

RULES

For the

VICTORIAN MALLEEFOWL RECOVERY GROUP INCORPORATED

INCLUSIVE OF 1ST July 1998 - AMENDMENTS

"member" means a member of the VMRG;

"ordinary member of the committee" means a member of the committee who is not an officer of the VMRG under Rule 21;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

- (2) In these Rules, a reference to the Secretary of the VMRG is a reference—
- (a) if a person holds office under these Rules as Secretary of the VMRG-- to that person; and
 - (b) in any other case, to the public officer of the VMRG.

3. Alteration of the rules

These Rules and the statement of purposes of the VMRG must not be altered except in accordance with the Act.

4. Membership, entry fees 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 of the VMRG on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the VMRG at the time of the incorporation of the VMRG (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless he or she applies for membership in accordance with sub-rule (3)
- (3) An application of a person for membership of the VMRG must—
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the VMRG.
- (4) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (3), enter the applicant's name in the register of members.
- (5) An applicant for membership becomes a member and is entitled to exercise the rights of membership upon receipt of membership subscription.
- (6) A Household Membership subscription shall apply to any two individuals who substantially reside together and who so elect household membership.
- (7) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 Nov. in each year.

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the VMRG, the committee may by resolution--
 - (a) suspend that member from membership of the VMRG for a specified period; or
 - (b) expel that member from the VMRG.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless—
 - (2) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (3) if the member exercises a right of appeal to the VMRG under this rule, the VMRG confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following--
 - I. attend that meeting;
 - II. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the VMRG in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must--
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and

- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the VMRG.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - I. in the case of a dispute between a member and another member, a person appointed by the committee of the VMRG; or
 - II. in the case of a dispute between a member and the VMRG, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the VMRG can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

(d) to receive and consider the statement submitted by the VMRG in accordance with section 30(3) of the Act.

(4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the VMRG.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the VMRG.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) 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 address of 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.
- (8) 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 special general meeting must be refunded by the VMRG to the persons incurring the expenses.

11. Special business

meeting.

- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Nine members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
 - (a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
 - (b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the VMRG.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the VMRG have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the VMRG is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
1. carried; or
 2. carried unanimously; or
 3. carried by a particular majority; or
 4. lost; and
- (b) an entry to that effect in the minute book of the VMRG is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
- (a) for a meeting of the VMRG convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

20. Committee of Management

- (1) The affairs of the VMRG shall be managed by the committee of management.
- (2) The committee—
- (a) shall control and manage the business and affairs of the VMRG; and

- (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the VMRG shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), 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 annual general meeting next following the date of the appointment.

22. Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (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, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the VMRG or as 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); and
 - (b) delivered to the Secretary of the VMRG not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (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 annual general meeting.

25. Meetings of the committee

- (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 4 members of the committee.

26. 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 conducted and no other business may be conducted at such a meeting.

27. Quorum for committee meetings

- (1) Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (a) in the case of a special meeting--the meeting lapses;
 - (b) in any other case--the meeting shall stand 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.

28. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (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.

29. 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 manner as the person presiding at that meeting may determine.

or, if they are not given, the member may require that they be read out at the meeting.

31. Minutes of meetings

The Secretary of the VMRG must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32. Funds

- (1) The Treasurer of the VMRG must-
 - (a) collect and receive all moneys due to the VMRG and make all payments authorised by the VMRG; and
 - (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.

33. Seal

- (1) The common seal of the VMRG must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the VMRG.

34. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association VMRG, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

Postcode _____

Telephone _____

Mobile _____

E-mail _____

As (a) member/s of VMRG, **I / we** agree to be bound by the rules of the VMRG.

Upon receipt of the **membership / renewal fee, I / we** understand **I / we become / continue to be** (a) member/s of VMRG .

MEMBERSHIP FEES – HOUSEHOLD \$25 INDIVIDUAL \$15

Due and Renewable - 1st November

Signature/s _____

Date _____

Date _____

Membership fees include GST.

Membership is for the year November 1st to October 30th.

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the VMRG convened under rule 7(7), to be

held on-
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

Signed

Date

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the VMRG to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed

Date

* Delete if not applicable

NOTES

"SCHEDULE 1

PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED
ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS

Australian Accounting Standard Number	Name of Australian Accounting Standard	Issued
AAS 1	Statement of Financial Performance	October 1999
AAS 4	Depreciation	August 1997
AAS 5	Materiality	Sept. 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring after Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AAS 38	Revaluation of Non-Current Assets	Dec. 1999