



# **Statement of Purpose & Standard Rules**

## **(Constitution) for the Kiewa**

## **Catchment Landcare Groups**

**Kiewa Catchment Landcare Groups  
Special General Meeting**

**15th February, 2018**

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# Kiewa Catchment Landcare Groups Incorporated

## 1. NAME

1.1 The name of the Incorporated Association is the “Kiewa Catchment Landcare Groups Incorporated” (in these rules called “KCLG”)

## 2. OUR ROLE

### 2.1. Description of Network

The Kiewa Catchment Landcare Groups (KCLG) was formed in 1999 to deliver and manage Landcare across the Kiewa River Catchment. The KCLG today covers the Shires of Indigo, Wodonga and Alpine. KCLG encompasses the Landcare Groups of Baranduda, Kiewa-Bonegilla, Kergunyah-Gundowring, Yackandandah and Upper Kiewa

The Kiewa Catchment Landcare Groups is a not-for-profit, registered environmental organisation.

### 2.2. Role of the Network

***KCLG works with our member groups, and local community to improve the long-term sustainability of farming and the environment in North East Victoria***

The role of the Kiewa Catchment Landcare Groups:

- a) Support and strengthen constituent groups and members
- b) Facilitate group project applications and implementation
- c) Liaison with and attract funds from commonwealth, state and local governments, NECMA and other sponsors for Network projects,
- d) Plan, enter into and maintain working relationships with governments, statutory agencies and sponsors,
- e) Coordinate and manage Network wide planning, projects and on-ground works,
- f) Coordinate and support staff engaged under the auspices of KCLG and/or its members, in conjunction with any employing agency,
- g) Promote KCLG internally and externally,
- h) Review and advise on policies, strategies and plans of all levels of government relating to Landcare objectives and projects.

## 3. STATEMENT OF PURPOSE

Kiewa Catchment Landcare Groups through community action helps to preserve, protect and enhance the environment of the Kiewa River catchment by working with Landcare groups, government agencies and local businesses to achieve improved natural resource management outcomes.

## 4. DEFINITIONS

4.1. In these Rules, unless the contrary intention appears-

**"Act"** means the **Associations Incorporation Reform Act 2012**

**"Committee"** means the KCLG Committee as defined in these rules;

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

**"member"** means a member of the KCLG (via an affiliated group, individual or Family member)

**"ordinary member of the Committee"** means a member of the Committee who is not an officer of the Committee under Rule 19

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

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

**"the Department"** means Department of Environment, Land, Water and Planning

4.2 In these Rules, the Secretary of KCLG is a reference to where a person holds office under these Rules as Secretary of KCLG

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

## **5. ASSETS AND INCOME**

5.1. The assets and the income of KCLG shall be used and applied solely in promotion of its objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of KCLG.

5.2. The KCLG shall govern the financial and human resources available to it in order to achieve the goals defined in the Statement of Purpose.

5.3. The Treasurer shall be responsible for controlling the finances and assets. The Landcare Facilitator shall provide reports and all accounts to the Treasurer for approval.

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

## **6. APPLICATION FOR MEMBERSHIP**

### **Member Landcare Groups (Independent)**

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

6.1.1 An application of a Group for membership of KCLG shall:

- (a) be made by the President and Secretary of the Group
- (b) include a list of all the members (at least 5) of the Group
- (c) be lodged with the KCLG Secretary

6.1.2 No fee is payable for a Group's membership of the KCLG.

6.1.3 At the next scheduled meeting, the Secretary shall refer the application to the Committee to determine whether to approve or reject the application.

6.1.4 Upon an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant Group in writing that the Group is approved for membership of KCLG.

6.1.5 The Secretary or assigned staff member shall enter the successful applicant Group members' names in the Network's register of members, and upon the names being so entered, the applicant Group becomes a Member Landcare Group of KCLG.

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

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

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

6.1.8 Annually, each Group will provide KCLG with:

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

## **6.2. Member Landcare Sub-Groups**

6.2 Landcare groups may apply for Sub-Group status with the Committee, if they wish to operate within the Groups, under the same rules as all 6.1 above.

6.2.1 In addition, a Sub-Group must provide to the Committee notice of its proposed activities which shall contain such detail as is determined by the Facilitator, and which must be approved by the Executive of the Committee before they are carried out.

6.2.2 All activities of a Sub-Group, based on their membership details provided, which have the approval of the Executive of the Committee are covered by such public liability insurance as is maintained by the Committee.

6.2.3 KCLG Sub-groups money is held in separate accounts within the KCLG financial system and all transactions of income and expenditure are managed by the KCLG Treasurer. Transaction reports can be obtained by sub-group members upon request.

6.2.4 An insurance levy is payable by Sub-groups per member as set by the Committee at the AGM.

### **6.3. Family and Individual Members**

6.3 An individual or a family may make an application for direct membership of the KCLG. The application must be in writing in hardcopy or online and for family membership shall be subject to the same conditions as laid down for individual members.

6.3.1 Fees for family and individual membership shall be set by the Committee - see Appendix 2.

6.3.2 All Landcare activities carried out by family members, which have the approval of the Executive of the Committee, are covered by public liability insurance as maintained by the Committee

## **7. REGISTER OF MEMBERS**

7.1. A KCLG designated committee member shall keep and maintain a register of:

(a) all members of the KCLG including full name, address, phone, email, date joined and type of membership – Member Landcare Group, Individual or Family.

7.2. Members rights, obligations & liabilities include:

(a) KCLG must permit a member at a reasonable time to inspect the register of the members.

(b) KCLG must permit a member at a reasonable time to inspect and copy the rules and minutes of the general meetings held by the KCLG

(c) a member has a right to attend and vote at Special General Meetings of the KCLG.

## **8. RESIGNATION OF MEMBERS**

8.1. A Member of KCLG that has paid all moneys due and payable by it to KCLG, may resign from KCLG by first giving one (1) month notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

8.2. Upon the expiration of a notice given under the sub-clause (9.1), the Secretary shall make in the register of members an entry recording the date on which the Member by whom the notice was given ceased to be a member.

## **9. EXPULSION OF MEMBERS**

9.1. Subject to these Rules, the Committee may by resolution:

(a) expel a Member from KCLG; or

(b) suspend a Member from KCLG for a specified period;

If the Committee is of the opinion that the Member

- (a) has refused or neglected to comply with these rules; or
- (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of KCLG.

9.2. A resolution of the Committee under sub-clause (10.1) to expel or suspend:

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

9.3. Where, the Committee passes a resolution to expel or suspend, under sub-clause 10.1, the Secretary shall, for the purpose of giving notice in accordance with rule 10.2 (a) as soon as practicable, cause to be served on the Member a notice in writing:

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

9.4. At a meeting of the Committee held in accordance with sub-clause 10.2, the Committee:

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

9.5. Upon the receipt of a notice under sub-clause 10.3 d (iii), the Secretary shall notify the Committee, and the Committee shall convene a Special General Meeting of KCLG to be held within 21 days after the date on which the Secretary received the notice.

9.6. At a Special Meeting of KCLG convened under sub-clause 10.5:

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

9.7. If at the Special Meeting:

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

## **10. DISPUTES AND MEDIATION**



- 10.1. The grievance or disciplinary procedure set out in this rule applies to disputes within the jurisdiction of the KCLG under these Rules between:
  - (a) a Member and another Member; or
  - (b) a Member and the KCLG;
- 10.2. The relevant member must be informed of the grounds for the grievance or disciplinary action the KCLG proposes to take against him or her, and must be given the opportunity to be heard in relation to the matter at a meeting.
- 10.3. A meeting with all relevant parties to the dispute must attend and the outcome of the procedure must be determined by an unbiased decision-maker or mediator.
- 10.4. A member may appoint any person to act on their behalf in the grievance procedure.
- 10.5. A member of the KCLG who is the subject of a disciplinary procedure must not initiate a grievance procedure until the disciplinary procedure is complete.
- 10.6. The meeting must allow each party involved in the dispute to have the opportunity to be heard on the matter
- 10.7. The procedure must be completed as soon as reasonably practicable, to the extent that this is compatible with the above requirements.
- 10.8. The mediator must be:
  - (a) in the case of a dispute between a Member and another Member, a person appointed by the Committee of KCLG: or
  - (b) in the case of a dispute between a Member and KCLG, a person who is a Mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 10.9. A Member of KCLG can be a Mediator.
- 10.10. The Mediator cannot be a party to the dispute.
- 10.11. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.12. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **11. MEMBER LANDCARE GROUPS**

- 11.1. As provided in these Rules, a Group with objectives the same or similar to KCLG may be approved for Group membership of KCLG.
  - 11.2. Each Member Landcare Group may create its own by-laws for the administration of their activities provided that in the absence of any such by-laws, the Rules of KCLG shall as far as practicable be adopted by a Member Group. Where any inconsistency of purpose exists between KCLG and a Member Group, the purposes of KCLG shall prevail.
  - 11.3. Each Member Landcare Group may also create its own procedure for the nomination and approval of a person who wishes to become a member of that Group.
  - 11.4. Neither a Member Landcare Group nor any of its representatives shall enter into a contract or incur an obligation or liability of a material nature on behalf of the KCLG ("material" to be determined by the Committee from time to time) without the written approval of the Committee.
  - 11.5. The Committee shall, from time to time, recommend a type and amount of insurance cover that a

Member Landcare Group shall be required to have in effect. Such insurance cover as determined by the Committee shall be compulsory for all Member Landcare Groups.

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

11.7. The Committee may subject to Section 10 expel a Member Landcare Group from KCLG. Upon expulsion the Member Landcare Group affected will immediately cease to associate itself with KCLG.

11.8. In complying with Section 9, the KCLG designated committee member shall denote against each member's name the Member Group to which that individual or family member belongs.

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

## **12. ADMINISTRATIVE SUPPORT**

12.1. The KCLG may employ staff to carry out the administration and affairs of the KCLG.

12.2. The selection of persons employed by the KCLG shall be a function of the Employment Steering Committee of the Committee.

## **13. THE COMMITTEE**

13.1. The affairs of KCLG shall be managed by a Committee constituted as provided in Section 16.

13.2. The Committee:

- (a) shall control and manage the business and affairs of KCLG
- (b) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by KCLG other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of KCLG: and
- (c) subject to these Rules, the Regulations and the Act, has the power to perform all such acts and things as appears to the Committee to be essential for the proper management of the business and affairs of KCLG
- (d) act fairly and equitably on behalf of, and represents the interests of, all participating Landcare Groups in negotiations and promotions with external agencies concerning Network -wide projects and issues
- (e) is responsible for overall management of the Groups including:
  - i. Policy Development and Strategic Planning
  - ii. Working relationships with Government and statutory agencies and other sponsors
  - iii. Political lobbying and advocacy in relation to Network wide and local Landcare priorities and issues, and funding requirements
  - iv. Attracting funding for Network wide projects and supporting area and local applications where relevant
  - v. Approval, coordination and financial management of Network wide projects and activities
  - vi. Network wide communications such as production of a newsletter, major project

- launches, community education materials and corporate merchandising
- vii. Quality Management to ensure efficiency and effectiveness in project management and to meet funding conditions.
- (f) to keep and maintain a register of members (section 56 of the Act) to ensure that all stakeholders across the Network are kept informed in a timely and reasonable manner as required
- (g) ensures that all Landcare groups regularly receive comprehensive reports on strategic planning, projects, and staffing and other relevant areas of operation.

#### **14. ANNUAL GENERAL MEETING (AGM)**

- 14.1. KCLG shall, within 5 months of each financial year ending, convene an AGM of its members and submit the annual statement to Consumer Affairs Victoria.
- 14.2. The AGM shall be held on such day and at such time and location as the Committee determines.
- 14.3. Notice of the AGM shall be sent 14 days prior to the meeting by the designated KCLG staff member.
- 14.4. Representatives of six (6) KCLG Landcare Groups shall constitute a forum for transaction of business at the AGM or other general meeting of the KCLG.
- 14.5. The ordinary business of the AGM shall be:-
  - (a) to confirm the minutes of the last preceding AGM and any other Special General Meeting held since the previous AGM
  - (b) to receive from the Committee reports upon the transactions of KCLG during the last preceding financial year
  - (c) to elect members to the KCLG Committee, and
  - (d) to receive and consider the statement submitted by KCLG in accordance with the Section 30 (3) of the Act.
- 14.6. The AGM may transact special business of which notice is given in accordance with these Rules.
- 14.7. The AGM shall be in addition to any other Special General Meetings that may be held in the same year.
- 14.8. Voting at AGM:
  - (e) Voting is in person or by proxy.
  - (f) Each member Landcare Group may have one voting representative.
  - (g) The voting representative must be a financial member of a member Landcare group.
- 14.9. Office bearers of KCLG Committee will be elected at the AGM.
- 14.10. A Special General Meeting must have a specific purpose. At a Special General Meeting members may consider a range of matters, including those that must be decided by a special resolution. The Secretary of the Committee of KCLG will call a Special General Meeting on the request of at least 4 member groups of the KCLG. Fourteen days (14) notice will be given of a

Special General Meeting to the members.

**15. PROCEEDINGS OF THE COMMITTEE**

- 15.1. Committee membership shall consist of
  - (a) President (refer Section 20)
  - (b) Vice President (refer Section 21)
  - (c) Secretary (refer Section 22)
  - (d) Treasurer (refer Section 23)
  - (e) Up to maximum of 12 Committee members
- 15.2. Each member will be elected (except for the Secretary) for a 2 year term.
- 15.3. Each executive position on the Committee will be elected for a 1 year term.
- 15.4. The Committee may nominate any member of a participating Landcare Group to fill a casual vacancy.
- 15.5. The Landcare Facilitator is an ex officio Committee Member.
- 15.6. Representatives from relevant agencies such as Catchment Management Authorities, Department of Environment, Land, Water and Planning, Water Authorities and Local Government may be invited to attend meetings from time to time.
- 15.7. A technical specialist may be co-opted to the Committee for a special interest issue.
- 15.8. All Committee members will sign the KCLG Code of Conduct and Committee Member Declaration upon becoming a Committee member. See Appendix 1 & 2.

The signed Code of Conducts will be held with AGM paperwork.
- 15.9. In addition to the AGM, the Committee shall meet at least 4 times in each year at such place and such times as the Committee may determine.
- 15.10. Any meetings of the Committee may be convened by the Chair or by any of the members of the Committee.
- 15.11. Notice shall be given to members of the Committee of any meeting or additional meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 15.12. Each member of the Committee shall be given at least 7 days written notice of any meeting to be sent by the Secretary. Fifty (50) per cent plus 1 of elected Committee members shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- 15.13. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 15.14. Each member is entitled to appoint another member as proxy by notice given to the

Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

15.15. At the meetings of the Committee:-

- (a) the President or in his/her absence the Vice President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

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

15.17.. Written notice or communication by electronic means of a Committee Meeting shall be notified to each Committee member at least two business days before the date of the meeting.

15.18.. Notice sent to the secretary of a Member Landcare Group of KCLG shall be deemed to have been sent to all the Family members of the member Landcare Group.

## **16. VOTING PROCEDURES FOR COMMITTEE MEETINGS**

16.1. A question arising at a Committee Meeting of KCLG shall be determined on a voice vote, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a voice vote, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of KCLG is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, acceptance of that resolution.

16.2. The President of the meeting is only entitled to exercise a casting vote in the case of an equality of voting on a question.

16.3. If at a meeting, a poll on any question is demanded by any member, it shall be taken at that meeting in such manner and at such time before the close of the meeting as the Chairman may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

16.4. A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at a time before the close of the current financial year.

16.5. A Committee member is not entitled to vote at any Committee Meeting unless all moneys due and payable to KCLG by that member have been paid.

## **17. SUB-COMMITTEES OF THE KCLG COMMITTEE**

17.1 The Committee will create sub-committees to review in more depth the functioning and/or policies of specific areas of operations.

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

17.3. The President of each sub committee shall initiate meetings in conjunction with Committee members.

17.4. The Employment Steering Committee will be responsible for managing the employment concerns with the KCLG Landcare Facilitator .

17.5. Committees will report to the Committee. Recommendations of the Committees will be presented for ratification at Committee meetings.

17.6. The appointment of Sub Committees' Presidents will be approved by the Committee.

17.7. Where practicable, Committees should be chaired by ordinary Committee members.

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

## **18. ELECTION OF OFFICERS AND VACANCY**

18.1. Nominations of candidates for election as officers of KCLG or as ordinary members of the KCLG Committee:

- (f) shall be made in writing, signed by any two Members of KCLG and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);and
- (g) shall be delivered to the "Returning Officer" of KCLG not less than 7 days before the date fixed for the holding of the annual general meeting
- (h) a designated person will act as Returning Officer
- (i) Each Landcare group can have only one member on the Committee unless the number nominated drops below 7 (i.e. 50% +1 of max. of 12 members)
- (j) in the event that insufficient nominations be received to fill positions, nominations may be accepted at the AGM, or at future Committee Meetings if necessary

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

18.3. If there is more than one nomination for a position on the Committee, a secret ballot shall be held at the AGM.

18.4. All Committee members are elected at the AGM; election of the office bearers will proceed at the first Committee meeting following the AGM.

18.5. The position of President shall be elected first, then other office bearers, followed by ordinary Committee positions.

18.6. Notwithstanding Clauses 19.1, 19.2, 19.3, and 19.4 the President at his/her discretion may call for nominations to be received for all or any position at the AGM provided any person so nominated consents to their nomination.

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

18.8. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office at the same election.

18.9. For the purposes of the Rules, the position held by a Committee member becomes vacant if the member:-

- (k) ceases to be a member of KCLG,
- (l) resigns his/her office by notice in writing given to the Secretary,
- (m) has been removed from their position by special resolution of members for reasons identified below in section 24.; or
- (n) becomes an employee of KCLG
- (o) the committee member dies, or becomes insolvent or becomes a represented person (under the Guardianship and Administration Act 1986), or stops living in Australia (only applies to Secretary) or a statutory manager is appointed under section 116 of the *Associations Incorporation Reform Act 2012* to conduct the affairs of the association.

## **19. President**

19.1. The President's role is to

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

## **20. Vice-President**

20.1. The Vice-President's role is to:

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

## **21. SECRETARY**

21.1. The Secretary's role is to:

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

21.2. The President and Secretary will prepare the Committee Agenda.

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

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

## **22. TREASURER**

22.1. The Treasurer of KCLG will work

- a) to provide oversight and direction on the handling of all funds;
- b) to report to the Committee on the financial situations of the KCLG;
- c) to prepare or oversee the preparation and maintenance of an asset register;
- d) if required by law, arrange for an independent financial audit of the KCLG's financial management system

22.2. The KCLG treasurer:

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

22.3. The accounts and books referred to in sub-clause (23.2b) shall be available for inspection by members

22.4. Notwithstanding sub-clause 23.1 the Committee may appoint a competent person or organisation to perform the duties of the Treasurer on behalf of KCLG. The Treasurer however shall always be responsible for submitting the statement of accounts to the Annual General Meeting in accordance with Section 30 (3) of the Act.

## **23. REMOVAL OF COMMITTEE MEMBERS**

23.1. KCLG may by resolution of the Committee remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.

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

23.3. Possible reasons for asking a member to resign might include, the case of a member who:

- (a) is convicted of any offence punishable on conviction with imprisonment for more than one month



- (b) without the consent of a general meeting holds any office of profit under the KCLG
- (c) becomes directly interested in any contract or proposed contract with the KCLG and fails to declare that interest to the KCLG
- (d) is unable to carry out Committee duties effectively.

## **24. FINANCIAL MANAGEMENT**

- 24.1. The Kiewa Catchment Landcare Groups is a not-for-profit organisation.
- 24.2. The funds of the KCLG shall be derived from membership fees, annual subscriptions, donations and other such sources as the Committee determines.
- 24.3. All funds received will be used to deliver services and programs to Landcare groups and associated environmental Network in line with our Statement of Purpose and delivered under the Strategic Plan objectives.
- 24.4. The Committee applies for, collects, processes and monitors funds for groups.
- 24.5. The Committee maintains required and approved banking facilities.
- 24.6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any one of the signatories approved by the KCLG Committee.
- 24.7. The Treasurer of the Committee presents at each meeting, a financial report and revenue & expenditure statement for the preceding months.
- 24.8. The Committee provides an annual financial statement to its members at the AGM of the KCLG.
- 24.9. If required by law a Registered Auditor, appointed annually at the AGM, will undertake an independent audit of the finances of the Network each year.

## **25. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 25.1. These Rules and the Statement of Purposes of KCLG shall not be altered except in accordance with the Act (Section 50)
- 25.2. Alterations, rescinding or making additional rules of the KCLG will only be changed by special resolution of the members of KCLG.

## **26. HONORARIUMS**

- 26.1. Honorariums may be paid to Committee members. The purpose of the honorariums is to partly offset expenses incurred by Committee members whilst carrying out KCLG business.
- 26.2. The total honorarium that may be paid is to be set at the AGM.
- 26.3. The honorariums will be paid prior to the end of the financial year.

## **27. CUSTODY OF RECORDS**

- 27.1. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of KCLG.
- 27.2. The KCLG will prepare and retain accurate minutes of the Special General Meetings of the KCLG and meetings of the sub- committees as per the Act's rules 41 & 66.
- 27.3. If requested to do so, under section 53 (1) of the Act the KCLG will permit the member at a reasonable time to inspect:
  - a) the rules of the KCLG
  - b) minutes of Special General Meetings
- 27.4. Under section 53 (2), KCLG will provide copies of these documents to a member who makes a written request within 14 days of the request at no cost.

## **28. WINDING UP OR CANCELLATION**

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

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

**Appendix 1:**

**Kiewa Catchment Landcare Groups**

**COMMITTEE CODE OF CONDUCT**

Members of the Committee/Committees of Kiewa Catchment Landcare Groups (KCLG) abide by the code of conduct hereunder and sign a declaration to this effect.

**1. Demonstrating Respect**

- Members will be fair, objective and courteous in their dealings with other Committee members, KCLG staff and other members of the public.
- Members will demonstrate respect for Committee members, KCLG staff and others ensuring freedom from discrimination, harassment and bullying.
- Members will value and respect the diversity of opinions of members and respect their right to voice those opinions in a safe and supportive environment.
- **Once decisions of the Committee have been made, no Committee member shall publicly disagree with the decisions.**

**2. Knowledge**

- Members ensure that they have an appropriate level of knowledge of the governance structures, the Strategic directions of KCLG and their role within the overall operation of KCLG.
- Members obtain relevant information on an ongoing basis about the financial circumstances of their area of responsibility.
- Members ensure that their contribution to meetings is constructive and supportive and that they fulfill their role adequately and effectively.

**3. Meetings**

- Committee Meeting agendas and papers will be posted/emailed/online to Committee members a week prior to the Committee meeting.
- Committee members will read all papers supplied and bring them to the meeting.
- Members come on time, well prepared and informed, to all meetings of the Committee/Subcommittee to which they have been appointed.
- Where a member is unable to attend a meeting, an apology and reason for non-attendance is given to the Secretary in advance.
- Unless the Committee is satisfied that special circumstances exist, any Committee member who does not attend three consecutive meetings will have their membership terminated in writing prior to the next scheduled meeting.

#### **4. Confidentiality**

- Members discuss and consider confidential issues arising at meetings during those meetings only, unless otherwise directed by the meeting.
- Members do not discuss any matter arising in meetings with support staff or any third party, without the prior approval of the Committee/Committee.
- Members do not discuss personal information about Landcare members or support staff unless with the explicit agreement of the member or employee concerned.

#### **7. Conflict of Interest**

- No member of the Committee or any Committee or subcommittee can be appointed to, or retain, any paid office of KCLG (excepting ex officio support staff members).
- No member can directly or indirectly supply goods or services for profit to KCLG, except as bona fide remuneration for services rendered or expenses incurred on behalf of KCLG (excepting ex officio support staff members).
- Members declare any pecuniary interest and do not participate in any discussions or decisions in which they have such interest or in which it could be perceived they have a conflict of interest.

#### **8. Communication with support staff**

- Official communication with support staff on matters discussed at Committee/Committee meetings is only entered into by the member/s specifically delegated to do so.

Signed: \_\_\_\_\_

Name of Committee/Committee Member: \_\_\_\_\_

Date: \_\_\_\_\_

*Appendix 2:*

**SCHEDULE OF FEES  
MEMBERSHIP OF KCLG**

<b>Fee</b>	<b>Amount</b>
<b>Member Group</b>	<b>Nil</b>
<b>Individual or Family Annual Subscription</b>	<b>\$25</b>

**Appendix 3:**

KCLG Committee Member Declaration

**Kiewa Catchment Landcare Groups  
Committee Member Declaration**

This declaration is to be signed at the commencement of Committee membership and updated as required.  
Details will be held by KCLG Secretary with Committee paperwork.  
Details will be available to members of KCLG Landcare Network and KCLG members upon request.

*Extract from KCLG Committee Member Code of Conduct*

Name:.....

Address: .....

.....

Landcare Group: .....

Professional Memberships/ affiliations:

Community Memberships/ affiliations:

Business activities/ employment:

Ownership or part ownership of any environmental service providers:

Other areas of possible conflict of interest:

Signed:

Date: