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Geelong Sustainability Group Inc.  
ABN 85 007 177 238

## Rules / Constitution (2024)

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# **Geelong Sustainability Group Inc.**

## **An incorporated association**

### **1 Association's name**

The name of the association is Geelong Sustainability Group Inc. (**association**).

### **2 Association's purposes**

The association's principal purposes are to protect and enhance the natural environment and increase the environmental sustainability of our region.

### **3 Association's powers**

- a) The association has the legal capacity of an incorporated body.
- b) The association has power to do anything incidental or conducive to achieve its purposes.
- c) The association may only exercise its powers and use its income and assets (including any surplus) to achieve its purposes.

### **4 Not for profit**

#### **4.1 Use of the association's income and property**

- a) The association must not distribute any surplus, income, or assets directly or indirectly to its members.
- b) This rule does not prevent the association from paying its members reimbursement for expenses properly incurred by them, and for goods supplied and services provided by them if this is done in good faith on terms no more favourable than if the member were not a member.
- c) This rule does not prevent the association from distributing any surplus, income or assets in accordance with Rule 14 (Winding up and cancellation) and, if applicable, Rule 15 (Revocation of deductible gift recipient endorsement).

#### **4.2 Payments to board members**

- a) No board member fees may be paid to members of the board.
- b) All other payments to board members must be approved by the Board including, but not limited to:
  - out-of-pocket expenses incurred by a board member in performing a duty as a board member of the association; or
  - a service rendered to the association by a board member in a professional or technical capacity or as an employee, other than in the capacity as a board member of the association, where:
    - the provision of the service has the prior approval of the board members; and
    - the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## **5 Membership**

### **5.1 Members**

- a) The association must have at least 5 members.
- b) The members are the persons who are members at the time of adopting this constitution and any other persons who are admitted to membership in accordance with this rule.
- c) Any person may apply to join the association as a member by completing the form approved by the Board and paying the first year's annual subscription fee.
- d) Any requirement for a signature of a person may be met by an electronic signature.
- e) Every member agrees to comply with this constitution and support the purposes of the association set out in rule 2.
- f) The Board can approve or reject a membership application. If the Board rejects an application, it is not required to give reasons for that decision but must return the annual subscription fee paid by the applicant and write to the person to tell them their membership application has been rejected.
- g) The Board should consider applications for membership in a timely manner and notify applicants of its decision as soon as practicable.
- h) A person becomes a member when that person's name and address are added to the membership register.
- i) The association must inform the person when their membership has started and whether they need to pay an annual subscription fee. That fee must be paid within the time specified by the Board.

### **5.2 Membership fees**

- a) The Board can set or change joining fees and annual subscription fees for members.
- b) Members must pay the annual subscription fee within the time specified by the Board. If a member does not pay in time, their membership is suspended until the annual subscription fee is paid.
- c) When membership has been suspended, a member cannot exercise the members' rights such as voting at the Annual General Meeting.

### **5.3 Register**

- a) The association must maintain a register of members setting out the name, postal address and email address for receipt of notices as well as the date membership starts and ceases, if the member is an associate member, and any information determined by the Board. The date membership ceases must be recorded within 14 days of that date.

### **5.4 Rights, obligations and liabilities of members**

- a) Members have rights, obligations and liabilities as set out in the Associations Act and in these Rules.
- b) A member of the association who is entitled to vote has the right to:
  - receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
  - submit items of business for consideration at a general meeting
  - attend and be heard at general meetings
  - to vote at general meetings

- have access to the minutes of general meetings and other documents of the association in accordance with these Rules, and
  - inspect the register of members.
- c) A member is entitled to vote if:
- they are a member other than an associate member
  - more than 10 business days have passed since they became a member of the association
  - and the member's membership has not been suspended for any reason.
- d) The Board can create categories of membership and can determine the rights and responsibilities of members in each category.
- e) The rights of a member are not transferable and end when membership ceases.
- f) Each member's liability is limited to payment of that member's joining and annual subscription fees (if any).

## **5.5 When membership ceases**

- a) A person can stop being a member of the association at any time by notice in writing to the secretary.
- b) A member stops being a member if:
- the member dies
  - the member resigns as a member in accordance with these Rules
  - the member is expelled in accordance with the disciplinary procedures set out in these Rules
  - the member's annual subscription fee is more than two months in arrears
  - where no annual subscription for a membership category is payable:
    - the secretary has made a written request to the member to confirm they wish to remain a member, and
    - the member has not, within two months of receiving that request, confirmed in writing they wish to remain a member.
- c) When a membership ends the association will not refund any subscription fees already paid.
- d) Once a member stops being a member, the date membership ceased must be entered in the membership register within 14 days.

## **5.6 Disciplining members**

- a) The Board can discipline a member of the association if it considers the member has breached these Rules, or if the member's behaviour is causing (or has caused) damage or harm to the association.
- b) The Board must write to the member to tell them why disciplinary action is proposed to be taken.
- c) The Board must arrange a disciplinary procedure that meets the following requirements:
- the outcome must be determined by an unbiased decision-maker
  - the member must have the opportunity to be heard, and
  - the disciplinary procedure must be completed as soon as reasonably practicable.
- d) The outcome of a disciplinary procedure can be the temporary suspension or the

expulsion of the member. The association cannot fine a member.

- e) Despite any other provision in these Rules, if a member has their membership suspended in accordance with the disciplinary procedure in these Rules, for the duration of that member's suspension the member is not eligible to be elected or appointed as a Board member and is not entitled to vote at a general meeting.
- f) A member who is the subject of a disciplinary procedure must not initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary procedure until after the disciplinary procedure has been completed.

## **5.7 Disciplinary Appeals Process**

- a) A person whose membership rights have been suspended or who has been expelled from the association under rule 5.6 may give notice to appeal the outcome of the discipline procedure.
- b) The appeal notice must be given in writing to the disciplinary subcommittee immediately after the disciplinary hearing, or to the Secretary not later than 7 days after the hearing.
- c) If an appeal has been lodged under these Rules, the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal as soon as practicable and no later than 21 days after the notice of the appeal is received.
- d) A person must not be appointed to an appeal subcommittee if the person:
  - was appointed as part of the disciplinary process to hear and determine the matter of the member concerned or
  - has a personal interest in the dispute or
  - is biased in favour of or against the member concerned.
- e) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and specify the date, time and place of the meeting as well as stating:
  - the name of the person against whom the disciplinary action has been taken and
  - the grounds for taking that action and
  - that, at the disciplinary appeal meeting, the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **5.8 Resolving disputes**

- a) If there is a dispute between a member and another member, a member and the association, or a member and the Board, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (Negotiation Period).
- b) If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:
  - the party with a grievance must, within 14 days after the Negotiation Period, write to the Board and any other people affected, and explain their grievance (Grievance Notice)
  - The Board must, within 14 days after receipt of a Grievance Notice, appoint a mediator and attempt in good faith to settle the dispute by mediation. The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
    - if the dispute is between a member and another member - a person appointed by the Board who has no personal interest in the dispute and is not biased in favour of or against either party

- if the dispute is between a member and the Board or the association - any registered mediator, which may include a mediator registered by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.
  - The Board must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator.
  - At the mediation conference, each party must:
    - have an opportunity to be heard
    - allow due consideration of any written statement submitted by any party
    - do their best to resolve the dispute.
  - The mediator must not determine the dispute.
  - Any costs of mediation are to be paid by agreement between the parties, or where there is no such agreement, by the parties to the dispute equally.
- c) If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.

## **6 Accountability to members**

### **6.1 Accountability to members**

- a) The association must be accountable to the members within the terms of the law, including the Associations Act, the ACNC Act and these Rules.

### **6.2 Annual general meetings**

- a) The association must hold an Annual General Meeting (AGM) within five months of the end of the association's Financial Year or such other time as permitted by law.
- b) The Board determines the date, time and place of the Annual General Meeting.
- c) The ordinary business of the Annual General Meeting is to confirm the minutes of the previous AGM, receive and consider reports and statements on the previous Financial Year and elect board members.
- d) The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

### **6.3 Special general meetings**

- a) The Board must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.
- b) Members' request for a Special General Meeting must:
  - be in writing
  - state the business to be considered at the meeting and any resolutions to be proposed
  - include the names and signatures of the members requesting the meeting, and
  - be given to the secretary.
- c) If the Board does not convene the Special General Meeting within one month after

the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- d) A Special General Meeting convened by members must:
  - be held within 3 months after the date on which the original request was made, and
  - only consider the business stated in that request.
- e) The association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting.

#### **6.4 Notice of general meetings (including special resolutions)**

- a) Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before a general meeting in writing to each member's address listed on the members' register.
- b) Notice of a general meeting must:
  - state that the member may appoint another member as a proxy for the meeting, and
  - include a copy of any form that the Board has approved for the appointment of a proxy (if any).
- c) Notices of general meetings must include all proposed matters to be dealt with at that meeting.
- d) If a special resolution is proposed, the notice must also include:
  - the full proposed resolution, and
  - a statement of the intention to propose the resolution as a special resolution.

#### **6.5 General meeting procedures**

- a) As long as everyone can hear and communicate clearly at the same time, general meetings may be held at more than one place using technology (such as telephone or video conferencing).
- b) The Chair of the Board is entitled to chair general meetings.
- c) If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- d) If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- e) The chair of the meeting does not have a casting vote.
- f) Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances.
- g) If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.
- h) A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member, and the members present at the meeting to clearly and simultaneously communicate with each other.
- i) For the purposes of this rule, a member participating in a general meeting using technology as permitted under these Rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- j) Subject to the Associations Act and these Rules, each member has one vote on any question arising at the meeting.



- k) Decisions at a general meeting must be made by majority vote (subject to the provisions in these Rules regarding special resolutions).
- l) A special resolution is passed if at least 75% of the members voting at a general meeting vote in favour of the resolution.
- m) No business may be conducted at a general meeting unless a quorum is present.
- n) The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business.
- o) Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements unless the adjourned meeting is more than 21 days after the original meeting date.
- p) No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.
- q) For a general meeting to be held 10% of the members (a quorum) must be present at the meeting (either in person or using technology), for the meeting to be held.
- r) Members may vote by proxy at general meetings.
- s) The appointment of a proxy must be in writing and signed by the member making the appointment. If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- t) Proxy forms must be received by the secretary in the form approved by the Board (if any), at least 48 hours before a meeting.

## 7 The Board

### 7.1 The Board's responsibilities and functions

- a) The association is governed by a Board that is made up of board members elected and appointed in accordance with these Rules.
- b) The Board is responsible for management of the association and can exercise all powers and functions of the association (consistently with these Rules and the Associations Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Associations Act).
- c) The Board can delegate any of its powers and functions to a board member, a sub-committee (whether or not including board members), a staff member or a member of the association, other than the power of delegation or a duty imposed on the Board by the Associations Act or under any other law.
- d) The delegation must be in writing, may be subject to any conditions or limitations that the Board considers appropriate and can be revoked in whole or in part by the Board in writing.
- e) Among its other responsibilities, the Board is responsible for ensuring:
  - accurate minutes of general meetings and Board meetings of the association are made and kept
  - any material personal interest disclosed at a Board meeting is recorded in the minutes of that meeting and in the register of interests
  - all records, securities, and relevant documents (as defined in the Associations Act) of the association are kept properly and in accordance with these Rules.

## **7.2 Composition of the Board**

- a) The election of board members by members of the association will occur at an Annual General Meeting and may take place at a Special General Meeting in accordance with these Rules.
- b) The members of the association will elect up to 7 board members in accordance with these Rules.
- c) Only a member of the association who is a natural person is eligible to be elected or appointed as a board member, provided that person meets the eligibility criteria in Rule 7.2(d).
- d) A member of the association is eligible to be elected or appointed as a board member if the member:
  - is at least 18 years of age
  - is entitled to vote at a general meeting of the association
  - has the skills or experience deemed necessary to effectively contribute to the governance of the association
  - signs a consent to act as a board member
  - is not disqualified from managing a corporation under the Corporations Act nor from being a responsible person under the ACNC Act, and
  - is not an employee of the association at the time of appointment.
- e) The number of board members may be fixed by the Board but must not be more than 9.
- f) In addition to the board members elected by members of the association the Board may appoint an eligible individual as a board member to:
  - fill a casual vacancy
  - create a more appropriate level of diversity and equity in Board membership, or
  - ensure an appropriate skill mix across board members if that skill mix is not achieved via the election process,and provided that:
  - the number of board members does not exceed the maximum number fixed in Rule 7.2(e) and
  - the person meets the eligibility criteria in Rule 7.2(d).

## **7.3 Term of office**

- a) Board members elected by members of the association are elected for a two-year term of office.
- b) Board members appointed by the Board under these Rules may remain as board members until the next AGM after their appointment.
- c) Subject to these Rules, at each Annual General Meeting at least half of the board members must retire from their role. The board members who must retire will be the board members who have been longest in office since last being elected.
- d) Where board members were elected on the same day, the board members to retire will be decided by lot unless they agree otherwise.
- e) A board member who retires under this rule may nominate for re-election.
- f) Other than a board member appointed to fill a vacancy, a board member's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire.

- g) Each board member must retire at least once every two years.
- h) A board member cannot serve more than eight years cumulatively.

## **7.4 Election of board members**

- a) Nominations for Board membership must be made in the manner prescribed by the Board at least 7 days prior to the annual general meeting.
- b) Eligible candidates may nominate themselves or candidates may be nominated by another member if they consent.
- c) If the number of candidates for Board membership is fewer than the number to be elected:
  - the chair of the meeting must declare elected those candidates who have been nominated, and
  - the Board may fill the remaining vacancies in accordance with these rules.
- d) If the number of candidates for Board membership is equal to the number to be elected, the chair of the meeting must declare those candidates elected.
- e) If there are more candidates for Board membership than the number to be elected, an election must be held as set out below.
- f) The chair of the meeting must appoint a returning officer to conduct the election (who may be the chair of the meeting).
- g) An election is usually conducted by a show of hands but can be held by secret ballot if requested by a member or by the chair.
- h) The returning officer must give each member present in person, and each proxy appointed by a member a ballot paper for each ballot (or, for those present using technology, an equivalent means of registering their vote).
- i) For each ballot, voters must:
  - only indicate the candidate or candidates they wish to vote for, including (if not already listed) writing the names of those candidates, and
  - not write down or indicate the names of more candidates than the number to be elected in that ballot.
- j) Ballot papers that do not comply with these requirements are not valid.
- k) Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.
- l) The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.
- m) If two or more candidates receive the same number of votes, and not all those candidates are to be elected, the returning officer must decide by lot which is to be elected.

## **7.5 Board resignations, removal, and casual vacancies**

- a) A board member stops being on the Board if they:
  - stop being a member of the association
  - resign by giving written notice to the Board
  - fail to attend three consecutive Board meetings (other than special or urgent Board meetings) without leave of absence granted by the Board
  - are removed from office by special resolution of the members of the association
  - are appointed for a specific term of office and not reappointed

- become insolvent under administration (as the term is defined in section 38 of the Interpretation of Legislation Act 1984)
  - become a represented person (under the Guardianship and Administration Act 2019)
  - die
  - otherwise stop being a board member by operation of section 78 of the Associations Act or
  - in the case of the secretary, if the secretary stops residing in Australia.
- b) If a board member stops being on the Board before the end of their term in accordance with these Rules, the Board can appoint a member of the association (subject to rule 7.2 d) to fill the vacancy on the Board until the next AGM.
- c) If the position of secretary is vacant for any reason, the Board must appoint a new Secretary within 14 days.
- d) The Board may act despite any vacancy in its membership.

## **7.6 Powers and duties of board members**

- a) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and with the Associations Act.
- b) The Board is collectively responsible for ensuring that the association complies with the Associations Act.
- c) While the Association is a registered charity, the members of the Board must comply with the ACNC Act (including the governance standards established under the ACNC Act).
- d) Board members must exercise their powers and discharge their duties:
- with reasonable care and diligence
  - in good faith in the best interests of the association, and
  - for a proper purpose.
- e) In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

## **7.7 Board positions**

- a) The board members must appoint a chair, a treasurer or other positions as and when they decide and may decide the period for which that board member is to hold that position.
- b) The secretary must be appointed in accordance with rule 7.8.

## **7.8 Secretary**

- a) The Board must appoint a secretary to perform any duty or function required under the Associations Act or these Rules to be performed by the secretary and any additional duties as decided by the Board.
- b) The secretary must be at least 18 years of age, be resident in Australia and consent to being appointed as secretary.
- c) The secretary may hold any other position or office in the association but is not required to be a board member.
- d) Rule 7.10 relating to use of information or position applies to the secretary as though she or he is a board member.
- e) The office of secretary becomes vacant if:

- the secretary resigns by giving notice to the association
  - the secretary is removed from office by resolution of the Board
  - the secretary ceases to be a resident of Australia
  - a person is appointed to make decisions on behalf of the secretary under a law relating to mental health, or
  - a statutory manager is appointed under the Associations Act to conduct the affairs of the association.
- f) The board members must appoint a new secretary within 14 days of the office becoming vacant and provide the notice as required under the Associations Act.

## **7.9 Conflict of interest**

- a) A board member who has a material personal interest in a matter being considered at a Board meeting must disclose their position as well as the nature and extent of their interest to the Board as soon as she or he becomes aware of it.
- b) The board member:
- must not be present while the matter is being considered at the meeting, and
  - must not vote on the matter.
- c) If there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
- d) This rule does not apply to a material personal interest:
- that exists only because the board member belongs to a class of persons for whose benefit the association is established, or
  - that the board member has in common with all, or a substantial proportion of, the members of the association.
- e) Disclosure of a conflict must be recorded in the minutes of the meeting at which the disclosure was made.
- f) The Board must maintain a conflict of interest register that records any material personal interest declared by a member, including the name and position of the member, a description of the nature and extent of that interest, as well as a management plan documenting any actions required to mitigate the conflict.
- g) The Board may adopt a policy dealing with conflict of interest, including requiring the disclosure of interests that a board member, and any person considered by the Board as related to or associated with a board member, may have, or may be perceived to have, in any matter concerning or which may affect the association, in any way.

## **7.10 Use of information or position**

- a) A board member must not while a board member, and after ceasing to be a board member, knowingly or recklessly make improper use of her or his position, or information acquired by virtue of her or his position in the association to:
- gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or
  - cause a detriment to the association.

## **7.11 Convening Board meetings**

- a) The secretary must give seven days' written notice of a Board meeting to board members unless the meeting is an urgent meeting.

- b) At an urgent meeting, only the business for which the meeting was called may be conducted.
- c) The Board can decide how often it meets but it must meet at least four times per Financial Year.
- d) A Special Board Meeting may be convened by the Chair or by a majority of board members.

### **7.12 Board meeting procedure**

- a) As long as everyone can hear and communicate clearly at the same time, Board meetings may be held at more than one place using technology (such as telephone or video conferencing).
- b) For the purposes of this rule, a member participating in a Board meeting using technology as permitted under these Rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- c) The Chair is entitled to chair Board meetings.
- d) If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- e) If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the Board must elect another board member to chair.
- f) Each board member has one vote.
- g) There is no voting by proxy.
- h) The chair of the meeting does not have a casting vote.
- i) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.
- j) Subject to these Rules, the procedure to be followed at a Board meeting must be determined from time to time by the Board.
- k) No business may be conducted at a Board meeting unless a quorum is present.
- l) At least 50% of board members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
- m) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
  - in the case of a Special Board Meeting, the meeting lapses
  - in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date, and place to which the meeting is adjourned must be given in accordance with these Rules.

### **7.13 Decisions without a formal meeting**

- a) If a decision by the Board is required urgently a resolution may be taken to have been passed at a Board meeting if all the board members who would be entitled to receive notice and vote on a resolution are given that resolution in a written form and a majority of the board members consent to the resolution in writing.

## **8 Source and management of funds**

- a) The association may derive or generate funds from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Board determines.
- b) The funds must be managed as decided by the Board.

- c) All financial transactions made from the association's funds must be signed or authorised:
  - as the Board decides, or
  - by any 2 board members.
- d) Financial records of the association must be kept and stored for seven years.
- e) For each financial year, the Board must ensure that the requirements under the Associations Act and ACNC Act relating to the financial statements of the association are met.

## 9 Custody of documents and members access to documents

- a) The treasurer must keep custody of the financial records of the association for the current Financial Year and any other financial records as authorised by the Board.
- b) The secretary must keep custody of all books, documents and securities of the association (other than the financial records held by the treasurer in accordance with these Rules).
- c) The secretary must keep and maintain a register of members in accordance with the Associations Act.
- d) A member is entitled to inspect the Rules, general meeting minutes, relevant documents and the members register at a reasonable time.
  - 'Relevant documents' includes documents such as financial records, contracts and asset records of the association.
- e) If a member asks to inspect the register of members, the association must allow this in a reasonable time.
  - Note that, in certain circumstances, the association may withhold personal member information.
- f) A member can write to the secretary asking for copies of these documents (apart from the register of members).
- g) The association must provide copies of records of the association (other than the register of members) if a member requests copies in accordance with these Rules (and unless the association is permitted to refuse the request in accordance with these Rules).
- h) The association can charge a reasonable fee for providing copies.
- i) Subject to the Associations Act, the association can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the association.
- j) Subject to the Associations Act, members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- k) Members can write to the secretary to ask that the secretary restrict access to their details on the members' register if they have special circumstances. The secretary will decide if there are special circumstances and must write to the member outlining their decision.
- l) Any person who has possession or control of documents that belong to the association are required to return the documents to the secretary within 28 days after the person ceases to be a member or ceases to hold the position or role by virtue of which she or he had possession or control of the documents.

## 10 Common seal

- a) The association does not have a common seal.

## 11 Altering this constitution

- a) Subject to the Associations Act, these Rules may be changed, added to, or replaced only by special resolution of the association's members at a general meeting.
- b) The association must not pass a special resolution altering this constitution, if, as a result, the association would cease to be a charity.

## 12 Notices

- a) Members must give the association their address for notices, and any change in that address.
- b) The address for notices may be an email address.
- c) The association must enter any change in the address of a member in the register of members without delay.
- d) Notice may be given to a member by sending it to the email address last given by the member.
- e) Notice may be given to the association or the Board by sending the notice by post to the registered address, or, if the Board determines that it is appropriate in the circumstances, by email to the email address of the association or the secretary.
- f) In these Rules a period of notice of a meeting expressed in days does not include:
  - the day on which notice is given, or
  - the day on which the meeting is held.
- g) Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- h) Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address
- i) In this Rule, 'member' includes a board member.
- j) In these Rules, writing includes email and other correspondence in electronic form and where provisions in these Rules require notice to be given in writing, that notice can be given via email.

## 13 The Gift Fund

- a) The association must establish and maintain for its environmental principal purpose set out in Rule 2, a Gift Fund called Geelong Sustainability Fund (**Gift Fund**).
- b) All gifts and deductible contributions received by the association for the principal purpose, must be credited to the Gift Fund. Funds and property received in any form other than gifts or deductible contributions shall not be credited to the Gift Fund.
- c) The association will maintain a separate bank account for the Gift Fund and keep all gifts and contributions made to the fund separate from other funds of the association.
- d) Receipts for gifts or deductible contributions to the Gift Fund will be issued in the name of the association and the accounting records and procedures required by the ATO will be implemented.
- e) The association must ensure that gifts or deductible contributions made to the gift fund are used and applied solely for its principal purposes.
- f) Any allocation of funds to other persons or organisations will be made in accordance with the established purposes of the association. The association:



- will not pass a donation of money or property to other organisations, bodies or persons as a condition of the donation; and
- must not act as a mere conduit for the donation of money or property to other organisations, bodies or persons.

## 14 Winding up, cancellation and revocation of endorsement

- (a) To wind up the association or voluntarily cancel its registration, the members must vote for this by special resolution at a general meeting.
- (b) If the association is wound up or voluntarily cancelled, any surplus assets must not be distributed to the members or former members of the association unless the member or former member is an organisation which is described below.
- (c) Subject to the ITAA 97, and any regulations made under it and any other applicable law and any Court order, if the association is wound up or voluntarily cancelled, or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the Gift Fund:  
Must be given or transferred to another fund, authority or institution which is in each case:
  - charitable at law
  - required to pursue charitable purposes similar to, or inclusive of, the purposes of the association
  - required to apply its income and assets in promoting its purposes
  - prohibited from making distributions to its members to at least the same extent as the association
  - endorsed as a deductible gift recipient within the meaning of the ITAA 97
- (d) Such fund, authority or institution is to be determined by the members of the association at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

## 15 Definitions

Term	Meaning
<b>ACNC Act</b>	<i>Australian Charities and Not-for-profits Commission Act 2012 (Cth).</i>
<b>Associations Act</b>	<i>Associations Incorporation Reform Act 2012 (Vic).</i>
<b>Deductible Contribution</b>	a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30 15 of the ITAA 97.
<b>Financial Year</b>	period of 12 months ending on 30 June

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<b>Gift</b>	a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage as described in item 1 of the table in section 30-15 of the ITAA 97.
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<b>ITAA 97</b>	<i>Income Tax Assessment Act 1997</i> (Cth).
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<b>Gift Fund</b>	a fund maintained solely for the purpose of receiving and managing gifts and deductible contributions of money or property for the charitable purposes of the association, which is Geelong Sustainability Fund, and is described in clause 13.
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