER ASSOCIATION

24/02/2005. Amended at AGM 28/08/2006

## 1. *Name*

The name of the incorporated association is as follows: **Yarra Riverkeeper Association Incorporated**

## 2. *Definitions*

2.1 In these Rules, unless the contrary intention appears-

**"Act"** means the **Associations Incorporation Act 1981**;

**"committee"** means the committee of management of the Association;

**"financial year"** means the year ending on 30 June;

**"group"** means community-based organisation

**"general meeting"** means a general meeting of members convened in accordance with sub-rules 6.13 - 6.16 inclusive.

**"member"** means an individual or association that is a financial member of the Yarra Association;

**"ordinary member of the committee"** means a member of the committee who is not an officer of the Association under sub-rules 7.4 – 7.8 inclusive;

**"Regulations"** means regulations under the Act;

**"relevant documents"** has the same meaning as in the Act.

## 3. *Alteration of the rules*

3.1 These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## 4. *Statement of Purposes*

4.1 The Vision of the Association is -

A Yarra River, with tributaries, that is healthy, ecologically sustainable and valued by the community.

4.2 The Aim of the Association is -

To protect and restore the Yarra River and its tributaries, from source to mouth, for current and future generations

4.3 The Objectives of the Association are -

- to be an effective, independent public advocate for the Yarra River and its tributaries
- to provide a unified voice, representative of the community, in relation to whole-of-river issues
- to identify, create and implement initiatives that will protect and restore the Yarra River and its tributaries
- to build and foster relationships with all stakeholders
- to ensure integrated management founded upon stewardship
- to build and make publicly accessible knowledge relating to the Yarra catchment
- to celebrate the ecological and social value, of the Yarra River and its tributaries
- to establish a realistic funding base that can support projected activities

4.3 The Guiding Principles of the Association are -

- cooperation
- stewardship
- respect
- inclusiveness
- transparency
- empowerment
- efficiency
- honesty
- consultation
- equity

**5. *Membership***

5.1 Membership of the Group is open to any person, association or corporate entity that supports the objectives of the Association, is prepared to comply with this Statement of Rules, and pays the prescribed fee; provided that the Association may reject an application for membership on the ground that its acceptance would be against the Association's statement of purposes. The Association is not required to give reasons for a decision to reject an application for membership.

5.2 A person, association or corporate entity that is not a member of the Association at the time of the incorporation of the Association (or that was a member at that time but has ceased to be a member) must not be admitted to membership unless-

- (a) an application for membership in accordance with sub-rule 5.3; and
- (b) the admission as a member is approved by the committee.

- 5.3 An application of a person, association or corporate entity for membership of the Association must-
- (a) be made in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.
- 5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 5.5 The committee must determine whether to approve or reject the application.
- 5.6 If the committee approves an application for membership, the Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 5.7 The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule 5.6, enter the applicant's name or the name of the association along with its voting entitlement in the register of members. Voting entitlements for general, special general and annual general meetings are;
- (a) 1 vote for individuals
  - (b) 2 votes for a group with a financial membership or number of employees less than 50.
  - (c) 3 votes for a group with a financial membership or number of employees of 50 to 100 inclusive,
  - (d) 4 votes for a group with a financial membership or number of employees greater than 100.
- 5.8 An applicant for membership becomes a member and is entitled to exercise the rights of membership when the individual, incorporated association or corporate entity's name is entered in the register of members.
- 5.9 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.10 A right, privilege, or obligation of a person, association or corporate entity by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person, association or corporate entity; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.11 The classes of membership shall be

- (a) Adult
- (b) Family
- (c) Student / Concession
- (d) Groups with a financial membership or number of employees less than 50
- (e) Groups with a financial membership or number of employees of 50 to 100 inclusive
- (f) Groups with a financial membership or number of employees greater than 100
- (g) Honorary Membership

5.12 The Committee may determine the subscription fee for each class of membership from time to time. Subscriptions are payable in advance on or before 1 July in each year.

#### Register of members

5.13 The Secretary must keep and maintain a register of members containing-

- (a) the name and address of each member and associated voting allocation; and
- (b) the date on which each member's name was entered in the register.

5.14 The register is available for inspection free of charge by any member upon request.

#### Ceasing membership

5.15 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign. After that time-

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

#### Discipline, suspension and expulsion of members

5.16 Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming to a member or prejudicial to the interests of the Association, the committee may by resolution--

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expel that member from the Association.

- 5.17 A resolution of the committee under sub-rule 5.16 does not take effect unless--
- (a) at a meeting held in accordance with sub-rule 5.18, the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 5.18 A meeting of the committee to confirm or revoke a resolution passed under sub-rule 5.16 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 5.19.
- 5.19 For the purposes of giving notice in accordance with sub-rule 5.18, the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or a representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following-
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, they may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- 5.20 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 5.16, the committee must-
- (a) give the member, or chosen representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 5.21 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect the member wishes to appeal to the Association in general meeting against the resolution.
- 5.22 If the Secretary receives a notice under sub-rule 5.21, the member must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 5.23 At a general meeting of the Association convened under sub-rule 5.22--
- (a) no business other than the question of the appeal may be conducted; and

- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or chosen representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

5.24 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

#### Disputes and mediation

5.25 The grievance procedure set out in this rule applies to disputes under these Rules between-

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

5.26 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

5.27 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

5.28 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

5.29 A member of the Association can be a mediator.

5.30 The mediator cannot be a member who is a party to the dispute.

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

5.32 The mediator, in conducting the mediation, must--

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- 5.33 The mediator must not determine the dispute.
- 5.34 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.

#### Income and property

- 5.35 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association and no portion of the income and property shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise to the members of the Association except that this clause does not prevent payment in good faith which has been approved by the Committee:
- (a) to any member or officer of the Association in return for services actually rendered or for goods supplied to the Association or in the ordinary and usual course of business and at a commercially reasonable price;
  - (b) to any member or officer of the Association for payment of interest on money borrowed from any member of the Association at a rate not exceeding the lowest rate then being paid by the Commonwealth Bank in Melbourne on 30 day term deposits;
  - (c) to any member or officer of the Association for reasonable and proper rent for premises demised or let by any member or the Association;
  - (d) to any member or officer of the Association for reasonable out of pocket expenses incurred by the member or officer in performing a duty as a director of the Association.

## **6. *General meetings***

### Annual General Meetings

- 6.1 The committee may determine the date, time and place of the annual general meeting of the Association.
- 6.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 6.3 The ordinary business of the annual general meeting shall be-
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

- 6.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

#### Special general meetings

- 6.5 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 6.6 All general meetings other than the annual general meeting are special general meetings.
- 6.7 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 6.8 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 6.9 The committee must, on the request in writing of members representing not less than 25 per cent of the total number of members, convene a special general meeting of the Association.
- 6.10 The request for a special general meeting must--
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 6.11 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 6.12 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

#### Notice of general meetings

- 6.13 The Secretary of the Association, 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 Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 6.14 Notice may be sent-
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member agrees, by facsimile transmission or electronic transmission.

- 6.15 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 6.16 A member 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.

#### Quorum at general meetings

- 6.17 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 6.18 Membership representing not less than ten percent of the Association's total voting entitlements (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 6.19 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (ii) in any other case--the meeting shall stand 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.
- 6.20 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 personally present (representing not less than 5 percent of the Association's total voting entitlements) shall be a quorum.

#### Presiding at general meetings

- 6.21 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 6.22 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### Adjournment of meetings

- 6.23 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 6.24 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- 6.25 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given.
- 6.26 Except as provided in sub-rule 6.25, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### Voting at general meetings

- 6.27 Upon any question arising at a general meeting of the Association, a member has voting entitlements as stated in clause 5.7.
- 6.28 All votes must be given personally or by proxy.
- 6.29 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 6.30 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### Poll at general meetings

- 6.31 If at a meeting a poll on any question is demanded by membership representing not less than 5 percent of the Association's total voting entitlements, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 6.32 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

#### Manner of determining whether resolution carried

- 6.33 If a question arising at a general meeting of the Association is determined on a show of hands or by secret ballot-
- (a) a declaration by the Chairperson that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and

(b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### Proxies

6.34 Each member is entitled to appoint another member as a 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.

6.35 The notice appointing the proxy must be--

(a) for a meeting of the Association convened under rule 5.22, in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

### **7. *Committee of Management***

7.1 The Committee is responsible for managing and coordinating the Association and ensuring that the resolutions of general meetings are implemented.

7.2 The committee--

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

7.3 Subject to section 23 of the Act, the committee shall consist of -

(a) the officers of the Association including at least one, and no more than three, ordinary individual members or group delegates for each of the three Yarra segments, each of whom shall be elected at the annual general meeting of the Association in each year, up to three co-opted persons with relevant interest or expertise and the Yarra Riverkeeper who shall be appointed by the Committee of Management within one month of the annual general meeting.

#### Office holders

7.4 The officers of the Association shall be--

(a) a President;

(b) a Vice-President

(c) a Riverkeeper (with the provision that the Riverkeeper may also fill one of the other positions as Officer of the Association)

- (d) a Treasurer
- (e) a Secretary
- (f) Lower Yarra Representative (s) (Maximum of 3)
- (g) Middle Yarra Representative (s) (Maximum of 3)
- (h) Upper Yarra Representative (s) (Maximum of 3)
- (i) As required, up to 3 persons with relevant interest or expertise.

7.5 Roles and responsibilities of office-bearers are as follows:

### **President**

- set the agenda with the RiverKeeper and be well informed about the agenda
- control the meeting to ensure all members are able to freely express their views and make contributions
- keep discussions to the agenda, make sure all items are openly discussed, decisions are made and clear outcomes and directions are made.
- sign minutes when satisfied to their accuracy
- seek advice externally when unsure of the right decision
- ensure the regular review of the standard of meetings
- be familiar with the principles and practice of effective governance
- set processes in place which ensure compliance with legal requirements
- watch that mission and vision are clear and purposeful and drive the organisation
- ensure vigorous strategic planning processes
- ensure processes are established to consult with members
- lead the way towards openness and new ideas
- chair selection panel for the appointment of the RiverKeeper
- confer with the RiverKeeper in the performance of day to day issues where necessary
- liaise with the RiverKeeper, interpreting where necessary the YRKA's governance intentions and ensure there is a working relationship between the Committee and RiverKeeper
- ensure that the YRKA has an up to date description of the role of the RiverKeeper.

### **Vice President**

The Vice President's role is to undertake the duties of the President when he/she is not available.

### **RiverKeeper**

Includes:

- build a community based stakeholder network with a focus on active lobbying in support of community based groups and river health

- raise awareness about the Yarra River and its tributaries
- engage with member and non-member community groups to identify issues, gaps, and/or activities that are impacting the Yarra River and/or its tributaries that require YRKA to lobby for funding, resources or policy change
- provide information to the community on YRKA's actions
- work with the Australian network of WaterKeepers as YRKA's representative, and, communicate ideas and knowledge emerging from these events to YRKA
- co-ordinate and support regional representatives
- investigate opportunities for funding with assistance from others.

### **Treasurer**

- preparation of budgets for the forthcoming year describing all sources of income and expenditure
- accurate records of income and expenditure
- present regular and understandable income and expenditure reports to the committee
- conduct annual audit procedures and preparation of audited statements
- signing of cheques – with others
- drafting financial risk management strategies and other policies in relation to the organisations finances for adoption by the committee
- filing of annual audited statement with the Office of Fair Trading and Business Affairs
- meet taxation requirements
- seek out additional sources of funds – with others

The role of the Treasurer will include the role of the Public Officer;

- notify the Registrar within 14 days of his/her appointment
- notify Registrar of change of address within 14 days
- lodge with Registrar notice of special resolution to change the statement of purpose, rules or change of name within one month of AGM
- lodge with Registrar notice of special resolution relating to winding up of Association within one month of passing resolution
- produce any books requested by Registrar
- not hinder or obstruct Registrar in exercise powers of inspection
- immediately bring to the YRKA's attention, any documents served at the Public Officer's address.

### **Secretary**

- keep a comprehensive and accurate membership record which notes details of names, addresses, application for membership and resignations
- receive and send correspondence connected with the work of the committee
- arrange for the committee's correspondence to be signed

- prepare meeting agendas in consultation with the President and RiverKeeper
- ensure minutes are accurate and explain the process of decision making as well as the decisions
- prepare and deliver minutes and notices about all meetings
- work with the RiverKeeper on the preparation of the annual report
- act as custodian of the YRKA's Common Seal.

***Regional Representatives***

- report regularly on YRKA committee deliberations and decisions
- encourage feedback on issues under discussion
- represent respective region ideas, concerns and issues to the committee
- liaise with regional members
- liaise with the broader community when necessary

- 7.6 The provisions of sub-rules 7.11 to 7.16 inclusive, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule 7.4.
- 7.7 Each officer of the Association, excepting the Yarra RiverKeeper, shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 7.8 In the event of a casual vacancy in any office referred to in sub-rule 7.4, the committee may appoint one of its individual members or group representatives to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

Ordinary members of the committee

- 7.9 Not used

Election of officers

- 7.10 Nominations of candidates for election as officers of the Association must be-
- (a) made in writing, signed by two individual members or group representative of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting (or, in the case of the Yarra Riverkeeper, not less than 7 days before the date fixed for appointment of the Yarra Riverkeeper by the Committee of Management)

- 7.11 A candidate must be nominated for office prior to the annual general meeting (or, in the case of the Yarra Riverkeeper, prior to the date fixed for appointment of the Yarra Riverkeeper by the Committee of Management)
- 7.12 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting (or, in the case of the Yarra Riverkeeper, prior to the date fixed for appointment of the Yarra Riverkeeper by the Committee of Management)
- 7.13 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 7.14 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 7.15 The ballot for the election of officers must be conducted at the annual general meeting in such manner as the committee may direct.
- 7.16 The Yarra Riverkeeper shall be appointed by the Committee of Management, with the exception of the acting Yarra Riverkeeper, within one month of the annual general meeting.

#### Vacancies

- 7.17 The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--
- (a) ceases to be a member of the Association; or
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) resigns from office by notice in writing given to the Secretary.

#### Meetings of the committee

- 7.18 The committee must meet at least 5 times in each year at such place and such times as the committee may determine.
- 7.19 Special meetings of the committee may be convened by any 3 members of the committee.

#### Notice of committee meetings

- 7.20 Written or electronically-delivered notice of each committee meeting must be given to each member of the committee at least 5 business days before the date of the meeting.
- 7.21 Written or electronically delivered notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

Quorum for committee meetings

- 7.22 At least 50% plus one member of the total number of members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 7.23 No business may be conducted unless a quorum is present.
- 7.24 If within half an hour of the time appointed for the meeting a quorum is not present--
  - (i) in the case of a special meeting--the meeting lapses;
  - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week unless otherwise agreed.
- 7.25 The committee may act notwithstanding any vacancy on the committee.

Presiding at committee meetings

- 7.26 At meetings of the committee--
  - (a) the President or, in the President's absence, the Vice-President presides; or
  - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

Voting at committee meetings

- 7.27 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 7.28 Each committee member present at a meeting of the committee, or representative at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Removal of committee member

- 7.29 The Association in general meeting may, by special resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

- 7.30 A member who is the subject of a proposed resolution referred to in rule 7.29 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 7.31 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

#### Minutes of meetings

- 7.32 The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

### **8. *Financial management***

- 8.1 The Treasurer of the Association must-
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 8.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 8.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

#### Custody and inspection of books and records

- 8.4 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 8.5 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 8.6 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**9. *Public Fund in accordance with Register of Environmental Organisations***

**Establishment of the Public Fund**

- 9.1 The Yarra RiverKeeper Association Public Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- 9.2 The Yarra RiverKeeper Association must inform the Commonwealth Department responsible for the environment as soon as possible if:
- (a) it changes its name or the name of its public fund;
  - (b) there is any change to the membership of the management committee of the public fund; or
- © there has been any departure from the model rules for public funds set out in the Guidelines to the Register of Environmental Organisations.
- 9.3 The Yarra RiverKeeper Association agrees to comply with any rules that the Treasurer of the Commonwealth of Australia and the Minister with responsibility for the environment may make to ensure that gifts to the Fund are only used for its principal purpose.
- 9.4 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donors.
- 9.5 Statistical information requested by the Department responsible for the environment on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the Yarra RiverKeeper Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

**Rules of the Public Fund**

- 9.6 The objective of the public Fund is to support the Yarra RiverKeeper Association's environmental purposes.
- 9.7 Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Yarra RiverKeeper Association.
- 9.8 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.
- 9.9 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 Yarra RiverKeeper Association.
- 9.10 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.
- 9.11 The Fund will be operated on a not-for-profit basis.
- 9.12 A committee of management of no fewer than three persons including a majority of directors will administer the Fund. The committee will be appointed by the Yarra RiverKeeper Association. 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 as set out in clause 12.

- 9.13 In the case of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objects to the Yarra RiverKeeper Association that is on the Register of Environmental Organisations.

#### Qualifications of directors

*(Note a majority of the committee managing the Public Fund must be people of community responsibility – see definitions below)*

- 9.14 A majority of the directors must be residents of Australia and must fall within one or more of the categories which demonstrate responsibility to the general community:
- a. people with honours;
  - b. clergy and church authorities;
  - c. trustees or board members of a non-profit school or college;
  - d. Justices of the Peace;
  - e. judges/magistrate;
  - f. public servants with more than five years of services;
  - g. solicitors;
  - h. doctors;
  - i. accountants (must be CPA, ASA, ICA or NIA registered);
  - j. persons holding public or elected office (majors, town clerks, councillors, members of parliament);
  - k. directors of large public companies with responsibilities under the Corporations Act;
  - l. senior academics or senior teachers with more than five years experience;
  - m. people who hold or have held other public positions;
  - n. past or present office holders of other community organisations; and
  - o. any other person whose appointment is approved by the Commissioner or a Deputy Commissioner of Taxation.

#### Auditor

*(Note: The Statement which must be submitted to the Register needs to be accompanied by audited financial statements.)*

- 9.15 Within 1 month after the day on which the Yarra RiverKeeper Association is incorporated, the directors of the Yarra RiverKeeper Association shall appoint a person or firm as auditor of the Yarra RiverKeeper Association. Subject to the Act, the person

or firm appointed holds office until the first annual general meeting of the Yarra RiverKeeper Association. At its first annual general meeting and all subsequent annual general meetings the Yarra RiverKeeper Association shall appoint a person or firm as auditor in accordance with the Act.

- 9.16 The auditor must be qualified to act as auditor in accordance with Section 324 of the Act and must carry out his her or its duties in accordance with the Act.

**10. *Seal***

10.1 The common seal of the Association must be kept in the custody of the Secretary.

10.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

**11. *Notice to members***

11.1 Except for the requirements in subrules 6.13-6.16 inclusive, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

(a) delivering the notice to the member personally; or

(b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

(c) facsimile transmission, if the member has agreed that the notice be given in this manner; or

(d) electronic transmission, if the member has agreed that the notice be given in this manner.

(e) it is the responsibility of the designated representative of incorporated association group members to disseminate notices to their membership.

**12. *Winding up***

12.1 In the event of the winding up or the cancellation of the incorporation of the Association the assets of the Association will not be paid to or distributed amongst the members but shall be given or transferred to some other association or incorporated body which has objects similar to the Association which is endorsed as an income exempt charity and whose Constitution prohibits the distribution of its income and property amongst its members. The association or incorporated body which will receive the Association's remaining property shall be determined by the members by ordinary resolution or, if the

members cannot agree, by the Supreme Court of Victoria before the winding up or cancellation of the Association.

**13. *Communication***

13.1 Members will be kept informed of the Group's activities through meetings of the Association and a newsletter which will be published as required.

13.2 A Newsletter Editor may be appointed by the Committee.

**14. *Sponsorship***

14.1 The Committee of Management will ensure that any sponsorship accepted by YRKA does not compromise YRKA's ability to deliver its vision, aim or objectives.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF  
YARRA RIVERKEEPERS ASSOCIATION**

....., of .....wish to become a  
(*name of individual or Incorporated Association*)                      *address*)

member of the Yarra Riverkeeper Association

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant – Individual or Delegate of Incorporated Association

Date.....

I agree/disagree that correspondence (including notices) may be delivered by means of electronic transmission/facsimile.

My email address is .....

My facsimile number is .....

My postal address is .....

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER SUB-RULE 5.22**

I,.....  
(*name*)

of .....  
(*address*)

being a member of .....  
(*name of Incorporated Association*)

appoint .....  
(*name of proxy holder*)

of .....  
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 5.22, to be held on-

.....  
(*date of meeting*)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under sub-rule 5.16).

.....  
Signed

Date .....

**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable

NOTES

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"SCHEDULE 1

**PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED  
ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS**

<b>Australian Accounting Standard Number</b>	<b>Name of Australian Accounting Standard</b>	<b>Issued</b>
AAS 1	Statement of Financial Performance	October 1999
AAS 4	Depreciation	August 1997
AAS 5	Materiality	September 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring After Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AAS 38	Revaluation of Non-Current Assets	December 1999".