

**LAND COVENANTORS
VICTORIA INCORPORATED**

7 October 2024

Endorsed by Chair: Peter Mulherin

RULES
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LAND COVENANTORS VICTORIA INCORPORATED

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Land Covenantors Victoria Incorporated Rules

Note

The persons who from time to time are members of Land Covenantors Victoria Incorporated are an incorporated association.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1.1 Name

The name of the incorporated association is “Land Covenantors Victoria Incorporated” (the **Association**).

1.2 Purpose

The Association is a charity whose purpose is the protection and enhancement of the natural environment and the promotion of sustainability and biodiversity. In pursuit of this purpose, the Association will:

- (1) act as a peak body to represent private landholders in Victoria who have a conservation covenant in place on their land;
- (2) provide information, and promote education and research about the natural environment;
- (3) help remove barriers to effective land stewardship by covenantor landholders;
- (4) advance the natural environment by promoting the ideals of land covenanting and by encouraging others to covenant land;
- (5) collaborate with organisations that have a similar purpose, including Trust for Nature and the Australian Land Conservation Alliance;
- (6) promote reconciliation with Traditional Owners in connecting with covenanted land; and
- (7) establish and maintain a gift fund to be called Land Covenantors Victoria Gift Fund for the specific purpose of supporting the environmental purposes of Land Covenantors Victoria Inc. The Fund 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.

1.3 Financial year

The financial year of the Association is each period of 12 months ending on **30 June**.

1.4 Definitions

In these Rules:

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

annual general meeting (AGM) – is a meeting of the members of the Association convened each year under rule 4.01;

associate member means a member referred to in rule 3.1.08(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 5.2.3;

Committee means the Committee having management of the business of the Association, also known as the Executive;

committee meeting means a meeting of the Committee held in accordance with these Rules;

conservation covenant means a covenant which restricts the use and development of land in perpetuity, with the purpose to protect and improve the condition of native vegetation and other environmental values of the land, in accordance with an agreement under:

- (a) Victorian Conservation Trust Act 1972 or
- (b) Section 69 of the Conservation, Forests and Lands Act 1970 or
- (c) Section 173 of the Planning and Environment Act 1987;

covenantor landholder means an owner of land subject to a conservation covenant;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

Deductible Gift Recipient means the same as expressed in the Tax Act;

Department means the Department of Climate Change, Energy, the Environment and Water;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 3.2.5 and 3.2.6;

disciplinary meeting means a meeting of the Committee convened for the purposes of rules 3.2.3 and 3.2.4;

disciplinary subcommittee means the subcommittee appointed under rule 3.2.2;

financial year means the 12 month period specified in rule 1.3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an AGM, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 3.1.07(1) is entitled to vote at a general meeting;

Minister has the same meaning ascribed to the term "Environment Minister" in the Tax Act;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Fund – is Land Covenantors Victoria Gift Fund as per Rule 6.5;

the Tax Act means the **Income Tax Assessment Act 1997 (Cth)**; which is an Act to provide for the imposition, calculation and collection of Commonwealth income taxes and for related purposes such as the administration of the Commonwealth Income Tax Regime by the Australian Taxation Office;

the Registrar means the Registrar of Incorporated Associations;

PART 2—POWERS OF ASSOCIATION

2.1 Powers of Association

- (1) The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members or committee members of the Association.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

2.2 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member— if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

3.1.01 Minimum number of members

The Association must have at least 5 members.

3.1.02 Who is eligible to be a member

Any person or incorporated body who is either:

- (1) an owner, or the single nominated representative of an owner of a covenanted property in Victoria or
- (2) a manager who works on a covenanted property in Victoria, at the discretion of the committee.

A maximum of 3 members per covenanted property or incorporated body are eligible.

3.1.03 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person:
 - (a) wishes to become a member of the Association; and
 - (b) specifies that they are the owner, or the single, nominated representative of an owner of the covenanted property; and
 - (c) provides details as requested on the membership form, including the address of the covenanted property as a minimum; and
 - (d) supports the purposes of the Association; and
 - (e) agrees to comply with these Rules; and
 - (f) undertakes not to act against the purposes or interests of the Association.
- (2) The application:
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee, subject to rule 3.1.06.

3.1.04 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

3.1.05 New membership

- (1) If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 3.1.07(1) is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee, subject to rule 3.1.06.

3.1.06 Annual subscription and fee on joining

- (1) At each AGM, the Association must determine:
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by

- associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
 - (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
 - (5) The Association may determine that a member's renewal date will be the anniversary of the date of joining the Association.

3.1.07 General rights of members

- (1) A member is entitled to vote if:
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the person has paid any the subscription/joining fee, subject to rule 3.1.06; and
 - (d) the member's membership rights are not suspended for any reason.
- (2) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.4; and
 - (f) to inspect the register of members.

3.1.08 Associate members

- (1) Associate members of the Association include:
 - (a) any members under the age of 18 years; or
 - (b) an additional representative or an associate of a member.
- (2) An Associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

3.1.09 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

3.1.10 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion, death or no longer owns a covenanted property.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

3.1.11 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if:
 - (a) the member's annual subscription (if applicable) is more than 6 months in arrears; or

- (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.1.12 Register of members

- (1) The Secretary must keep and maintain a register of members and former members containing member information as determined by the Committee.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

3.2.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (1) has failed to comply with these Rules; or
- (2) refuses to support the purposes of the Association; or
- (3) has engaged in conduct prejudicial to the Association.

3.2.2 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

3.2.3 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 3.2.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

3.2.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.

- (2) After complying with subrule (1), the disciplinary subcommittee may:
 - (a) take no further action against the member; or
 - (b) subject to subrule (3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

3.2.5 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 3.2.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

3.2.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

3.3.1 Application

- (1) The grievance procedure set out in this Division applies to disputes under these

Rules between:

- (a) a member and another member; or
 - (b) a member and the Committee; or
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.3.2 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3.3.3 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.3.2, the parties must within 10 days:
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association— a person appointed or employed by Trust For Nature.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

3.3.4 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
- (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

3.3.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, Trust For Nature will determine what will be done.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

4.01 Annual general meetings (AGM)

- (1) The Committee must convene an AGM of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first AGM at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the AGM.

- (4) The place of the AGM may be determined by the use of rule 4.06.
- (5) The ordinary business of the AGM is as follows:
 - (a) to confirm the minutes of the previous AGM and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to confirm the election of the members of the Committee held before the AGM;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (6) The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

4.02 Special general meetings

- (1) Any general meeting of the Association, other than an AGM or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 4.04 may be conducted at the meeting.

4.03 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a 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.
- (4) A special general meeting convened by members under subrule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

4.04 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 4.03(3), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:

- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 4.05(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

4.05 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee 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.
- (5) Notice of a general meeting given to a member under rule 4.04 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

4.06 Use of electronic technology

- (1) Meetings may be held by electronic means e.g. Zoom, Skype, Boardable
- (2) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (3) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) & (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (4) In lieu of a meeting, the Committee can use electronic technology to obtain authority from either the Committee members or the general membership to do business on behalf of the Association.
- (5) If electronic technology is used to obtain authority from the general membership at least 14 days' response period needs to be allowed.
- (6) Any authority obtained via sub rule 4.06(4) must be tabled in the minutes of the next meeting of the Committee.

4.07 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.

- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 4.06) of the lesser of
 - (a) 10% of the members entitled to vote, and
 - (b) 30 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 4.03— the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

4.08 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.04.

4.09 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 3.2.6.

4.10 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

4.11 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of

- a show of hands, declare that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost— and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.12 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each AGM must include:
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 4.05(6); and
 - (c) the financial statements submitted to the members in accordance with rule 4.01(5)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

5.1.1 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

5.1.2 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
 - (a) this power of delegation; or

- (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

5.2.1 Composition of Committee

The Committee consists of:

- (1) a President; and
- (2) a Vice-President; and
- (3) a Secretary; and
- (4) a Treasurer; and
- (5) up to 5 ordinary members all elected under Part 5, Division 3.

5.2.2 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

5.2.3 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

5.2.4 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:

- (a) maintain the register of members in accordance with rule 3.1.12; and
 - (b) except for the financial records referred to in rule 6.3(3), all books, documents and securities of the Association in accordance with rules 7.1 and 7.4; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

5.2.5 Treasurer

- (1) The Treasurer must:
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure all account payments are authorised by at least 2 committee members.
 - (e) An annual budget is prepared each year, as approved by the committee.
- (2) The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the AGM of the Association.
 - (c) must ensure that the requirements under PART 6—Financial Matters are followed.

Division 3—Election of Committee members and tenure of office

5.3.1 Who is eligible to be a Committee member

- (1) A member is eligible to be elected or appointed as a committee member if the member:
- (a) is eligible to be a member under Rule 3.1.01; and
 - (b) is 18 years or over; and
 - (c) is entitled to vote at a general meeting as per rule 3.1.07(1) and
 - (d) they have been a full member of the association for at least one year and a day, or the election is held before 30/6/2023.
- (2) The annual election of Committee Members will be made before the AGM by a Ballot as per Rule 5.3.2, 5.3.3, 5.3.4, 5.3.5, 5.3.6 and 5.3.7.

5.3.2 Nominations

- (1) An eligible member of the Association may:
- (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member
- (2) A nomination to fill a position should be received by the Returning Officer as required under rule 5.3.3(3).

5.3.3 Returning Officer

- (1) The Committee must appoint a Returning Officer(s) to hold any Ballot/Election held by the Association.
- (2) The Returning Officer cannot be a candidate for any Balloted position.
- (3) The Returning Officer will be responsible for the running of any Ballot under rules 5.3.2, 5.3.3, 5.3.4, 5.3.5, 5.3.6 and 5.3.7.

5.3.4 Timetable of Election

- (1) The timetable will be determined by the date when the announcement of the results are required e.g. AGM.
- (2) The timetable, instructions, notice of election and call for Nominations will be sent/emailed or by some electronic means to eligible members in no less than 35 days before the count by the Returning Officer.
- (3) Close of Nominations will be 28 days before the count.
- (4) The sending/emailing of supporting documentation and the opening of Vote will happen 21 days before the count by the Returning Officer.
- (5) The Closing Date for voting on-line or the Receipt of votes will be 3 days before the count.
- (6) The Declaration of Results will be made by the Returning Officer.

5.3.5 Method & Process of ballot

- (1) The Committee may elect to use a confidential secure On-line electronic Voting System (OLVS), Ballot papers or a combination of both managed by the Returning Officer.
- (2) The election must be by secret ballot.
- (3) Candidates can provide a supporting statement, which can be included with the Ballot information.
- (4) The Ballot paper/OLVS must have the name of position to be filled and the corresponding names of the candidates are listed in random order under the position to be filled.
- (5) Any paper Ballot papers shall be returned to the Returning Officer in confidential envelopes designed to ensure a secret ballot.
- (6) If the number of duly nominated candidates is less than or equal to the number of vacancies, the Returning Officer shall declare the duly nominated candidates as elected.
- (7) If the number of duly nominated candidates is less than the number of vacancies, the Returning Officer shall declare a vacancy which may, at the Committee's discretion, be filled by the Committee until the next annual election.
- (8) If there are two or more candidates for a position the system of voting is optional preferential.
- (9) If the Returning Officer is unable to declare the result of an election, a new election must be held.

5.3.6 Order of Election

The election will be conducted in the following order: President, Vice President, Secretary, Treasurer, other 5 Committee members. Once elected to a position, a person's nomination for election to any other position will be invalidated.

5.3.7 Term of office

- (1) Subject to subrule (3) and rule 5.3.1(2), a committee member holds office until the next Balloted positions are announced by the Returning Officer.
- (2) A committee member may be re-elected, for a maximum of 8 continuous years. After a continuous run of 8 years 2 years must elapse before being eligible for

- re-election.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
 - (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

5.3.8 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 5.4.10; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

5.3.9 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
 - (a) has become vacant under rule 5.3.8; or
 - (b) was not filled by election at the last AGM.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 5.3.7 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

5.4.01 Meetings of Committee

- (1) Meetings may be held by electronic means e.g. Zoom, Skype, Boardable as per rule 5.4.05.
- (2) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (3) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the AGM of the Association at which the members of the Committee were elected.
- (4) Special committee meetings may be convened by the President or by any 4 members of the Committee.

5.4.02 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

5.4.03 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 5.4.02 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

5.4.04 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

5.4.05 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.4.06 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 5.4.05) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment; and
 - (c) the notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 5.4.02.

5.4.07 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

5.4.08 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that

- interest to the Committee.
- (2) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
 - (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

5.4.09 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting; and
 - (b) the business considered at the meeting; and
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 5.4.08.

5.4.10 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

Division 5—Creation and Management of Subcommittees

5.5.01 Formation of Subcommittee

The Committee can create a subcommittee of no less than three (3) persons.

5.5.02 Quorum of a Sub-Committee

Questions arising at a meeting of or discussions by the subcommittee shall be decided by a majority of votes of subcommittee members present and voting and any such decision shall for all purposes be deemed a decision of the subcommittee.

5.5.03 Removal of Subcommittee member

The Committee shall have the power to remove any member of any subcommittee where it appears to the Committee that such member:

- (1) has lost his or her capacity to retain membership of the subcommittee;
- (2) has used their position as a member, or information obtained through his or her membership, of the subcommittee to gain an advantage for any person or entity other than the Association or The Fund
- (3) has a conflict of interest with his or her membership of the subcommittee
- (4) does not devote sufficient time nor effort in discharging his or her duties as a member of the subcommittee; or
- (5) is no longer making a contribution of sufficient value to the subcommittee or to the Association.

PART 6—FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

6.2 Management of funds

The Association must open with a financial institution:

- (1) as per Rule 6.5 a separate bank account for The Fund to deposit money donated to the Fund and including interest accruing thereon to
- (2) as per Rule 6.5 a separate bank account for The Fund 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.

6.3 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared and reported on as required by the Committee, the Acts and government bodies governing this Association.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee, the Acts and government bodies governing this Association.
- (4) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

6.4 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements; and
 - (c) the certification of the financial statements by the Committee; and
 - (d) the submission of the financial statements to the AGM of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

6.5 Establishment and Maintenance of the Land Covenantors Victoria Gift Fund

- (1) The Association will maintain a Gift Fund called "LCV Gift Fund":
 - (a) which will be used only for the principal purpose of the Association;
 - (b) all gifts and deductible contributions of money or property for that purpose are made to it;
 - (c) any money received because of such gifts or deductible contributions is credited to it; and
 - (d) it does not receive any other money or property.
- (2) If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with

- a similar charitable purpose to which income tax-deductible gifts can be made.
- (3) The objective of the Land Covenantors Victoria Gift Fund (The **Fund**) is to support the Association's environmental purposes as per Rule 1.2.
 - (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
 - (5) 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.

6.6 Conduit

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 donor. The organisation will not pass a donation of money or property to other organisations, bodies or persons as a condition of a donation.

PART 7—GENERAL MATTERS

7.1 Common seal and Signing on Behalf of Association

- (1) The Association shall not have a common seal.
- (2) Any document that needs to be signed on behalf of the Association
 - (a) requires authority of the Committee; and
 - (b) has the signatures of two committee members; and
 - (c) must be tabled at the next meeting of the Committee.

7.2 Registered address

The registered address of the Association is:

- (1) the address determined from time to time by resolution of the Committee; or
- (2) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

7.3 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or other electronic means.
- (2) Subrule (1) does not apply to notice given under rule 5.4.03.
- (3) Any notice required to be given to the Association or the Committee may be given:
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email or other electronic means to the Association or the Secretary; or
 - (e) by other means that the Committee determines is appropriate in the circumstances.

7.4 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members; and
 - (b) the minutes of general meetings; and
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (a) its membership records; and

- (b) its financial statements; and
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

7.5 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

7.6 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.