

FRIENDS OF EDGARS CREEK

STATEMENT OF RULES (CONSTITUTION)



ABN 34 091 851 094

1. IDENTIFICATION AND STANDING

- 1.1** *The name of the Group is the **Friends of Edgars Creek (FoEC)**.*
- 1.2** *The name of the Group can be altered and the provisions of this Statement of Rules and the Statement of Purposes can be rescinded, altered or additions made only by a special resolution supported by three quarters of such members of the Group as, being entitled to do so, vote at an annual general meeting or special general meeting.*
- 1.3** *Save where expressly adopted by these Rules, the Model Rules in Section 49 of the Associations Incorporation Reform Act 2012 do not apply to this Statement of Rules.*

2. STATEMENT OF PURPOSES

- 2.1** *The objectives of the Group are:*
- (a) To advocate for the management of Edgars Creek as an entire freshwater ecosystem*
 - (b) To work with local Councils and Melbourne Water to ensure any maintenance and development works deliver a real and direct benefit to the Edgars Creek reserve corridor.*
 - (c) Organise and facilitate events for the community to be involved in restoration works and environmental educational associated with Edgars Creek.*
 - (d) To communicate with developers to ensure they understand how strongly the community values the Edgars Creek reserve from both an environmental and recreational perspective.*

3. MEMBERSHIP

- 3.1** *Membership of the Group is open to any person who supports the objectives of the Group, is prepared to comply with this Statement of Rules; provided that the Group may reject an application for membership on the ground that its acceptance would be against the Group's interests.*

Application for Membership

3.2 *An application for membership shall be:*

(a) securely and electronically submitted via the Group's website;

(b) lodged with the Secretary.

3.3 *The Committee will consider and accept or reject each membership application as soon as practicable.*

Membership fees

3.4 *Not applicable*

Register of Members

3.5 *A register containing the name, email address, phone number, date of enrolment and date of cessation of membership of each member will be kept by the Committee.*

3.6 *Membership will cease if a member:*

(a) resigns by notifying the Secretary in writing and takes effect from the date stated, otherwise immediately;

(b) is expelled; or

(c) dies.

Expulsion and Suspension of a Member

3.7 *The Committee may, if it finds that a member has acted against the interests of the Group:*

(a) expel that member from the Group, or

(b) suspend some or all of the membership rights of that member.

3.8 *Any member whose suspension or expulsion is proposed has the right to oppose the proposal in person or by written submission and will be given at least 21 days notice of the hearing of the proposal.*

Grievance procedure

3.10 *The following procedure applies to disputes under these rules between a member and another member or between a member or members and the Association.*

(a) Within 14 days after the dispute comes to the attention of the parties to the dispute they must meet and if possible resolve the dispute.

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

(c) The mediator must be a person chosen by agreement between the parties, or in the absence of agreement -

(i) in a dispute between a member and another member, a person appointed by the Committee; or

(ii) in a dispute between a member or members and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice and Regulation).

(d) A member of the Association can be a mediator.

(e) The mediator cannot be a party to the dispute.

(f) The parties to the dispute must, in good faith, attempt to settle the dispute.

(g) The mediator, in conducting the mediation, must:

(i) give the parties every opportunity to be heard; and

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded the parties throughout the mediation process.

(h) The mediator must not determine the dispute.

(i) If the mediation process does not result in the dispute being resolved, the parties may seek to do so in accordance with the Associations Incorporation Reform Act 2012, Section 54, or otherwise at law.

Life and Honorary Members

- 3.11** *The Committee may grant honorary membership for a period of one year to a person in recognition of service to the Group.*
- 3.12** *Life membership for outstanding service to the Group over a period of many years may be granted to a member on the recommendation of the Committee by resolution of a general meeting.*

4. PATRON

- 4.1** *A person may be invited to be a Patron of the Group by resolution of a general meeting. Patrons are not members of the Committee and do not have the responsibilities or rights of a member.*

5. GENERAL MEETINGS

- 5.1** *A general meeting of the Group, to be known as the Annual General Meeting, will be called by the Committee for a date as soon as practicable but not more than three months after the start of each calendar year.*
- 5.2** *The ordinary business of the Annual General Meeting will be:*
- (a) To confirm the minutes of the last preceding Annual General Meeting and any general meeting held since that meeting.*
 - (b) To receive and consider the financial statement submitted in accordance with section 63 of the Associations Incorporation Reform Act 2012.*
 - (c) To fill the elective positions established by this Statement of Rules.*
 - (d) To appoint the Public Officer, Auditor and other officers of the Group.*
 - (e) Any business of which notice has been given.*
- 5.3** *Additional general meetings, to be known as Special General Meetings may be called for a specified purpose or purposes by the Committee or at the written request of at least 5% of the membership.*
- 5.4** *Members will be given at least 21 days notice in writing of any Annual General Meeting or Special General Meeting and of any business to be conducted at such a meeting.*
- 5.5** *Each member is entitled to appoint another member as their proxy to an Annual General Meeting or Special General Meeting by notifying the Secretary in writing before the nominated starting time for that meeting.*
- 5.6** *The quorum at a general meeting is (five) members present in person.*
- 5.7** *A general meeting of the Group will be chaired by the Convener, or another member appointed by the meeting.*

- 5.8 *Each member has one vote only, either personally or by proxy and the chairperson has a second or casting vote.*
- 5.9 *Any proposal on any matter within the power of the Group, other than an administrative matter, which is submitted in accordance with the Statement of Rules and Regulations may be considered by members at a general meeting.*

6. COMMITTEE

6.1 *The Committee is responsible for managing and coordinating the Group and ensuring that the resolutions of general meetings are implemented.*

6.2 *The Committee will be elected by members of the Group and will comprise:*

President;

Immediate Past President;

Secretary;

Treasurer; and

up to (3) ordinary members.

The offices of Secretary and Treasurer may be held by one individual.

6.3 *A twelve month fixed term applies to all committee positions. No one person can hold a position for two consecutive terms unless:*

(a) If insufficient nominations are received to fill any position at the close of nominations, or

(b) The Committee co-opts a member to fill any position not filled

6.3 *Scheduled meetings of the Committee will be held at least (three) times a year.*

6.4 *Other meetings of the Committee may be convened by the Convener or by any two members of the Committee.*

6.5 *At least 7 days notice of meetings will be given to Committee members.*

6.6 *The quorum for the Committee is a majority of its members.*

6.7 *Each member of the Committee has one vote and the chairperson has a second or casting vote.*

6.8 *The Committee will keep in its custody or control all documents relating the Group.*

- 6.9** *The Secretary will keep minutes of the resolutions and proceedings of the each general meeting and each committee meeting, and the names of the persons present at such meetings.*
- 6.10** *The Committee may establish and maintain Regulations which describe the procedures for implementing the principles identified in this Statement of Rules.*

7. FINANCIAL MANAGEMENT

- 7.1** *The funds of the Group will be derived from subscriptions, donations and such other sources as the Committee determines, and will be applied to the pursuit of the objectives of the Group as determined by the Committee.*
- 7.2** *The Treasurer will collect and receive all moneys, make all authorised payments, and keep correct accounts and books showing the financial affairs of the Group with full details of all receipts and expenditures.*
- 7.3** *All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two of (three, four) members of the Group approved by the Committee.*
- 7.4** *The financial year will start on 1st July and end on 30th June the following year unless otherwise determined by a general meeting.*
- 7.5** *At the close of each financial year the Treasurer will prepare for submission to the Annual General Meeting a financial statement containing the following information:*
- (a) The income and expenditure of the Group during its last financial year;*
 - (b) The assets and liabilities of the Group at the end of its last financial year;*
 - (c) The mortgages, charges and securities of any description affecting any of the property of the Group at the end of its last financial year;*
 - (d) In respect of each trust of which the Group was trustee during a period, being the whole or any part of its last financial year*
 - (i) the income and expenditure of the trust during that period;*
 - (ii) the assets and liabilities of the trust during that period; and*
 - (iii) the mortgages, charges and securities of any description affecting any property of the trust at the end of that period.*
- 7.6** *The accounts and books of the financial affairs of the Group are to be available for inspection by members by appointment.*

7.7 *The Committee may recommend payment of an honorarium. Such recommendation must be approved at an Annual General Meeting or Special General Meeting.*

8. ELECTIONS

- 8.1 *All elected positions become vacant before the item 'election' at the Annual General Meeting.*
- 8.2 *A call for nominations for all elected positions will be published to members.*
- 8.3 *A member may nominate for any number of elected positions, but may be elected to only one position save that the positions of Secretary and Treasurer may be combined.*
- 8.4 *All nominations which conform with the Regulations of the Group will be accepted and presented to the Annual General Meeting.*
- 8.5 *If the number of nominations received for any position at the close of nominations is equal or less than the number of vacancies to be filled, the nominee(s) will be deemed to be elected.*
- 8.6 *If insufficient nominations are received to fill any position at the close of nominations, nominations shall be accepted at the Annual General Meeting.*
- 8.7 *If the number of nominations received for any position at the close of nominations, exceeds the number of vacancies to be filled, a ballot will be conducted at the Annual General Meeting.*
- 8.8 *The Committee may co-opt a member to fill any position not filled at the Annual General Meeting*
- 8.9 *An elective position may be declared vacant by a general meeting of the Group on the grounds that its constitutional responsibilities are not being fulfilled.*
- 8.10 *Any elected member whose position is proposed to be declared vacant has the right to oppose the proposal in person or by written submission and will be given at least 21 days notice of the hearing of the proposal.*

Casual Vacancies

- 8.11 *A casual vacancy will exist if a member of the Committee:*
- (a) ceases to be a member of the Group;*
 - (b) resigns from such position in writing;*
 - (c) becomes insolvent within the meaning of the Companies (Victoria) Code;*
 - (d) dies; or*

(f) has their position declared vacant at a general meeting.

8.12 *The Committee may fill any casual vacancy by the appointment of any member for the remaining term of office.*

8.13 *The conduct of elections is the responsibility of a Returning Officer to be appointed by the Committee.*

9. COMMUNICATION

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

9.2 *A Newsletter Editor may be appointed by the Committee.*

10. DISSOLUTION

10.1 *The Group may be wound up voluntarily only by a special resolution which is supported by three quarters of such members as, being entitled to do so, vote at an Annual General Meeting or Special General Meeting. Not less than 21 days notice will be given of the intention to propose such special resolution.*

10.2 *In the event of the winding up or the cancellation of the incorporation of the Group the assets of the Group will be distributed as determined by the members to an organisation or organisations having similar aims and objectives.*