

## ASSOCIATION RULES

Incorporated under the *Associations Incorporation Reform Act 2012 (Vic)* (**the Act**)

These rules have been prepared by [PilchConnect](#) as a base for Victorian incorporated associations drafting their own rules. These rules are not suitable for groups seeking endorsement as a Deductible Gift Recipient organisation, or groups with any complex needs such as complex membership structures or complex election procedures.

If in any doubt, your group should seek legal advice about whether these Simple Rules are suitable for its needs.

The notes in this document are to provide guidance, and do not form part of the rules. You can delete the notes.

When you have finished adapting these rules for your group, remember to check the rule numbering. For more guidance on how to change your rules, go to the [PilchConnect Rules Review Information Resources Page](#).

### The Association

1. The name of the Association is: Maribyrnong Edible Garden (**the Association**)
2. The purposes of the Association are:
  - to provide an edible and sustainable community garden with individual plots and community areas
  - to bring gardeners together in a sense of community to share and enjoy their knowledge, culture, ideas and experiences.
  - to provide education to garden members and the wider community on sustainable gardening and related issues.
  - to provide an edible garden for members' children to teach them about sustainable gardening and to enable them to enjoy the produce they create.
  - to bring nature into the lives of members by creating a central gathering place in a harmonious setting. (**the Purposes**)
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

### Financial year

5. The financial year of the Association starts on 1<sup>st</sup> of July of each year.

### Members

6. Anyone who supports the Purposes of the Association can apply to join the Association as a member.
7. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
8. A person can apply to join the Association by applying to the Secretary and paying the membership fee (if any).

9. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the membership fee (if any) and write to the person to tell them their application has been rejected.

10. A person becomes a member when:

- a. the Committee has approved their application to join the Association
- b. the Association has received the person's membership fee (if any), and
- c. the Secretary has entered the person's name, address and date they became a member on the members register.

*Note: CAV has indicated that an email address may be sufficient to meet the Act's requirement that members provide an address for the members register*

The Association must inform the person when their membership has started, and if they have to pay any annual fees (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.

11. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any membership and annual fees already paid.
12. Members must pay any annual fees (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)).
13. Members have rights and liabilities as set out in the Act and in these rules.
14. Each member's liability is limited to the membership and annual fees (if any).

### **Members' access to documents**

15. A member may, subject to rules 17 to 19, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.

*Note: "relevant documents" includes documents such as financial records, contracts and asset records of the Association.*

16. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.

*Note: rules 15 to 16 are required by the Act*

17. The Secretary can refuse a request to inspect or get copies of relevant documents, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
18. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
19. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The secretary will decide if there are special circumstances, and will write to the member outlining their decision.

*Note: if a member disagrees with the Secretary's decision about special circumstances, they can apply to VCAT for a review of the decision. 'Special circumstances' are not defined in the Act, but could include, for example, where a member has had threats made against them by another member or where some other harm or danger is linked to a member's details being available on the register.*

## The Committee

20. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
21. The Committee can exercise all powers and functions of the Association (consistently with the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).
22. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
23. Committee Members are elected by members of the Association at the AGM by ballot.  
*Note: a ballot is a written vote, like at a state or federal election.*
24. The Committee is made up of the following roles:
  - a. The President
  - b. The Deputy President
  - c. The Treasurer
  - d. The Secretary  
(these are the **Offices**)
  - e. Up to two Ordinary Committee Members.  
*Note: the Secretary role used to be called Public Officer, and has special responsibilities under the Act*
25. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office.
26. The Secretary must be over 18 years of age, and live in Australia.  
*Note: this is a requirement of the Act*
27. If the Secretary stops living in Australia, they cannot remain the Secretary.  
*Note: to reside in Australia does not mean the Secretary must always be in Australia, but they must mainly live in Australia.*
28. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.  
*Note: You must inform CAV of a change of Secretary within 14 days.*
29. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
30. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.

31. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
32. [If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.]  
*Note: You can include this rule if you want members to be able to nominate on the AGM day, but do not have to include this rule.*
33. A Committee Member stops being on the Committee if they:
  - a. resign, by writing to the Committee or the Secretary
  - b. are removed by a special resolution of members of the Association
  - c. become insolvent (as the term is used in the *Corporations Act 2001*)
  - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
  - e. die.
34. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 33, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
35. Among its other responsibilities, the Committee is responsible for making sure that:
  - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b. all records, securities and relevant documents of the Association are kept properly.

### Committee Meetings

36. The Secretary must give 7 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.  
*Note: At an urgent meeting, only the issues for which the meeting was called can be considered.*
37. The Committee can decide how often it meets.
38. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
39. The Chair of Committee Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Committee Members can choose who will be Chair.
40. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
41. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### General Meetings

42. The Association must hold an AGM within five months of the end of the Association's financial year.

43. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
44. The Committee or a group of at least 10% of all members may call a Special General Meeting.
45. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.
46. Members may vote by proxy at general meetings.
47. Proxy forms must be received by the Secretary 1 day before a meeting.
48. Notice of general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
49. Notices of general meetings must include proposed matters to be dealt with at that meeting.  
*Note: Your group can choose whether you wish to allow other business to be addressed at meetings. If your group wishes to leave open an option to consider other business at a meeting, the notice should include "other business" as an item for consideration.*
50. The Chair of a general meeting will be the President, or if the President is not in attendance, the Deputy President, or if the President and Deputy President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
51. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
52. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
53. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 45) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

### Grievance disputes

54. ~~If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.~~
55. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must let the people involved know the time and place where the hearing will happen

- c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
- d. the mediator will determine the outcome of the dispute.

*Note: The mediator does not have to be a professional mediator, but it can be a good idea to use a professional mediator. The parties to a grievance procedure may still be able to go to Court.*

### **Disciplining members**

- 56. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
  - 57. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
  - 58. The Committee must arrange a disciplinary procedure that meets these requirements:
    - a. the outcome must be determined by a unbiased decision-maker
    - b. the member must have opportunity to be heard, and
    - c. the disciplinary procedure must be completed as soon as reasonably practicable.
  - 59. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.
- Note: parties to a grievance procedure may still be able to go to Court*

### **Funds**

- 60. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
- 61. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
- 62. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised (signed) by two members of the Committee.
- 63. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

### **Alteration of rules**

- 64. These rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

*Note: to pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution. There are extra notice requirements when a special resolution is proposed.*

## Winding Up

65. The members may vote by special resolution at a general meeting to wind up the Association.
66. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.