

Rules of the Association

100% Renewable community campaign

1. Name

The name of the Association is the *100% Renewable Community Campaign*.

2. Definitions

In these Rules, unless the contrary intention appears:

- **committee** means the committee of the Association described in rule 7;
- **committee members** are members of the committee appointed under rule 7(3);
- **critically important decisions** are defined in rule 10;
- **general meeting** means a general meeting of Members convened in accordance with rule 12;
- **member** means a member of the Association, as described in rule 6;
- **present** means either physically present in the meeting place, or by prior arrangement telephone conference
- **Public Fund** means the 100% Renewable Community Campaign Public Fund pursuant to rule 3(5) and 21;
- **Regulations** means regulations under the Act;
- **relevant documents** has the same meaning as in the Act;
- **Special Majority** means 75% majority of votes;
- **the Act** means the Associations Incorporation Reform Act 2012 (Vic);
- **the Association** means the 100% Renewable Community Campaign incorporated association.

In these Rules, a reference to the Secretary of an Association is a reference:

- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
- (b) in any other case, to the Public Officer of the Association.

3. Objectives

The objectives of the Association are:

- (1) the protection, conservation and enhancement of the natural environment;
- (2) the provision of information and education to the public about the effects of climate change on the natural environment;
- (3) to promote ecologically sustainable development principles in government and business climate change policies;
- (4) to stimulate and encourage public interest in protecting the natural environment from climate change through adopting ecologically sustainable development principles; and
- (5) To establish and maintain a public fund to be called the 100% Renewable Community Campaign Public Fund for the specific purpose of supporting the environmental objectives of the Association. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

4. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not-for-profit

- (1) The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or

indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.

(2) Rule 5(1) does not prevent the Association from paying a member: (a) reimbursement for expenses properly incurred by the member; or (b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

6. Membership

6.1 Minimum number of members The Association must have at least 5 members.

6.2 Who is eligible to be a member Any person who supports the purposes of the Association is eligible for membership.

6.3 Application for membership

(1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

(2) The application—

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee.

6.4 Consideration of application

(1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

6.5 New membership

(1) If an application for membership is approved by the Committee—

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new

member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—

- (a) the Committee approves the person's membership; or
- (b) the person pays the joining fee.

6.6 Annual subscription and fee on joining

(1) At each annual general meeting, the Association must determine—

- (a) the amount of the annual subscription (if any) for the following financial year; and
- (b) the date for payment of the annual subscription.

(2) The Association may determine that a lower annual subscription is payable by associate members.

(3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to— (a) the full annual subscription; or (b) a pro rata annual subscription based on the remaining part of the financial year; or (c) a fixed amount determined from time to time by the Association.

(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

6.7 General rights of members

(1) A member of the Association 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 and participate in a decision made in accordance with clause 9 at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 8.1(3); and
- (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than an associate member; and
- (b) more than 10 business days have passed since they became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

6.8 Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

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

6.10 Ceasing membership

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

6.11 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

7. The Committee

- (1) The Committee shall consist of:
 - (a) the Secretary of the Association;
 - (b) a minimum of 2 and a maximum of 10 ordinary members.
- (2) The Committee is responsible for the management of the Association, and may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of Members.

(3) New Committee members shall be appointed by existing Committee Members in accordance with Clause 9 as vacancies arise.

(4) There is no fixed term of office.

(5) A Committee member ceases to be a Committee member if:

- (a) they cease to be a Member;
- (b) they resign from the Committee by notice in writing to the Committee;
- (c) they are removed by special resolution of a General Meeting;
- (d) they die, become insolvent, or become a represented person (under the Guardianship and Administration Act 1986); or
- (e) a statutory manager is appointed under s 116 of the Act to conduct the affairs of the Association.

(5) The Committee may fill a casual vacancy on the Committee by appointing a new Committee member in the ordinary manner.

(6) The quorum for a Committee Meeting is a majority of the committee members holding office. No business may be conducted at a Committee meeting unless a quorum is present.

(7) The procedure to be followed at a meeting of a Committee will be determined by the Committee from time to time, subject to clause 9.

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

(9) A Committee member participating in a Committee meeting as permitted under subrule (8) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

(12) The Committee may make decisions by email, subject to rule 9.

8. Secretary

8.1 Duties and Functions

(1) The Secretary is to be appointed by the Committee in accordance with Clause 9.

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

(3) The Secretary must—

- (a) maintain the register of members containing:
 - i. the name, email address (where provided) and postal address (where provided) of each member;
 - ii. the date on which each member's name was entered in the register;
 - and
 - iii. the type of each member's membership (ordinary or associate);
 - iv. for each former member, the date of ceasing to be a member.
- (b) make the register available for inspection free of charge by any member upon request.
- (c) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association;
- (d) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (e) perform any other duty or function imposed on the Secretary by these Rules.

(4) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

8.2 Term of office

(1) There is no fixed term of office. The Secretary ceases to be Secretary if:

- (a) they cease to be a Member;
- (b) they resign from the office by notice in writing to the Committee;
- (c) they are removed by special resolution of a General Meeting;
- (d) they die, become insolvent, or become a represented person (under the Guardianship and Administration Act 1986); or
- (e) a statutory manager is appointed under s 116 of the Act to conduct the affairs of the Association.

(2) If the Secretary ceases to be Secretary, the Committee must appoint a new Secretary within 14 days of the position becoming vacant.

9. Decision Making Processes

(1) Decisions of the Committee and of General Meetings shall be made in accordance with this clause.

(2) Decisions required by the Act to be made by Special Majority, including Special Resolutions, shall be made with the additional requirements of this clause.

(3) Subject to subclauses 9(6) and 9(7) below, decisions shall be made by consensus.

(4) Consensus is achieved where there is no disagreement or where those who disagree are willing to allow consensus to be achieved. To avoid doubt, a consensus decision can be made in accordance with this clause with the agreement of most Committee members or members of the Association entitled to vote and present at the meeting, as the case may be, with members indicating abstention in accordance with subclauses 9(4)(c) & (d) agreeing to acknowledge the majority position as constituting the decision and comprising a consensus decision in accordance with this clause. As such, consensus does not necessitate universal agreement but acceptance of a decision made.

(5) Any proposal for a decision that is to be made in accordance with this clause must be stated and explained at the Committee meeting or General Meeting, as the case may be, and each Committee member or member of the Association present must have an opportunity to express their view in respect of the proposal. Following discussion, each Committee member present or member of the Association entitled to vote and present, as the case may be, must explicitly indicate one of the following:

- (a) Full agreement and approval;
- (b) While not in full agreement, acceptance of the decision, reasons for lack of full agreement must be expressed;
- (c) No opinion expressed and abstention, reasons for lack of opinion must be stated;
- (d) Disagreement and abstention, reasons must be stated and a commitment expressed not to undermine or block the decision;

(e) Disagreement, dissent and block, reasons must be stated and a proposal made to reopen the discussion with a view to resolving the matter and overcoming dissent.

(6) Following an attempt to make a decision by consensus at a Committee meeting and where consensus is not achieved, a Committee member participating in the meeting may propose to move to a modified consensus process, under which all Committee members present at the relevant meeting shall be entitled to one vote each and a decision is passed at 75% majority. A decision to move to a modified consensus process in accordance with this sub-clause must be made by consensus.

(7) Following an attempt to make a decision by consensus at a General Meeting and where consensus is not achieved, a member of the Association participating in the meeting and entitled to vote may propose to move to Special Majority, whereby all members present and entitled to vote at the relevant General Meeting shall be entitled to one vote each and a decision is carried with 75% majority of votes. A decision to move to Special Majority in accordance with this sub-clause must be made by Special Majority.

(8) Nothing in this clause is intended to preclude the use of email, or other technology, to reach a decision where permitted by these rules.

10. Critically important decisions

(1) Any Critically Important Decision shall be made in accordance with clause 9.

(2) All Committee members must be invited to participate in making a Critically Important Decision.

(3) All Committee members shall be notified that a Critically Important Decision is to be made at least 7 days prior to the date on which the matter is to be considered.

(4) Any Committee member who fails to make a response within the required time, provided that notification has been sent to that Committee member, will be deemed to have allowed the decision making process to proceed in their absence.

(5) If a Committee member is unable to be contacted over the 7 day period prior to when the matter is to be considered, then the remaining Committee members must reach a

decision, made in accordance with clause 9, regarding whether the critically important decision making process will be allowed to proceed without consultation with that Committee member.

(6) Critically important decisions include:

- (a) Developing annual plans including any strategic plan and annual budget;
- (b) Undertaking work outside the agreed strategic direction and agreed organising approach;
- (c) Payments to Committee members outside the agreed methodology;
- (d) Changing the Secretary;
- (e) Changing or revisiting the organising approach, objectives and other foundational documents;
- (f) Admitting new Committee members, revoking members or discussing a membership appeal; or
- (g) Anything else two or more Committee members deems critical.

(7) Critically Important Decisions shall be posted to the Committee members' email list as soon as is practicable after the decision is made.

11. Committee decisions that are not Critically Important Decisions

(1) Decisions that are not Critically Important Decisions may be made in accordance with clause 9 by a quorum of Committee members, including by meeting, telephone, email or by any other means determined by the Committee from time to time.

(2) A Committee member may lodge a proposal for a Committee decision by email or telephone.

(3) Decisions of the Committee shall be posted to the Committee members' email list as soon as is practicable after the decision is made. If any two or more Committee members indicate within the next seven days that they regard the issue as a critically important decision requiring discussion amongst all Committee members, then the decision is suspended and the procedure for Critically Important Decisions set out in Clause 10 above is invoked.

12. General Meetings

12.1 Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be

held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider— i. the annual report of the Committee on the activities of the Association during the preceding financial year; and i. (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

12.2 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 12.4 may be conducted at the meeting.

12.3 Special general meeting held at request of members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

(2) A request for a special general meeting must—

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

(3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of

them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

12.4 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 11.2), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed— i. state in full the proposed resolution; and ii. state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 11.5(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

12.5 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member

may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

- (5) Notice of a general meeting given to a member under rule 12.4 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

12.6 Use of technology

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

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12.7 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;
- (b) in any other case—
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

12.8 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 12.4.

12.9 Voting at general meeting

(1) On any question arising at a general meeting—

- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
- (b) members may vote personally or by proxy; and
- (c) decisions are made in accordance with clause 9

(2) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

12.10 Special resolutions A special resolution is passed if the members voting at a general meeting (whether in person or by proxy) make the decision in accordance with clause 9.

12.11 Determining whether resolution carried

(1) Subject to clause 9 and subsection

(2), the Chairperson of a general meeting may, on the basis of a show of hands, declare

that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

12.12 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a decision is made in accordance with clause 9 and the result of that decision.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 12.5; and
- (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
- (d) the certificate signed by two committee 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.

13. Disciplinary Action

13.1 Grounds for taking disciplinary action The Association may take disciplinary action against

a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

13.2 Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

- (a) may be Committee members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

13.3 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
- (d) advising the member that they may do one or both of the following— i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 13.5.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

13.4 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or

- (b) subject to subrule (3)—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

13.5 Appeal rights

(2) A person whose membership rights have been suspended or who has been expelled from the Association under rule 13.4 may give notice to the effect that they wish to appeal against the suspension or expulsion.

(3) The notice must be in writing and given—

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

(5) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(6) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

13.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (4) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (5) A member may not vote by proxy at the meeting.
- (6) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

14. Disputes

- (1) The grievance procedure set out in this rule applies to disputes between:
 - (a) A member and another Member; or
 - (b) member and the Committee;
 - (c) A Member and the Association.
- (2) Disputes The parties to the dispute must 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. If the parties are unable to satisfactorily resolve the dispute, further attempts shall be made with the assistance of a mediator.
- (3) Mediation
 - (a) The mediator shall be a person chosen by agreement between the parties.
 - (b) In the absence of agreement:
 - i. if the dispute is between Members, then the Committee will choose a mediator;
 - ii. if the dispute is between the Association and a Member and there is no agreement regarding a mediator, then a mediator will be appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - (c) The mediator must not have a personal interest in the dispute, and cannot be biased in favour of or against any party.
 - (d) The mediator must:

- i. Give the parties to the mediation every opportunity to be heard
- ii. Practise non-partisanship in mediation;
- iii. Allow due consideration by all parties of any written statement submitted by any party;
- iv. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
- v. Not determine the dispute other than pursuant to any agreement reached between the parties in dispute.

(4) Failure to resolve by mediation 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.

15. Funds

(1) The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

(2) The ordinary funds of the Association shall be held in such bank accounts and in such manner as the Committee shall approve.

(3) Any funds shall be administered in a manner decided by the Committee. All transactions in respect of such accounts, other than deposits to the account, shall require two or more signatories. Each person authorised to operate an account shall undertake in writing to expend the funds of the Association in accordance with the objectives of the Association and in conformity with the directions of the Association.

(4) 'Funds' for the purposes of these Rules of Association shall be;

- (a) Any grants or donations to the Association
- (b) Specific fund-raising carried out by, or on behalf of the Association.
- (c) Any interest earned on any fund or account.

16. Seal

(1) Safe custody of the seal The Committee must provide for safe custody of the seal.

(2) Use of the common seal The seal must be used only by the authority of the Committee. The affixing of the common seal must be attested by the signatures of two

Committee members.

17. Custody and Inspection of Books

(1) Members may on request inspect free of charge—

(a) the register of Members;

(b) the minutes of General Meetings;

(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee Meetings.

(2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.

(4) Subject to subrule (2), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule, “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

18. Winding Up

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) In the case of the winding-up of the Public Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

19. Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Association.

20. Conduit Policy

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 donor.

21. Public Fund

- (1) Rules of the Public Fund
 - (a) The objective of the fund is to support the Association's environmental purposes.
 - (b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
 - (c) 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.

(d) 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 organisation.

(e) 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.

(f) The fund will be operated on a not-for-profit basis.

(g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the 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.

(2) Requirements of the Public Fund The Association must inform the Department responsible for the environment as soon as practicable if:

(a) it changes its name or the name of its public fund; or

(b) there is any change to the membership of the management committee of the public fund; or

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

(3) Ministerial Rules The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.

(4) Statistical Information Statistical information requested by the Department 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 organisation 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.