

CONSTITUTION

Of The

VICTORIAN MALLEEFOWL RECOVERY GROUP INCORPORATED (VMRG)

**This Constitution to be read in
conjunction with the
RULES
(Association Incorporation Act 1981)
as approved for the
VMRG**

October, 2003

The name of the incorporated association is the Victorian Malleefowl Recovery Group Inc., hereafter referred to as the VMRG.

2. Aims and Objectives of the VMRG

The aim of the VMRG is to promote malleefowl conservation and preservation, and to promote the enhancement of the environment for malleefowl in Victoria. It will achieve this through:

- (1) Promoting and implementing the goals and objectives of the National Malleefowl Recovery Plan in Victoria, specifically by:
 - (a) undertaking on-ground management of monitoring, research activities, and other suitable conservation projects;
 - (b) raising public awareness of malleefowl issues through general education and publicity;
 - (c) contributing to publications, and other media, to promote malleefowl conservation;
 - (d) maintaining and expanding a Victorian malleefowl website;
 - (e) conducting information sessions for local organizations, clubs and schools and providing displays at appropriate community functions;
 - (f) applying for grants and preparing funding proposals regarding malleefowl conservation;
 - (g) promoting conservation through the support of covenants and private land purchases to expand reserves, seeking the cooperation of adjacent landholders and negotiating with relevant authorities to re-vegetate connecting corridors;
 - (h) lobbying government and government departments and industry on malleefowl issues.
- (2) Monitoring and undertaking field research on an annual basis;
- (3) Maintaining a close relationship with Parks Victoria;
- (4) Acting, by agreement with relevant bodies, as an umbrella organization for all malleefowl conservation activities in Victoria;
- (5) Establishing and maintaining a public fund called the Malleefowl Recovery Fund for the specific purpose of supporting the environmental objectives of the VMRG.

that property or income may be paid or otherwise distributed directly or indirectly to members, except the payment in good faith of remuneration to any member of the VMRG for services actually rendered.

4. Membership and Subscription

- (1) A person who is interested in the VMRG, and the aims it embraces, and who applies for membership of the VMRG is eligible to be a member on payment of the annual subscription under these rules.
- (2) An application from a person for membership of the VMRG must-
 - (a) be made in writing in the form set out in appendix 1.
 - (b) be lodged with the Secretary of the VMRG
- (3) The Secretary must, within 28 days of receipt of the annual subscription, enter the applicant's name in the register of members.
- (4) The applicant becomes a member and is entitled to exercise the rights of membership upon receipt of membership subscription.
- (5) A household membership subscription shall apply to any two individuals who substantially reside together and who so elect such membership
- (6) The annual subscription is the relevant amount set out in appendix 1 of the Rules, and is payable on or before 1 November each year.
- (7) A properly constituted AGM or special meeting may appoint any person as an honorary member of the VMRG, in recognition of services rendered.

5. Register of Members

- (1) The Secretary must keep and maintain a register of members containing the name and address of each member, and the date each member was entered onto the register.
- (2) The register is available for inspection and copying free of charge upon request of any member.

(1) A detailed set of procedures is outlined in the Rules (rule 7).

8. Disputes and Mediation

(1) A detailed set of procedures is outlined in the Rules (rule 8).

9. Annual General Meeting

- (1) The committee may determine the date, time and place of the annual general meeting of the VMRG.
- (2) The notice convening the AGM must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the AGM shall be-
 - (a) To confirm the minutes of the AGM and any general meeting held since that meeting.
 - (b) To receive from the committee reports of the transactions of the VMRG during the preceding financial year.
 - (c) To elect officers and ordinary members of the committee.
 - (d) To receive and consider the statement submitted by the VMRG in accordance with section 30(3) of the act.
- (4) The AGM may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The quorum for the AGM shall be 9 members present.

10. Amendments to the Constitution

- (1) In conjunction with the Rules of the Incorporations Act 1981, this shall be the only constitution of the VMRG, and shall not be altered, varied, added to or repealed, except at the AGM, or a meeting especially convened for that purpose.
- (2) The constitution can be altered if at least 75% of members at the meeting, either in person or by proxy, are in favour of such alteration, variation, addition or repeal.
- (3) Amended rules that relate directly to the Incorporations Act 1981 need the approval of the administrator of the Act

- (3) The committee may, whenever it thinks fit, convene a special general meeting.
- (4) The committee must, on the request in writing of members representing not less than 5% of total numbers of members, convene a special general meeting.
- (5) The request for a special general meeting must-
 - (a) state the objects of the meeting.
 - (b) be signed by the members requesting the meeting.
 - (c) be sent to the Secretary.
- (6) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (7) If a special general meeting is convened by members in accordance with this rule it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the meeting must be refunded by the VMRG to the persons incurring the expenses.

12. Conduct of General Meetings

- (1) A detailed set of procedures for the conduct of general meetings is outlined in the Rules.
 - (a) notification of meeting (rule 12)
 - (b) quorum (rule 13)
 - (c) presiding (rule 14)
 - (d) adjournment (rule 15)
 - (e) voting (rule 16)
 - (f) poll (rule 17)
 - (g) resolutions (rule 18)
 - (h) proxies (rule 19)

13. Special Business

- (1) All business that is conducted at a special general meeting and all business that is conducted at the AGM, except for business

such powers and functions as may be exercised by the VMRG other than those powers and functions that are required by these rules to be exercised by general meetings of members of the VMRG.

- (c) subject to section 23 of the Act the committee shall consist of-
 - (1) The officers of the VMRG
 - (a) a President
 - (b) a Vice-President
 - (c) a Treasurer
 - (d) a Secretary; and
 - (2) Five ordinary members.
- (3) The officers and ordinary committee members shall be elected at the AGM of the VMRG in each year.
- (4) Each officer and ordinary committee member shall hold office until the AGM next after the date of election but is eligible for re-election.

15. Election of Officers and Ordinary Committee Members

- (1) Nominations of candidates for election as officers and ordinary members of the committee must be-
 - (a) made in writing, signed by two members of the VMRG, and accompanied by the written consent of the candidate which may be endorsed on the form of nomination.
 - (b) delivered to the Secretary not less than 7 days before the date fixed for holding the AGM.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the AGM.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the AGM.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the AGM in such a manner as the committee may direct.

17.2 (c), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the AGM next following the date of appointment.

- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the VMRG to fill the vacancy and the member appointed shall hold office, until the conclusion of the AGM next following the date of appointment.

18. Notice to Members

- (1) Except for the requirement in rule 12 in the Rules, any notice that is required to be given to a member, by or on behalf of the VMRG, under these rules may be given by-
 - (a) delivering the notice to the member personally.
 - (b) sending it by post to the member's address shown in the register of members.
 - (c) facsimile transmission, if the member has requested that the notice be given in this manner.
 - (d) electronic transmission, if the member has requested that the notice be given in this manner.

19. Meetings of the Committee of Management

- (1) The committee must meet at least 2 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the president or by any 5 members of the committee.

20. Notice of Committee Meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 5 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be

- (a) in the case of a special meeting – the meeting lapses.
 - (b) in any other case – the meeting shall be adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

22. Presiding at Committee Meetings

- (1) At meetings of the committee-
- (a) the President or, in the President's absence, the Vice-President presides.
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

23. Voting at Committee Meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24. Removal of Committee Member

- (1) The VMRG in general meeting may, by resolution, remove any member of the committee before expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) The member who is the subject of a proposed resolution referred in sub-clause (1) may make representations in writing to the Secretary or President of the VMRG (not exceeding a reasonable

and proceedings of each general meeting and each committee meeting, together with a record of the names of persons present at committee meetings.

26. Funds

- (1) The Treasurer of the VMRG must-
 - (a) collect and receive all moneys due to the VMRG and make all payments authorized by the VMRG.
 - (b) keep correct accounts and books showing the financial affairs of the VMRG with full details of all receipts and expenditure connected with the activities of the VMRG.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the VMRG shall be derived from annual subscriptions, donations and such other sources as the committee determines.

27. Public Funds

(A) Malleefowl Recovery Fund

- (1) The objective of the Malleefowl Recovery Fund is to support the environmental purposes of the VMRG.
- (2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the VMRG.
- (3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organization.
- (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) The fund will operate on a not-for-profit basis.

- (9) The VMRG agrees to comply with any rules that the Treasurer or the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purposes.
- (10) The income and property of the VMRG 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 VMRG.
- (11) Any allocation of funds or property to other persons or organizations will be made in accordance with the established purposes of the VMRG and not be influenced by the preference of the donor.
- (12) In case of 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.
- (13) Statistical information requested by the department on donations to the Malleefowl Recovery Fund will be provided within four months of the end of the financial year.
- (14) An audited financial statement for the VMRG and its Malleefowl Recovery Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of monies and the management of the assets of the fund.

28. Distribution of Property and Assets Upon Cessation of the VMRG

- (1) Upon cessation of the VMRG for any reason whatsoever, any person holding any the VMRG monies or property shall forthwith pay or return the same to the committee.
- (2) If, on cessation of the VMRG, any property of the group that remains after the satisfaction of all debts and liabilities and the expenses incurred in cessation, the property shall be distributed to-
 - (a) another incorporated association with similar conservation aims, or
 - (b) an association for charitable purposes.

30. Winding Up

- (1) In the event of the winding up or the cancellation of the incorporation of the VMRG, the assets of the VMRG must be disposed of in accordance with the provision of the act.

31. Custody and Inspection of Books and Records

- (2) The Secretary or Treasurer must keep in his or her custody or under his or her control all books, documents and securities of the VMRG.
- (3) All accounts, books securities and any other relevant documents of the VMRG must be available for inspection and copying free of charge by any member upon request.