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STATEMENT OF RULES

1. IDENTIFICATION AND STANDING

1.1 The name of the Group is Werribee Park Community Heritage Orchard Incorporated.

1.2 The name of the Group can be altered and the provisions of this Statement of Rules and the Statement of Purposes can be rescinded, altered or additions made only by a special resolution supported by three quarters of such members of the Group as, being entitled to do so, vote at an annual general meeting or special general meeting.

1.3 Save where expressly adopted by these Rules, the Model Rules in Schedule 3 of the Associations Incorporation Act 1981 do not apply to this Statement of Rules.

2. STATEMENT OF PURPOSES

2.1 The objectives of the Group are:

(a) To provide support for and to foster public awareness of the Werribee Park Heritage Community Orchard.

(b) To assist with the preservation and enhancement of the heritage orchard at Werribee Park and with special projects selected by the Group in consultation with Parks Victoria.

(c) To involve people with an interest in the Werribee Park Heritage Orchard in accordance with Parks Victoria's volunteer charter.

(d) To Educate and inform the community about the role and values of the Werribee Park Heritage Orchard, including its potential as a site for reflection and harmony.

(e) To provide horticultural training to people interested in heritage gardening.

(f) To establish and maintain a public fund to be called the Community Heritage Orchard Public Fund for the specific purpose of supporting the environmental objects/purposes of the Friends of Werribee Park Community Heritage Orchard Incorporated and to receive all gifts and property donations in accordance with the Income Tax Assessment Act 1997 and Ministerial Rules.

(g) To engage in such other activities and projects and to establish such facilities and management arrangements required to enable the organisation to achieve its aims and purposes.

3. MEMBERSHIP

3.1 Membership of the Group is open to any person who supports the objectives of the Group, is prepared to comply with this Statement of Rules, and pays the prescribed fee (if any); provided that the Group may reject an application for membership on the ground that its acceptance would be against the Group's interests.

Application for Membership

3.2 An application for membership shall be:

(a) in writing in the form determined by the Committee;

(b) accompanied by the prescribed fee (if any); and

(c) lodged with the Secretary.

3.3 The Committee will consider and accept or reject each membership application as soon as practicable.

Membership fees

3.4 There is no entrance fee.

3.5 The Annual subscription is \$10.00 for individuals or \$5.00 for concession card holders, payable in advance before 1 July each year.

Register of Members

3.6 A register containing the name, address, date of enrolment and date of cessation of membership of each member will be kept by the Secretary.

3.7 Membership will cease if a member:

(a) resigns by notifying the Secretary in writing and takes effect from the date stated, otherwise immediately;

(b) is unfinancial for 12 months;

(c) is expelled; or

(d) dies.

Expulsion and Suspension of a Member

3.8 The Committee may, if it finds that a member has acted against the interests of the Group:

(a) expel that member from the Group, or

(b) suspend some or all of the membership rights of that member.

3.9 Any member whose suspension or expulsion is proposed has the right to:

- (a) initiate grievance procedures as outlined in 3.10 prior to any other form of hearing and/or*
- (b) oppose the proposal in person or by written submission and will be given at least 21 days notice of the hearing of the proposal.*

Grievance procedure

3.10 The following procedure applies to disputes under these rules between a member and another member or between a member or members and the Association.

- (a) Within 14 days after the dispute comes to the attention of the parties to the dispute they must meet and if possible resolve the dispute.*
- (b) If the parties are unable to resolve the dispute, or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.*
- (c) The mediator must be a person chosen by agreement between the parties, or in the absence of agreement -
 - (i) in a dispute between a member and another member, a person appointed by the Committee; or*
 - (ii) in a dispute between a member or members and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).**
- (d) A member of the Association can be a mediator.*
- (e) The mediator cannot be a party to the dispute.*
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute.*
- (g) The mediator, in conducting the mediation, must -
 - (i) give the parties every opportunity to be heard; and*
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and*
 - (iii) ensure that natural justice is accorded the parties throughout the mediation process.**
- (h) The mediator must not determine the dispute.*
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to do so in accordance with the Associations Incorporation Act 1981, or otherwise at law.*

Life and Honorary Members

3.11 The Committee may grant honorary membership for a period of one year to a person in recognition of service to the Group.

3.12 Life membership for outstanding service to the Group over a period of many years may be granted to a member on the recommendation of the Committee by resolution of a general meeting.

4. PATRON

4.1 A person may be invited to be a Patron of the Group by resolution of a general meeting. Patrons are not members of the Committee and do not have the responsibilities or rights of a member.

5. GENERAL MEETINGS

5.1 A general meeting of the Group, to be known as the Annual General Meeting, will be called by the Committee for a date as soon as practicable but not more than three months after the end of the Group's financial year.

5.2 The ordinary business of the Annual General Meeting will be:

(a) To confirm the minutes of the last preceding Annual General Meeting and any general meeting held since that meeting.

(b) To receive and consider the financial statement submitted in accordance with section 30(3) of the Associations Incorporation Act.

(c) To fill the elective positions established by this Statement of Rules.

(d) To appoint the Public Officer, Auditor and other officers of the Group.

(e) Any business of which notice has been given.

5.3 Additional general meetings, to be known as Special General Meetings may be called for a specified purpose or purposes by the Committee or at the written request of at least 5% of the membership.

5.4 Members will be given at least 21 days notice in writing of any Annual General Meeting or Special General Meeting and of any business to be conducted at such a meeting.

5.5 Each member is entitled to appoint another member as their proxy to an Annual General Meeting or Special General Meeting by notifying the Secretary in writing before the nominated starting time for that meeting.

5.6 The quorum at a general meeting is (five) members present in person.

5.7 A general meeting of the Group will be chaired by the Convener, or another member appointed by the meeting.

5.8 Each financial member has one vote only, either personally or by proxy and the chairperson has a second or casting vote.

5.9 Any proposal on any matter within the power of the Group, other than an administrative matter, which is submitted in accordance with the Statement of Rules and Regulations may be considered by members at a general meeting.

6. COMMITTEE

6.1 *The Committee is responsible for managing and coordinating the Group and ensuring that the resolutions of general meetings are implemented.*

6.2

(a) The Committee will be elected by members of the Group and will comprise:

Convener;

(Vice-Convener);

Secretary;

Treasurer; and

(5) ordinary members.

(b) A representative of and appointed by Parks Victoria shall be an Ex-Officio member of the Committee.

(c) In the event that the Public Officer is not already a Committee member the Public Officer shall be designated as an additional Committee member.

(d) The offices of Secretary and Treasurer may be held by one individual.

6.3 *Scheduled meetings of the Committee will be held at least (five) times a year.*

6.4 *Other meetings of the Committee may be convened by the Convener or by any two members of the Committee.*

6.5 *At least 7 days notice of meetings will be given to Committee members.*

6.6 *The quorum for the Committee is a majority of its members.*

6.7 *Each member of the Committee has one vote and in the event of a tied vote the chairperson has a second or casting vote.*

6.8 *The Committee will keep in its custody or control all documents relating to the Group.*

6.9 *The Secretary will keep minutes of the resolutions and proceedings of each general meeting and each committee meeting, and the names of the persons present at such meetings.*

6.10 *The common seal will not be affixed to any instrument except by the authority of the Committee, and the affixing of the common seal will be attested by the signatures of two members of the Committee.*

6.11 *The common seal will be kept in the custody of the Secretary.*

6.12 *The Committee may establish and maintain Regulations which describe the procedures for implementing the principles identified in this Statement of Rules.*

7. FINANCIAL MANAGEMENT

7.1 *The funds of the Group will be derived from subscriptions, donations and such other sources as the Committee determines, and will be applied to the pursuit of the objectives of the Group as determined by the Committee.*

7.2 *The Treasurer will collect and receive all moneys, make all authorised payments, and keep correct accounts and books showing the financial affairs of the Group with full details of all receipts and expenditures and in accordance with the requirements of the Act.*

7.3 *All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two of (four) members of the Group approved by the Committee.*

7.4 *The financial year will start on 1st July and end on 30th June the following year unless otherwise determined by a general meeting.*

7.5 *At the close of each financial year the Treasurer will prepare for submission to the Annual General Meeting a financial statement containing the following information:*

(a) The income and expenditure of the Group during its last financial year;

(b) The assets and liabilities of the Group at the end of its last financial year;

(c) The mortgages, charges and securities of any description affecting any of the property of the Group at the end of its last financial year;

(d) In respect of each trust of which the Group was trustee during a period, being the whole or any part of its last financial year

(i) the income and expenditure of the trust during that period;

(ii) the assets and liabilities of the trust during that period; and

(iii) the mortgages, charges and securities of any description affecting any property of the trust at the end of that period.

7.6 *The accounts and books of the financial affairs of the Group are to be available for inspection by members by appointment.*

7.7 *The Committee may recommend payment of an honorarium. Such recommendation must be approved at an Annual General Meeting or Special General Meeting.*

7.8 *Establishment of the Public Fund*

(a) The Association shall establish and maintain a public fund to be called the Community Heritage Orchard Public Fund for the specific purpose of supporting the environmental objects/purposes of the Friends of Werribee Park Community Heritage Orchard Incorporated and to receive all gifts and property donations in accordance with the Income Tax Assessment Act 1997 and Ministerial Rules.

(b) 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. The Fund must not

receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

(c) Requirements of the Public Fund

(i) The organisation will inform the Department responsible for the environment as soon as possible if:

it changes its name or the name of its public fund; or

there is any change to the membership of the management committee of the public fund;

or

there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

(d) Ministerial Rules

The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

(e) Not-for-Profit

The income and property of the organisation 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, directors, or trustees of the organisation.

(f) Conduit Policy

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.

(g) Winding-up

In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

(h) Statistical Information

Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

(i) Management of the Fund

Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.

(j) A separate bank account will 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 organisation.

(k) 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.

(l) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

8. ELECTIONS

8.1 All elected positions become vacant before the item 'election' at the Annual General Meeting.

8.2 A call for nominations for all elected positions will be published to members.

8.3 A member may nominate for any number of elected positions, but may be elected to only one position save that the positions of Secretary and Treasurer may be combined.

8.4 All nominations which conform to the Regulations of the Group will be accepted and presented to the Annual General Meeting.

8.5 If the number of nominations received for any position at the close of nominations is equal or less than the number of vacancies to be filled, the nominee(s) will be deemed to be elected.

8.6 If insufficient nominations are received to fill any position at the close of nominations, nominations shall be accepted at the Annual General Meeting.

8.7 If the number of nominations received for any position at the close of nominations, exceeds the number of vacancies to be filled, a ballot will be conducted at the Annual General Meeting.

8.8 The Committee may co-opt a member to fill any position not filled at the Annual General Meeting

8.9 An elective position may be declared vacant by a general meeting of the Group on the grounds that its constitutional responsibilities are not being fulfilled.

8.10 Any elected member whose position is proposed to be declared vacant has the right to oppose the proposal in person or by written submission and will be given at least 21 days notice of the hearing of the proposal.

Casual Vacancies

8.11 A casual vacancy will exist if a member of the Committee:

ceases to be a member of the Group;

resigns from such position in writing;

*becomes insolvent within the meaning of the Companies (Victoria) Code;
dies; or
has their position declared vacant at a general meeting.*

8.12 The Committee may fill any casual vacancy by the appointment of any member for the remaining term of office.

8.13 The conduct of elections is the responsibility of a Returning Officer to be appointed by the Committee.

9. COMMUNICATION

9.1 Members will be kept informed of the Group's activities through meetings of the Association and a newsletter which will be published as required.

9.2 A Newsletter Editor may be appointed by the Committee.

10. DISSOLUTION

10.1 The Group may be wound up voluntarily only by a special resolution which is supported by three quarters of such members as, being entitled to do so, vote at an Annual General Meeting or Special General Meeting. Not less than 21 days notice will be given of the intention to propose such special resolution.

10.2 In the event of the winding up or the cancellation of the incorporation of the Group the assets of the Group will be distributed as determined by the members to an organisation or organisations having similar aims and objectives.