

Rules for the Friends of Newport Lakes

1. The Name of the Association

(1) The name of the Incorporated Association is The Friends of Newport Lakes.

2. Definition of Terms

(1) In these Rules, unless the contrary intention appears, the following terms mean:

Annual Subscription Fee	An amount of money required to secure Membership rights in the Association
Association	The Friends of Newport Lakes
Committee	The Officers and Ordinary Members who manage the Association
Committee Meeting	A meeting of the Committee to carry out the ordinary business of the Association
Financial Year	The year ending on 30 June
General Meeting	A meeting of Members, at least one is required per year
Member	A person who has paid this Financial Year's Annual Subscription Fee and, therefore, has all the rights of membership
Household membership	Persons residing at the one address can join as a single household membership. This confers only one vote at meetings.
Minute Book	A bound, written record of business transacted at all meetings of the Association.
Officer	Occupier of the position of President, Treasurer, Secretary or Publicity Officer
Ordinary Member	A Member of the Committee who is not an Officer of the Association.
Public Officer	A liaison between the Association and the Office of Fair Trading. If the Association has no Secretary then the Public Officer is responsible for keeping in their custody or control all books, documents and securities of the Association.
Quorum	At least three Members of the Association must be present at a meeting to transact any business
Rule	A rule within this document which is subordinate to both the Regulations and Act
Secretary	Refers to a person holding office under these Rules as Secretary or Public Officer of the Friends of Newport Lakes
Special General Meeting	A meeting of Members convened to focus on, and make decisions about, a particular issue or issues of interest to the Association
The Act	The Associations Incorporation Act 1981
The Regulations	More detailed rules that are subordinate to the Act

(2) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. A statement of Purposes of the Association

(1) The Friends of Newport Lakes' mission is to be at the forefront of maintaining, protecting and promoting respect for the whole of the Newport Lakes reserve.

(2) Friends of Newport Lakes' purposes are to:

- Retain the whole of the area as a public park,
- Be a focus, a resource, an intermediary for people's involvement, and
- Maintain and protect the park's diversity and uniqueness, educate and promote care by the community.

4. Becoming A Member of The Association

(1) There are 3 types of membership:

- Individual membership
- Household membership
- Honorary life membership

- (2) A person or household seeking Membership, as provided in these Rules, becomes a Member once they complete a Membership Form and pay the Annual Subscription Fee to the Treasurer.
- (3) An Honorary Life membership may be conferred on any person who in the opinion of the Committee has given exceptional service to the Association for a period of not less than five years and whose life membership is confirmed at an Annual General Meeting. Honorary life members shall pay no subscription fee, but shall be bound by the Rules and shall be entitled to normal voting rights.
- (4) Once notified by the Treasurer, the Secretary enters the Member's name in the Register of Members.
- (5) A right, privilege, or obligation of a person by reason of Membership of the Association
 - (a) is not capable of being transferred or transmitted to another person
 - (b) terminates upon the cessation of Membership whether by:
 - failure to pay the Annual Subscription Fee within 60 days of the due date
 - expulsion
 - death
 - resignation
- (6) Becoming an Honorary Life Member of the Association
 - (a) Nominations for life membership must be made by the Committee.
 - (b) The recommendation for Honorary Life membership shall appear on the notice paper of the Annual General Meeting as a motion.
 - (c) Recommendations for life membership must be confirmed by a majority of members present and eligible to vote at the Annual General Meeting.

5. The Rights of Membership

- (1) The rights of Membership are:
 - (a) Presence at Annual General, Special General and Committee Meetings;
 - (b) Members present at Committee Meetings who are not Committee Members do not have the right to vote at Committee Meetings
 - (c) One vote per financial Membership at Annual General and Special General Meetings
 - (d) Nominate for any position on the committee
 - (e) Receive notices of Annual General and Special General meetings and association events
 - (f) Receive newsletters as produced
 - (g) Inspect the Register of Members in the presence of an Officer
 - (h) Inspect and copy this document

6. Annual Subscription Fee

- (1) The annual subscription, to be fixed each year by the Committee, is payable on or before 1 July in each year.

7. Register of Members

- (1) The Secretary shall keep and maintain a Register of Members in which shall be entered the following details of each Member:
 - name
 - address
 - telephone, mobile and fax numbers and e-mail address as appropriate
 - date of start of Membership
 - date of cessation of Membership
- (2) The register shall be available for inspection and copying by Members upon request.

8. Ceasing To Be a Member of the Association

- (1) A Member of the Association ceases to be a Member through, either:
 - Failure to pay the Annual Subscription Fee within 60 days of the due date
 - Expulsion
 - Resignation, or
 - Death

- (2) Resignation must be done in writing to the Secretary. Resignation is effective immediately unless otherwise stated in the communication.
- (3) When a person ceases to be a Member, through the non-payment of subscription fee, the Secretary records the date this occurred in the Register of Members. If the person does not rejoin the Association within one year of this date, their entry is removed from the Register of Members

9. Expelling or Suspending Members

- (1) The Committee, may by resolution:
 - expel
 - suspend, or
 - report a Member to the relevant authorities
- (2) Some of all of these actions may be taken if a Member has:
 - refused or neglected to comply with the Rules in this document
 - been guilty of conduct unbecoming a Member, or
 - been guilty of conduct prejudicial to the interests of the Association.
- (3) A resolution of the Committee to punish a Member does not take effect unless
 - a. A notice, see 9.4, is served upon the Member, and
 - b. The resolution is confirmed at a Committee Meeting, or
 - c. The resolution is confirmed at a General Meeting, if the Member exercises their right of appeal to the Association.
- (4) If the Committee passes a resolution, the Secretary shall, as soon as practicable, cause to be served on the Member a written notice, containing the following details:
 - a. The resolution of the Committee and the grounds upon which it is based
 - b. The date, place and time of the Committee Meeting
 - c. The date of the meeting will not be earlier than 14 and not later than 28 days after the service of this notice
 - d. To instruct the Member to inform the Secretary, at least 24 hours before the Committee Meeting, that they will do one or more of the following:
 - i. Attend the Committee Meeting and address the Committee themselves or via a representative
 - ii. Give a written statement seeking the revocation of the resolution
 - iii. Lodge a notice that they wish to appeal against the resolution at a General Meeting
- (5) At this Committee meeting, the Committee shall
 - a. Hear the Member's (or their representative's) appeal against the resolution
 - b. Consider any written statement submitted by the Member, and
 - c. Determine by resolution whether to confirm or to revoke the resolution
- (6) If the Secretary receives a notice that the Member wishes to appeal at a General Meeting, he or she shall notify the Committee. The Committee shall convene a General meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- (7) At the General Meeting of the Association:
 - 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 resolution and the reasons for the passing of the resolution
 - c. the Member (or their representative) shall be given an opportunity to be heard, and
 - d. the Members present shall vote by secret ballot as to whether the resolution should be confirmed or revoked
- (8) If, at the General Meeting, two-thirds of the Members present vote in person in favour of the confirmation of the resolution, the resolution is confirmed. Otherwise the resolution is revoked.

10. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between
 - (a) either a member and another member
 - (b) or a member and the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator
- (4) The mediator must be:
 - (a) either a person chosen by agreement between the parties
 - (b) or, in the absence of agreement, in a dispute between a member and another member, a person appointed by the committee of the Association
 - (c) or, in the absence of agreement, in a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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 otherwise at law.

11. Holding An Annual General Meeting

- (1) The Association shall, in each calendar year, convene an Annual General Meeting of its Members
- (2) The Annual General Meeting shall be held on such a day as the Committee determines
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:
 - a. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting
 - b. to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year
 - c. to elect Officers of the Association and the Ordinary Members of the Committee, and
 - d. to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
 - e. to vote on any recommendations for Honorary Life Membership
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

12. What is a Special General Meeting?

- (1) All General Meetings, other than the Annual General Meeting, shall be called Special General Meetings.

13. Calling A Special General Meeting

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between Annual General Meeting, shall convene a Special General Meeting before the expiration of that period.
- (2) The Committee must, on the request in writing of Members representing not less than 10 per cent of the total number of Members, convene a Special General Meeting of the Association.
- (3) The request for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the request and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the request.

- (4) If the Committee does not cause a Special General Meeting to be held within the month after the date on which the request is sent to the address of the Secretary, two or more of the Members making the request, may convene a Special General meeting to be held not later than three months after that date.
- (5) A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

14. Preparing The Notice For An Annual or Special General Meeting

- (1) The notice for a General Meeting must contain the following details:
 - place
 - date, and
 - time of the meeting
 - the business to be transacted
- (2) The Secretary shall cause all Members to be notified of the General Meeting in writing, at least 14 days before the date fixed for holding a General Meeting of the Association. The Secretary shall use the contact details listed in the Register of Members,
- (3) No business other than that set out in the notice convening the meeting, shall be transacted at the meeting.
- (4) 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. Conducting Annual and Special General Meetings

- (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a Quorum of Members is present during the time when the meeting is considering that item.
- (3) The date, time and/or place of a General Meeting can be changed before the date of the meeting if the Secretary causes a new notice to be sent to the Members.
- (4) If a Quorum is not present within half an hour of the appointed time for the start of a General meeting:
 - a. Where it was convened upon the request of Members: the meeting is dissolved
 - b. Where it was convened by the Committee: it is adjourned to a date, time and place decided by the Officers present. The Secretary will cause a new notice of the meeting to be sent to Members.
- (5) If, at the adjourned General meeting, the Quorum is not present within half an hour after the time appointed for the start of the General meeting, the Members present (being not less than two) shall be a Quorum.

16. Chairing Annual and Special General Meetings

- (1) The President shall preside as Chairperson at each meeting of the Association,
- (2) If the President is absent, the Members present shall elect one of their number to act as Chairperson.

17. Adjourning Annual and Special General Meetings

- (1) The Chairperson of a General Meeting, may, with the consent of the meeting, adjourn the meeting to a different date, time and/or place
- (2) No business shall be transacted at an adjourned meeting other than the business left unfinished.
- (3) If a General Meeting is adjourned for fourteen days or more, a new notice shall be issued. It need only give the date, time and place (as the business to be transacted has not changed).

18. Recording a Vote

- (1) A question arising at a General Meeting of the Association shall be determined on a show of hands. A poll can be demanded before a declaration.
- (2) The Chairperson declares that a resolution has been:
 - a. carried
 - b. carried unanimously
 - c. carried by a particular majority
 - d. lost
- (3) An entry to that effect recorded in the Minute Book of the Association is evidence of the fact. This is done without proof of the number or proportion of the votes recorded in favour or against that resolution.

19. How to Vote

- (1) Upon any question arising at a General meeting of the Association, one Membership has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

20. Other Types of Votes

- (1) If a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chairperson may direct. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken straight away. A poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

21. Who Can Vote

- (1) An individual Member or one member of a household Membership is entitled to vote at any General Meeting when all moneys due and payable by the Member of the Association have been paid.

22. Duties of the Committee of Management

- (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in the Rules
- (2) The Committee is subject to these Rules, the Regulations and the Act. Within these they shall control, manage and perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association, except those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association.

23. Officers of the Committee

- (1) The Officers of the Association shall be a:
 - (a) President
 - (b) Publicity Officer
 - (c) Treasurer
 - (d) Secretary
- (2) The provisions of Rule 23, so far as they are applicable and with the necessary modification, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1)
- (3) Each Officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its Members to the vacant office. The Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

24. Ordinary Committee members

- (1) Subject to section 23 of the Act, the Committee shall consist of:
 - (a) the four Officers of the Association; and
 - (b) up to three Ordinary Memberseach of whom shall be elected at the Annual General Meeting of the Association in each year.
- (2) Each Ordinary Member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of election but is eligible for re-election
- (3) In the event of a casual vacancy occurring in the office of an ordinary Member of the Committee, the Committee may appoint a Member of the Association to fill the vacancy. The Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

25. Electing Officers and Ordinary Members of the Committee

- (1) Nomination of candidates for election as officers of the Association or as Ordinary Members of the Committee
 - (a) shall be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (6) A candidate can nominate for election to more than one position, but they can only occupy one position.

26. When Committee Positions Become Vacant

- (1) The office of an Officer or and Ordinary Member of the Committee becomes vacant if they:
 - (a) cease to be a Member of the Association
 - (b) become an insolvent under administration within the meaning of the Companies (Victoria) Code
 - (c) resign from office by a written notice given to the Secretary.

27. Conducting Committee Meetings

- (1) The Committee shall meet at least three times in each year where and when they decide.
- (2) Special Committee Meetings may be convened by the President or by any three of the Committee.
- (3) Notice of any Special Committee Meeting shall be given to the Committee specifying the business to be transacted.
- (4) Any three members of the Committee constitute a Quorum for the transaction of the business of a meeting of the Committee. No business shall be transacted unless a Quorum is present.
- (5) If, within half an hour of the time appointed for the meeting, a Quorum is not present, the meeting shall stand adjourned to a time and place agreed by contacting the Committee.
- (6) The President shall preside as Chairperson unless:
 - He or she is absent, then any of the remaining Members of the Committee, as appointed, will preside as Chairperson.
 - He or she offers the Chair to another member of the Committee
- (7) Question arising at a Committee Meeting, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the Chairperson may determine.

- (8) Each Committee member present at a Committee meeting, or at a meeting of any sub-committee appointed by the Committee, is entitled to one vote. In the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- (9) The Secretary shall cause each Committee member to be notified of each Committee Meeting at least two days before the date of the meeting, using contact details in the Register of members.
- (10) As long as there is a Quorum, the Committee may act even if there is a vacancy on the Committee.

28. Duties of the President

- (1) The President of the Association acts as Chairperson unless absent.
- (2) When they act as Chairperson, they
 - have a second or casting vote on all questions
 - can conduct a poll (if asked by a Member)

29. Duties of The Secretary

- (1) The Secretary of the Association shall:
 - (a) keep minutes of the resolutions and proceedings of all meetings
 - (b) keep a record of the names of persons present at meetings
 - (c) keep copies of all correspondence
 - (d) keep the Common Seal
 - (e) update the Register of Members
 - (f) send out notices of meetings

30. Duties of The Treasurer

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

31. Duties of The Publicity Officer

- (1) The Publicity Officer of the Association, guided by the Committee, shall oversee the production of publicity-related materials and campaigns.

32. Sub Committees

- (1) Sub committees can be appointed by the Committee as needed, to make recommendations to the Committee;
- (2) Membership of any sub-committees is not limited to Committee members, but must include at least one committee member.

33. Removing A Member Of The Committee

- (1) A General Meeting, the Association may, by resolution, remove any Committee Member before the expiration of the Member's term of office. The Association may also appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member.
- (2) If the Committee Member objects to their removal, they may make a written statement, of up to 500 words, to the Secretary.
- (3) The Committee member can request that this is either
 - Sent to every Member, or
 - Read out at the General Meeting

34. Signing Cheques

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of three members appointed by the Committee

35. Keeping and Using The Common Seal

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the Common Seal shall be attested by the signatures either of two Committee Members or of one Committee member and of the Public Officer of the Association.

36. Altering The Rules And Statement Of Purposes

- (1) These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

37. Sending and Receiving Notices

- (1) A notice may be served by or on behalf of the Association upon any Member either personally or by transmitting it to the member using the contact details in the Register of Members.
- (2) Where a document is transmitted using the contact details in the register of Members, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of the mode of transmission.

38. Winding Up Or Cancelling the Incorporation of the Association

- (1) Assets of the Association shall be disposed of in accordance with the provisions of the Act.

39. Custody of Records

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) The Treasurer shall keep in his or her custody and control all documents relating to financial accounts of the Association.
- (3) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member of the Association upon request.

40. Getting Funds

- (1) The funds of the Association shall be derived from annual subscriptions, donations, grants and such other sources as the Committee determines.