

**DAREBIN CREEK MANAGEMENT COMMITTEE INCORPORATED**

**STATEMENT OF PURPOSES**

**1. THE NAME**

The name of the proposed Association will be “Darebin Creek Management Committee Incorporated”.

**2. THE PURPOSE**

The purpose for which the Association is established is to ensure the preservation, restoration, environmental protection, and ecologically sensitive development and maintenance of the Darebin Creek Linear Park, with a long-term aim of securing a linear park with significant recreation and conservation values. The organisation fulfills a management / advisory and educational role throughout the catchment.

**3. AUTHORITY**

To further the purposes of the Association, the Association will have the following authority.

- (a) **Land use planning:** to facilitate and monitor the implementation of any Committee endorsed Master and Management Plans and to comment on land use planning issues along the whole Darebin Creek Valley.
  
- (b) **Creek parkland management:** to act as a major body for policy development and to ensure the environmentally sensitive maintenance and development of the Darebin Creek Catchment, taking full and proper account of recreational and conservation values; and to establish regenerated indigenous vegetation and to restore the landscape on public land along the Darebin Creek Valley while recognising the historic significance of designated exotic plants.

- (c) **Funding:** to raise funds by way of member body contributions, grants, donations, membership fees and from such other sources as the Association determines.
- (d) **Community participation:** to enhance management of the Darebin Creek Catchment by encouraging participation in, awareness of, interest in and use of the Darebin Creek Catchment as a valuable community resource; and to work with existing and future groups which contribute to the fulfillment of the purposes of the Association.
- (e) **Government Authorities:** to co-operate with community, local, state and federal government authorities in the protection and enhancement of the Darebin Creek Catchment and adjoining lands.
- (f) **Co-ordinated approach:** to facilitate integrated management of the Darebin Creek Valley on a co-ordinated basis between the various key stakeholders (municipal councils, the Melbourne Water Corporation, La Trobe University, community groups and other land owners) with an emphasis on co-operation, information exchange and resource sharing.
- (g) **Darebin Parklands Division:** is delegated such powers as are desirable to manage, develop and maintain the Darebin Parklands portion of the Darebin Creek Catchment, and to make annual submissions through the Association for funding by the Cities of Darebin and Banyule (together with approaches to other funding bodies as may be appropriate).

## CONSTITUTION

### 1. INTERPRETATION

1.1 In these rules, unless the contrary intention appears:

“Act” means the **Associations Incorporation Act 1981**.

“Association” means the Darebin Creek Management Committee Incorporated.

“Authorised signatories” means any person nominated by the association.

“Division” means the department of the Association responsible for either Coordination or Parklands.

“Executive Committee” means the Executive Committee of the Association elected at the annual general meeting of the Association or appointed in accordance with rule 5.7.

“Financial year” means the year commencing on 1st July and concluding on the following 30th June.

“General Meeting” means a general meeting of the Association convened in accordance with these rules.

“Member” means an ordinary member of the Association.

“Member body” means the Banyule City Council, the Darebin City Council, the Whittlesea City Council, the Yarra City Council, La Trobe University, Friends of Darebin Creek and Darebin Parklands Association.

“Meeting” includes any meeting of the Association, or Executive Committee.

“Nominated member” means a person nominated by a member body to be a member of the Association.

“Public officer” means a public officer for the purposes of the Act.

“Regulations” means the regulations under the Act.

“Secretary of the Association” means a person appointed as the Secretary of the Association.

“Treasurer” means the person appointed as the treasurer of the Association.

1.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the **Interpretation of Legislation Act** 1984, and the Act as in force from time to time.

## **2. STRUCTURE**

2.1 Upon incorporation the member bodies of the Association, shall be those member bodies described as ordinary members in the schedule to these Rules.

2.2 The Association shall consist of an Executive Committee, any sub-committee appointed under Rule 2.3 and ordinary members; and

- (a) the Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Public Officer elected by the ordinary members of the Association at the annual general meeting; and
- (b) the ordinary members shall consist of the members of the Association nominated by a member body as ordinary member who are not elected as members of the Executive Committee.

2.3 The Association or Executive Committee may appoint other sub-committees to exercise such functions as are specified in the instrument of appointment.

2.4 Subject to these Rules, a sub-committee of the Association shall be governed by the rules adopted by the members of that sub-committee. The rules governing each sub-committee shall not operate so as to be inconsistent with these Rules.

2.5 The Association may, at its annual general meeting or at any general meeting, admit another body corporate as a member body for the purposes of these Rules.

2.6 The following member bodies may nominate, as an ordinary member, the number of persons respectively set out opposite their names:

<b>Member Body</b>	<b>No. of persons</b>
Banyule City Council	Two
Darebin City Council	Two
Yarra City Council	Two
Whittlesea City Council	Two
La Trobe University	One
Friends of Darebin Creek	One
Darebin Parklands Association	One

- 2.7 A member body may nominate;
- (a) a Councillor representative of the member body;
  - (b) a member of staff of the member body;
  - (c) a member of the community who is neither a Councillor representative nor member of staff; or
  - (d) any combination of the above.

### **3. MEMBERSHIP**

- 3.1 The Secretary of the Association shall keep and maintain a register of the members of the Association ('the register'), in which shall be entered the full name, address, and date of entry of the name of each member.
- 3.2 The register shall be available for inspection by any member of the Association at the address of the Secretary of the Association.
- 3.3 Nomination of a person by a member body for membership of the Association shall be in writing and lodged with the Secretary of the Association. Such nominated persons shall not be required to pay any membership fee or subscription.
- 3.4 The nomination shall be referred to the Executive Committee as soon as practicable after receipt.
- 3.5 Upon the Executive Committee receiving the nomination it must approve the nomination and cause that person's name to be recorded on the register.
- 3.6 Where a member dies or by notice given at least one month prior to the resignation taking effect, resigns, the matter of a replacement nominated member shall be referred to the nominating member body.
- 3.7 Any apparent need for disciplinary action concerning a member shall be referred to the member body which nominated that member, which shall call a general meeting of the Association upon giving 21 days notice, setting out in a confidential document, the grounds for complaint.

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

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

3.8.2 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 of the parties.

3.8.3 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.

3.8.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (1) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (2) in the case of the 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).

3.8.5 A member of the Association can be a mediator.

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

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

3.8.8 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.

3.8.9 The mediator must not determine the dispute.

- 3.8.10 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.
- 3.9 All members of the Association shall be charged with fully pursuing the aims and objectives of the Association as a primary responsibility.
- 3.10 Where a conflict of interest or intent is identified by a member in relation to his or her role as a member of the Association, compared with the position of the member body which nominated the member, such conflict shall be dealt with by appropriate convention and should not prevent the member from exercising normal responsibilities in relation to ordinary membership.
- 3.11 Each member body shall ensure that the members they nominate are well qualified to act competently in accordance with the aims and objectives of the membership for which they have been nominated.
- 3.12 Each member of the Association will respect the duty of other members to serve the interests of their member body.
- 3.13 All members shall ensure that, in dealing with issues directly related to the activities, aims or objectives of the Association, the capacity in which action is taken is clearly identified.
- 3.14 No resolution adopted by the Association shall bind any member body, whether or not the member body has nominated a person or persons to be members of the Association.

#### **4. ANNUAL GENERAL MEETING**

- 4.1 The Association shall, in each calendar year, convene an annual general meeting of its ordinary members, to be held on such day as the Executive Committee determines (being a date not more than three months after the end of the financial year).
- 4.2 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 Executive Committee, and any other sub-committees, reports upon the activities of the Association during the last preceding year;

- (c) to receive and consider the statement submitted to the members by the Association in accordance with section 30(3) of the Act;
- (d) to elect officers of the Association for the following year;
- (e) to transact any other business of which notice has been given in accordance with these rules.

## **5. ELECTION OF OFFICE BEARERS**

- 5.1 The members of the Association may co-opt a person other than an ordinary member to the position of Treasurer of the Association. The Treasurer may also fill the role of Public Officer of the Association and shall be elected through a majority decision. The nominated person shall have full voting rights on the Association and on any sub-committee.
- 5.2 The officers of the Association, to be elected at the annual general meeting from the ordinary members (excepting the Treasurer and/or Public Officer as the case may be) of the Association, shall be:
- (a) a President;
  - (b) a Vice President;
  - (c) a Treasurer;
  - (d) a Secretary; and
  - (e) the Public Officer.
- 5.3 The Executive Committee shall consist of the officers of the Association.
- 5.4 (a) The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Association and Executive Committee but, if both are absent, the members of the Association or the Executive Committee (as the case may be) present shall elect a chairperson.
- 5.5 The Secretary to the Association shall maintain minute books recording the proceedings of meetings of the Association.
- 5.6 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.

5.7 In the event of a casual vacancy in any office, the Executive Committee may appoint one of the members of the Association to the vacant office, until the next annual general meeting.

## **6. MEETING PROCEDURE**

6.1 All meetings of the Association which are not annual general meetings shall be called general meetings.

6.2 The ordinary members of the Association shall respectively each hold at least five general meetings in each calendar year.

6.3 Written notice shall be given to members of the holding of a general meeting at least seven days before the day on which the meeting is to be held.

6.4 Any seven members, constitute a quorum for a meeting of the ordinary members of the Association.

6.5 Any four members constitute a quorum for a meeting of the Executive Committee.

6.6 If within half an hour of the appointed time of the commencement of a meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week (or, if the same day in the next week is a public holiday, the next day which is not a public holiday) at a place to be determined by the chairperson of the meeting.

6.7 Voting at a meeting, shall, unless the meeting decides otherwise, be by a show of hands by those present, and all votes shall be given personally or by proxy.

6.8 Each member present at a meeting is entitled to one vote and, in the event of an equality of votes the chairperson of the meeting shall exercise a casting vote (unless the chairperson is a chairperson pro tem who is presiding at the election of a chairperson).

6.9 Each member is entitled to appoint another member as his or her proxy by notice given to the Secretary to the Association not less than 24 hours before the meeting.

6.10 A general meeting may be called at the request of the chairperson or any two members of the Association or the chairperson by giving a signed written request to the secretary concerned, setting out the general nature of the business to be transacted at the meeting.

## **7. THE EXECUTIVE COMMITTEE**

7.1 The Executive Committee of the Association:

- (a) shall, subject to paragraph (b), exercise such powers and functions as may from time to time be delegated by a meeting of the Association; and
- (b) has, subject to these Rules , the regulations and the Act, power to perform all acts and things as appear to the Executive Committee to be necessary for proper management of the business and affairs of the Association between meetings of the Association.

7.2 Without limiting the generality of Rule 7. 1, the Executive Committee shall have the following powers and duties:

- (a) prepare the annual budget of the Association, which shall include the basis of requests for financial contribution by member bodies and seeking grants and sponsorships from other sources;
- (b) retain staff or consultants by direct employment or on a contract basis with a Council member body and/or other person or body, such staff to include a Darebin Creek Co-ordinator and Senior Ranger.
- (c) the power to delegate the handling of funds and the keeping of financial records to a member body of the Association, provided that member makes the necessary audit arrangements.

7.3 Rules 6.3, 6.6, 6.7, 6.8, 6.9 and 6. 10, with such variations as are necessary, apply to meetings of the Executive Committee.

7.4 The persons holding the position of Darebin Creek Co-ordinator and Senior Ranger shall be non-voting members of the Executive Committee.

## **9. OTHER MATTERS**

9.1 The treasurer to the Association shall -

- (a) collect and receive all moneys due to the Association and make payments authorised by the Association.

- (b) keep correct accounts and books showing the financial affairs of the Association (which shall be made available for any member to inspect upon the member giving seven days notice);
  - (c) shall cause the accounts and books of the Association to be audited by a qualified auditor as directed by the Association .
- 9.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of four authorised signatories.
- 9.3 The Secretary to the Association shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 9.4 The common seal of the Association shall be kept in the custody of the Secretary to the Association.
- 9.5 The common seal shall not be affixed to any document or instrument except by the authority of two members of the Executive Committee.
- 9.6 The statement of purposes of the Association may be altered only by a vote equal to three quarters of all members and a majority of member bodies at a general meeting of the ordinary members of the Association, of which at least 21 day's notice in writing has been given to all members setting out the specific alterations proposed.
- 9.7 The Rules of the Association may be altered only by a vote equal to three quarters of all members and a majority of member bodies at a general meeting of the ordinary members of the Association of which at least 21 day's notice has been given to all members setting out the specific alterations proposed
- 9.8 The funds of the Association shall be derived from member body contributions, grants, donations, membership fees and such other sources as the Association determines.

## PUBLIC FUND

### 10.1 Establishment of the Public Fund

- (a) The Public Fund of the Association 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.

- (b) The Association must inform the Commonwealth Department responsible for the environment as soon as possible if:
  - I. it changes its name or the name of its public fund;
  - II. there is any change to the membership of the Association of the public fund; or
  - III. there has been any departure from the model rules for public funds set out in the Guidelines to the Register of Environmental Organisations.
- (c) The Association agrees to comply with any rules that the Treasurer of the Commonwealth of Australia and the Minister with responsibility for the environment may make to ensure that gifts to the Fund are only used for its principal purpose.
- (d) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donors.
- (e) Statistical information requested by the Department responsible for the environment on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

## 10.2 Rules of the Public Fund

- (a) The objective of the public Fund is to support the Associations 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 Association.
- (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 as set out in this clause.
- (h) In the case of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives to the Association, which is on the Register of Environmental Organisations.
- (i) A majority of the directors must be residents of Australia and must fall within one or more of the categories which demonstrate responsibility to the general community:
  - I. people with honours;
  - II. clergy and church authorities;
  - III. trustees or board members of a non-profit school or college;
  - IV. Justices of the Peace;
  - V. judges/magistrate;
  - VI. public servants with more than five years of services;
  - VII. solicitors;
  - VIII. doctors;
  - IX. accountants (must be CPA, ASA, ICA or NIA registered);
  - X. persons holding public or elected office (majors, town clerks, councillors, members of parliament);
  - XI. directors of large public companies with responsibilities under the Corporations Act;
  - XII. senior academics or senior teachers with more than five years experience;
  - XIII. people who hold or have held other public positions;

- XIV. past or present office holders of other community organisations; and
- XV. any other person whose appointment is approved by the Commissioner or a Deputy Commissioner of Taxation.

10.3 Not for profit clause

- (a) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

10.4 Winding up clause

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

End.

## **SCHEDULE**

### **Rule 2.1**

**The member bodies of the Association at the date of incorporation of the Association.**

### **Ordinary Members**