

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 area of management is the Darebin Creek Linear Park between the Yarra River and SEC transmission line easement, Epping whilst fulfilling an advisory and educational role in the rural areas of 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 assist in monitoring the implementation of the Lower and Middle Darebin Creek Concept Plans and to maintain an interest in and, 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 Linear Park, 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 Linear Park by encouraging community participation in, awareness of, interest in and use of the Darebin Creek Linear Park as a valuable community resource; and to work with existing and future community groups which contribute to the fulfilment 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 Linear Park 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) **Management of the Darebin Creek Linear Park:** to entrust the functions, assets and liabilities of the Darebin Creek Co-ordinating Committee and of the Darebin Parklands Committee of Management Inc. to the Association, and to enable the Darebin Parklands portion of the Darebin Creek Linear Park to be managed by a sub-committee of the Association (to be known as the "Darebin Parkland's Sub-Committee"), employing the transferred Darebin Parklands Assets.
- (h) **Darebin Parklands Sub-Committee:** to delegate to the Darebin Parklands Sub-Committee such powers as are desirable to manage, develop and maintain the Darebin Parklands portion of the Darebin Creek Linear Park, 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).

RULES

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” mean the President, Deputy President, Secretary and Treasurer of the Association”.

Authorised signatories, means the Chairperson, Deputy Chairperson, Secretary and Treasurer of the sub-committee.

“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 or of the Sub-Committee convened in accordance with these rules.

“Member” means an ordinary member and Sub-Committee member of the Association.

“Member body” means the Banyule City Council, the Darebin City Council, the Whittlesea City Council, the Yarra City Council and La Trobe University.

“Meeting” includes any meeting of the Association, Sub-Committee 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.

“Secretary of the Sub-Committee” means a person appointed as the Secretary of the Sub-Committee.

“Sub-Committee” means the Darebin Parklands Sub-Committee established under these rules.

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

“Treasurer of the Sub-Committee” means the person appointed as the treasurer of the Sub-Committee.

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 or Sub-Committee members in the schedule to these Rules.

2.2 The Association shall consist of an Executive Committee, the Darebin Parklands Sub-Committee (“the Sub-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 Sub-Committee shall consist of six (6) nominated members of the Association, three (3) of whom shall be nominated by the Banyule City Council and three (3) of whom shall be nominated by the Darebin City Council;

(c) 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 There shall be two categories of members. A person who is not a member of the Association at the time of incorporation may be nominated for membership by a member body as either:

(a) an ordinary member (of which the Association will have eleven); or

(b) a Sub - Committee member (of which the Association will have six).

2.7 A person is not precluded from being both an ordinary member and a Sub - Committee member.

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

Member Body	No. of persons
Banyule City Council	Three
Darebin City Council	Three
Yarra City Council	Two
Whittlesea City Council	Two
La Trobe University	One

2.9 The following member bodies may nominate, as a Sub-Committee member, the number of persons respectively set out opposite their names:

Member Body	No. of persons
Banyule City Council	Three
Darebin City Council	Three

2.10 A member body empowered to nominate three or more members 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 Secretary of the Sub-Committee shall keep and maintain a record of the full name, address and date of entry of each Sub-Committee member, and supply it to the Secretary of the Association for the purposes of recording it in the register.
- 3.3 The register shall be available for inspection by any member of the Association at the address of the Secretary of the Association.
- 3.4 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 required to pay any membership fee or subscription.
- 3.5 The nomination shall be referred to the Executive Committee as soon as practicable after receipt.
- 3.6 Upon the Executive Committee receiving the nomination it must approve the nomination and cause that person's name to be recorded on the register as being either an ordinary member or Sub-Committee member (or both).
- 3.7 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.
- 3.8 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 (where the member is an ordinary member) or of the Sub-Committee, (where the member is a Sub-Committee member), upon giving 21 days notice, setting out in a confidential document, the grounds for complaint.

3.9

3.9.1 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.

3.9.2 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.

3.9.3 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.

3.9.4 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).

3.9.5 A member of the Association can be a mediator.

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

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

3.9.8 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.

3.9.9 The mediator must not determine the dispute.

- 3.9.10 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
- 3.10 All members of the Association shall be charged with fully pursuing the aims and objectives of the Association as a primary responsibility.
- 3.11 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 or Sub-Committee membership.
- 3.12 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.
- 3.13 Each member of the Association will respect the duty of other members to serve the interests of their member body.
- 3.14 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.
- 3.15 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, the Sub-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 ratify the election of officers of the Sub-Committee; and
- (f) to transact any other business of which notice has been given in accordance with these rules.

4.3 The Sub-Committee must hold a general meeting prior to the annual general meeting for the purposes of -

- (a) preparing and considering a report to present to the annual general meeting;
- (b) preparing and considering an audited financial statement of the Sub-Committee;
- (c) electing officers of the Sub-Committee for the following year; and
- (d) dealing with any other business of which notice has been given in accordance with these rules.

5. ELECTION OF OFFICE BEARERS

5.1 The officers of the Association, to be elected at the annual general meeting from the ordinary members of the Association, shall be:

- (a) a President;
- (b) a Vice President;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) the Public Officer.

5.2 The Executive Committee shall consist of the officers of the Association.

5.3 There shall be an Executive of the Sub-Committee, to be elected at the general meeting referred to in Rule 4.3, and such Executive shall comprise:

- (a) a Chairperson;

- (b) a Deputy Chairperson;
 - (c) a Treasurer; and
 - (d) a Secretary.
- 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.
- (b) The Chairman (or, in his or her absence, the Deputy Chairman) shall preside at all meetings of the Sub-committee but, if both are absent, the members of the Sub-committee present shall elect a chairperson.
- 5.5 The Secretary to the Association shall maintain minute books recording the proceedings of meetings of the Association and the Secretary to the Sub-Committee shall maintain minute books recording the proceedings of meetings of the Sub-Committee.
- 5.6 Each officer of the Association and Sub-Committee 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 or Sub-Committee (as the case may be) 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, and the Sub-Committee, 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 six 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 Sub-Committee.
- 6.6 Any three members constitute a quorum for a meeting of the Executive Committee.
- 6.7 Any three members constitute a quorum for a meeting of the Executive of the Sub-Committee.
- 6.8 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.
- 6.9 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.
- 6.10 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).
- 6.11 Each member is entitled to appoint another member as his or her proxy by notice given to the Secretary to the Association or Sub-Committee (as the case may be) not less than 24 hours before the meeting.
- 6.12 A general meeting may be called at the request of the chairperson or any two members of the Association or the chairperson or any two members of the Sub-Committee (as the case may be) 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 (including the Rules conferring functions and powers on the Sub-Committee), 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;
- (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 person holding the position of Darebin Creek Co-ordinator shall be a non-voting member of the Executive Committee.

8. THE SUB-COMMITTEE

8.1 The Sub-Committee -

- (a) shall exercise such powers and functions as may from time to time be delegated to it by the Executive Committee;

- (b) without limiting the above, shall prepare an annual budget to be presented to the annual general meeting of the Association, to be used as the basis of an annual submission for funding from the Councils of the Cities of Banyule and Darebin;
- (c) may employ staff, independent contractors or consultants for the purposes of managing and developing the Darebin Parklands portion of the Darebin Creek Linear Park;
- (d) may, in consultation with the Executive Committee, make submissions for grants and sponsorships from other funding bodies.

8.2 The person holding the position of Senior Ranger for the Darebin Parklands portion of the Darebin Creek Linear Park shall be a non-voting member of the Sub-Committee.

8.3 Rules 6.3, 6.6, 6.7, 6.8, 6.9 and 6.10 shall, with such variations as are necessary, apply to meetings of the Sub-Committee.

9. OTHER MATTERS

9.1 The respective treasurers to the Association and the Sub-Committee shall -

- (a) collect and receive all moneys due to the Association or the Sub-Committee (as the case may be) and make payments authorised by the Association or the Sub-Committee;
- (b) keep correct accounts and books showing the financial affairs of the Association or the Sub-Committee (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 or the Sub-Committee to be audited by a qualified auditor as directed by the Association or the Sub-Committee.

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 respective Secretaries to the Association and the Sub-Committee shall keep in his or her custody or under his or her control all books, documents and securities of the Association or Sub-Committee.

- 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 the Executive Committee and affixing the common seal must be attested to by 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 joint general meeting of the ordinary members of the Association and the Sub-Committee, 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 joint general meeting of the ordinary members of the Association and the Sub-Committee of which at least 21 day's notice has been given to all members setting out the specific alterations proposed.
- 9.8 Subject to the Act and the regulations, in the event of the winding up of the Association, any surplus assets shall be divided among the member bodies in such proportions as is agreed or, in default of agreement, as is determined by the Premier of the State of Victoria or his or her nominee.
- 9.9 The funds of the Association shall be derived from member body contributions, grants, donations, membership fees and such other sources as the Association determines.

SCHEDULE

Rule 2.1

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

Ordinary Members

Sub-Committee Members