

# Constitution of the Friends of Warrandyte State Park Inc.

**Amended in accordance with the resolution passed at the Annual  
General Meeting held on 14 March 2021**

1. The name of the association is **FRIENDS OF WARRANDYTE STATE PARK Inc.** (in these rules called "**FOWSP**").

## 2. **INTERPRETATION**

- 2.1 In these rules, unless the contrary intention appears:-

*Committee* means the Committee of Management of FOWSP;

*financial year* means the 12-month period ending on 30 June each year;

*general meeting* means a general meeting of members convened in accordance with rule 6.2;

*Annual General Meeting* means the annual general meeting of members convened in accordance with rule 6.1;

*member* means a person who is a member pursuant to subs. 51(1) of the *Associations Incorporation Reform Act 2012* or who, pursuant to subs. 51(2), has been admitted as a financial member of FOWSP in accordance with these rules;

*ordinary member of the Committee* means a member of the Committee who is not an officer of FOWSP under Rule 7;

*the Association* means FOWSP;

*the Park* means those areas presently administered by Parks Victoria and known as Warrandyte State Park.

*these rules* means this Constitution.

## 3. **OBJECTIVES**

### **The objectives of FOWSP:**

- (i) To provide support for, and to foster public awareness of, the Park.
- (ii) To assist in the maintenance, rehabilitation, development and improvement of the Park, including by way of special projects, as agreed with or approved by Parks Victoria.
- (iii) To bring into contact and provide a forum for people with a mutual interest in the Park.
- (iv) To develop the FOWSP organisation by arranging outings and activities for the education and enjoyment of members and their families.
- (v) Engage in activities which are ancillary to objectives (i) to (iv).

- (vi) Support the effective management of flora and fauna in Victoria including financial support and gifts in kind to other organisations with similar objectives.

#### **4. POWERS.**

To aid the attainment of the stated objectives, FOWSP may:-

- (i) hire, lease or tenancy, receive by gift or loan or otherwise acquire property;
- (ii) sell, let, hire, lease, loan out or otherwise dispose of any property of the FOWSP;
- (iii) purchase, acquire by gift or exchange property for use by members.

#### **5. MEMBERSHIP**

##### **5.1 Application for membership.**

5.1.1 Persons who have an interest in the Warrandyte State Park and its vicinity that is consistent with FOWSP's objectives (as stated in rule 3) are eligible for membership.

5.1.2 Any eligible person may apply for membership in writing. Such application should -

- (a) set out the applicant's full name, street address, and email address;
- (b) acknowledge that the applicant supports FOWSP's objectives and agrees to comply with its rules; and
- (c) be signed and dated by the applicant.

The application may include a statement of any special interest that the applicant has in the work of FOWSP.

5.1.2.1 Memberships which are either new or not continuous in subscription, shall be subject to Committee approval. Upon approval or rejection, the Membership Officer shall notify the applicant of the decision with as little delay as possible. In the case of rejection, any payment made with the application shall be returned to the applicant.

5.1.3 FOWSP shall send correspondence to members by email or post.

5.1.4 The Treasurer/Membership Officer shall enter the new member's name in the register of members kept by him/her.

5.1.5 Each paid-up financial membership of FOWSP, whether in respect of one person or a family, shall be entitled to one vote (through its representative member) at general meetings or Annual General Meetings of the Association.

##### **5.2 Entrance fee and annual subscription**

5.2.1 No entrance fee shall be payable.

5.2.2 Annual subscriptions shall be set by the Committee of Management and are due to be paid by each member on or by the date each year that corresponds with the date in the first year the person became a member of FOWSP. The first annual subscription shall be due for payment on the day the person becomes a member of FOWSP.

- 5.2.3 The Committee may at its discretion waive all or part of the subscription fees for any member.

### **5.3 Register of Members**

- 5.3.1 The Membership Officer shall keep and maintain a register of members in which shall be entered the full name, street and email addresses, join date and end date of membership of each member. The register shall be available for inspection by members at the address of the Treasurer/Membership Officer. Members have the right to apply to the Secretary for their personal information to be kept private.

- 5.3.2 FOWSP is a member of Landcare Victoria Inc. (LVI) and subscribes to their insurance package for member groups. Therefore, membership details such as names and addresses are ordinarily shared with LVI. LVI is an independent incorporated association governed by its members, formed when the Farm Tree and Landcare Association (FTLA) merged with the Victorian Landcare Council (VLC), in 2017.

### **5.4 Resignation and Expulsion**

- 5.4.1 Resignation - Members may resign from FOWSP by notice in writing, or by non-payment of membership fees within 3 months of a notice that such fees are overdue.

- 5.4.2 Removal - The Committee may suspend or expel any member of FOWSP:

- (a) who commits any breach of any rule or by-law of the Association; or
- (b) who, in the opinion of the Committee, acts in a manner which is contrary to the interests of FOWSP; or
- (c) no longer complies with the membership requirements of FOWSP.

The member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered.

#### **5.4.3 Appeal**

- 5.4.3.1 Any member of FOWSP who feels aggrieved by any decision of the Committee under rule 5.4.2 may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a general meeting;

- 5.4.3.2 Such notice shall state the grounds of appeal and such appeal shall be heard at a general meeting to be held not later than one month from the giving of such notice to the Secretary;

- 5.4.3.3 On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity for an unbiased hearing.

- 5.4.3.4 Until the hearing of any such appeal, the decision of the Committee shall have full force and effect. The decision of the general meeting shall be final.

#### **5.4.4 Grievance Procedure**

- 5.4.4.1 The grievance procedure set out in this Division applies to disputes under these rules between—

- (a) a member and another member;
- (b) a member and the Committee;

(c) a member and the Association.

5.4.4.2 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.

5.4.4.3 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.

If the parties to a dispute are unable to resolve the dispute between themselves within that time, 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.

5.4.4.4 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 the Dispute Settlement Centre of Victoria.

5.4.4.5 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.

## **5.4.5 Mediation Process**

5.4.5.1 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;
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

The mediator must not determine the dispute.

5.4.5.2 If the mediation process does not resolve the dispute, the parties may otherwise seek to resolve the dispute in accordance with law.

## **6. MEETINGS**

### **6.1 Annual General Meeting**

6.1.1 Except where permitted otherwise in accordance with law, FOWSP shall in each calendar year convene an Annual General Meeting of its members.

6.1.2 The Annual General Meeting shall be held on such day as the Committee determines.

6.1.3 The Annual General Meeting shall be specified as such in the notice convening it, which shall comply with rule 6.2.2 - Notice of Meeting. If a special resolution is proposed for the Annual General Meeting, then the notice shall comply with rule 6.2.2.1.

- 6.1.4 Rules 6.1.5 to 6.1.9 inclusive provide for how the Annual General Meeting is to be conducted.
- 6.1.5 At any Annual General Meeting, 15 members each representing a separate paid-up financial membership of FOWSP, including at least four members of the Committee, shall form a quorum.
- 6.1.6 Members are not entitled to vote by proxy at Annual General Meetings.
- 6.1.7 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of FOWSP during the last preceding financial year;
  - (c) to elect members of the Committee of Management.
- 6.1.8 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 6.1.9 Rules 6.2.3, 6.2.4, 6.2.5, 6.2.6, 6.2.7 and 6.2.9 also apply to Annual General meetings.
- 6.1.10 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

## **6.2 General Meetings other than Annual General Meetings**

- 6.2.1 General Meetings - Meetings of all members may be called:
- (i) by resolution of the Committee of Management; or
  - (ii) by the written request of not less than 10 members of FOWSP.

Such a general meeting shall be held no less than 21 days or more than 35 days after the request or resolution is made. In the case of a written request by members under item (ii), the members may convene the general meeting if a meeting has not been held within the required time.

- 6.2.2 Notice of Meeting – At least 14 days’ notice in writing of every general meeting shall be given to every member at the email address appearing in the register of members. The notice shall state the time, date, and venue of the meeting and the business to be transacted. If no email address for a member appears in the register, the notice shall be sent by pre-paid post to the street or postal address shown. No business other than that set out in the notice convening the meeting shall be transacted at any general meeting.
- 6.2.2.1 If a special resolution is proposed for the general meeting, then at least 21 days’ prior notice of the meeting and the resolution shall be given to every member in the manner referred to in rule 6.2.2.
- 6.2.3 Omission of Notice. - The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member, shall not invalidate any proceedings or resolutions at any general meeting of FOWSP.
- 6.2.4 Chairperson of Meetings - A Committee member will chair the general meeting.
- 6.2.5 Adjournment - Members present at a meeting may agree to adjourn any meeting but no

business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

- 6.2.6 Voting – In accordance with rule 5.1.5, each paid-up financial membership represented at the meeting is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes, the chairperson shall have a second or casting vote.

- 6.2.6.1 Members are not entitled to vote by proxy at general meetings.

- 6.2.7 Division - At any general meeting a declaration by the chair that a resolution has been carried or not shall be sufficient evidence of members voting intention unless 3 members call for the poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.

- 6.2.8 Quorum at General Meetings - At all general meetings of members (except Annual General Meetings) 10 members present in person, including at least four Committee members, shall constitute a quorum, provided that each member present represents a separate paid-up financial membership of FOWSP.

- 6.2.9 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened by request of members shall be dissolved. If not so convened, shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting, those present shall form a quorum for all purposes.

### **6.3 Election of Members of the Committee**

- 6.3.1 Election and Size - The Committee of FOWSP shall have not fewer than five nor more than 10 members who shall be elected at the Annual General Meeting of the Association. Each officer of FOWSP shall hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.

- 6.3.2 Nominations of candidates for election as members of the Committee of Management of FOWSP:

- a) may be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), such nominations to be delivered to the Secretary of FOWSP not less than 7 days before the date fixed for the holding of the Annual General Meeting;
- b) alternatively, may be made and seconded at the Annual General Meeting and shall become a nomination when the Chairperson of the meeting receives consent from the candidate.

- 6.3.3 If insufficient nominations are received or if the number of nominations equals the number of vacancies on the committee, the candidates nominated shall be deemed to be elected.

- 6.3.4 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

- 6.3.5 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 FOWSP to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his/her appointment.

6.3.6 The office of an officer of FOWSP or of an ordinary member of the Committee becomes vacant if the officer or member:

- (a) ceases to be a member of FOWSP;
- (b) becomes a bankrupt under the *Bankruptcy Act 1966* either on their own petition or pursuant to a sequestration order;
- (c) resigns his/her office by notice in writing given to the Secretary; or
- (d) fails to attend more than 3 meetings without apology.

#### **6.4 Minutes of meetings and other records**

6.4.1 Minutes of the proceedings of every general meeting and Annual General Meeting shall be either kept in a minute book or recorded and stored electronically. Members may inspect such minutes, along with the financial records, books, securities and other relevant document of the Association, including minutes of Committee meetings, on request in writing to the Committee.

6.4.2 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.

6.4.3 The Committee must on request make copies of this Constitution available to a member or an applicant for membership free of charge.

6.4.4 The Committee may on a written request provide a member with copies of any of the other records of FOWSP, and FOWSP may charge a reasonable fee for provision of copies of such records. These other records include:-

- (a) minutes of general meetings, Annual General Meetings and Committee meetings;
- (b) FOWSP's membership records;
- (c) its financial statements;
- (d) its financial records; and
- (e) records and documents relating to transactions, dealings, business or property of the Association.

### **7. ADMINISTRATION BY THE COMMITTEE OF MANAGEMENT**

7.1 The affairs of FOWSP shall be managed by a Committee of Management constituted as provided in-rules 6.3.1 and 7.2 herein.

7.2 Appointment of office bearers. - At the Annual General Meeting or at the first meeting of the Committee after the Annual General Meeting, the Committee shall select from its numbers:

- (i) two or more contact people;
- (ii) a Secretary;
- (iii) a Treasurer/Membership Officer; and
- (iv) a Newsletter Editor.

One committee member may hold more than one office.

### **7.3 Powers of the Committee**

7.3.1 Except as herein provided and subject to the direction of the members of the Association in general meeting (including at an Annual General Meeting), the Committee shall have full power to control, use and apply all property of the association and to conduct and manage the affairs of FOWSP in the furtherance of its objects in any manner it deems necessary.

7.3.2 In particular, it shall be the duty of the Committee to:

- (i) Ensure the proper financial administration of the FOWSP;
- (ii) Call such meetings as required and in accordance with these rules ~~herein~~;
- (iii) Establish and run an annual program of activities in accordance with FOWSP's objectives as stated herein;
- (iv) Subject to the direction by the FOWSP in general meeting (including at an Annual General Meeting), and as generally required herein, to administer property to further the objectives of the FOWSP;
- (v) Authorise statements and publications to be made on behalf of FOWSP.

No member of the Committee or of the Association shall make any statement on behalf of FOWSP without the consent of the Committee of Management.

7.3.3 The Committee at its discretion may delegate such of its powers as it deems fit to special committees appointed for the furtherance of any particular object of the FOWSP while retaining the power to approve, defer or alter decisions made by such special committees.

Such sub-committees may be appointed subject to the following conditions:

- (i) Each sub-committee shall have within its membership at least one member of the Committee;
- (ii) Each sub-committee shall submit a report and statement of finance (where applicable) to the Committee, monthly;
- (iii) At the end of each financial year, any funds under the management of the sub-committee will be retained, transferred or disposed of in accordance with a resolution of the Committee.

7.3.4 FOWSP may indemnify its office holders against any liability incurred in good faith by that office holder in the course of performing his or her duty.

### **7.4 Removal of Member of Committee**

7.4.1 FOWSP in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.

7.4.2 Before the resolution referred to in 7.4.1 is put to the vote at the general meeting, the Committee member whom FOWSP proposes to remove shall be entitled to speak at the meeting regarding the proposed removal. Alternatively, the member may make a written representation about the proposed removal which shall be read out by the member at the meeting (or the Secretary if the



member is not present) before the resolution is put.

## **7.5 Proceedings of Committee**

7.5.1 The Committee shall meet at least 3 times in each year at such places and such times as the Committee may determine.

7.5.2 A quorum shall be four.

7.5.3 At every meeting of the Committee the members shall choose one of their members to be the chairperson of the meeting.

7.5.4 Questions arising at any meeting shall be decided by a majority of voters and in the case of an equality of votes the chairperson shall have a second or casting vote;

7.5.5 Any two Committee members may at any time summon a meeting of the Committee.

## **7.6 Duties of Officers of FOWSP**

### **7.6.1 The contact people**

The contact people shall:

- (i) liaise with various authorities, the media, and the general community; and
- (ii) act as spokespersons for the FOWSP.

### **7.6.2 Secretary**

The Secretary shall:

- (i) Keep full and correct minutes of all resolutions and proceedings of every general meeting, Annual General Meeting and all Committee meetings. Electronic minute-keeping is allowed, and the minutes shall be available to members for inspection by arrangement with the Secretary.
- ii) Attend to all correspondence;
- iii) Except as otherwise provided in these rules, the Secretary shall keep control of all books, documents and securities of FOWSP. All such books, documents and securities shall be available for inspection by members of FOWSP upon reasonable notice to the Secretary; and
- iv) Perform such other duties as the Committee may prescribe.

### **7.6.3 Treasurer/Membership Officer**

The Treasurer/Membership officer of FOWSP shall:

- (i) collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (ii) keep correct accounts and books showing the financial affairs of FOWSP with full details of all receipts and expenditures connected with the activities of FOWSP;

- (iii) arrange for the accounts to be audited at the end of each financial year;
- (iv) provide a report annually to the Australian Charities and Not-for-profits Commission (ACNC); and
- (v) co-ordinate and ensure the maintenance of a register of members setting forth their names and addresses.

#### **7.6.4 Newsletter Editor**

The Newsletter Editor of FOWSP shall:

- (i) gather and prepare articles relating to the Association's stated purposes or objectives and activities for the general information of members;
- (ii) co-ordinate the preparation and distribution to all members newsletters containing such information, at such frequency as the Committee determines.

#### **7.6.5 Conflicts of Interest**

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.

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

#### **7.7 Finance and Property**

- a) All the property of the FOWSP shall, except as herein provided, be controlled, used and applied by the Committee.
- b) The funds of FOWSP shall be derived from plant sales, annual subscriptions, donations, grants and such other sources as the Committee determines.
- c) Subject to legal requirements, the Committee shall keep such banking accounts as are considered necessary and operations on accounts shall be decided upon from time to time by the Committee.
- d) The Treasurer shall deposit all moneys not set aside for special purposes with a recognised bank or building society in trading and/or interest-bearing accounts.
- e) A statement of the income and expenditure of the FOWSP for the financial year and of the assets and liabilities of the FOWSP at the end of the financial year shall be submitted annually to an auditor appointed by the Committee. A copy of the auditor's report together with the financial statement shall be presented by the Committee to the Annual General Meeting.

- f) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two authorised members of the Committee.

## **8 ALTERATION OF RULES AND PURPOSES**

No rule of this Constitution of FOWSP shall be repealed or amended and no new rule shall be made except by a special resolution in general meeting (including at an Annual General Meeting). Notice of the resolution shall be a minimum of 21 days' notice and the resolution must be passed by a 3/4 majority of members present and voting.

## **9 CANCELLATION AND WINDING-UP**

- 9.1 Any application to the Registrar of Incorporated Associations to cancel the Association shall be made in accordance with the provisions of the *Associations Incorporation Reform Act 2012* (Vic).
- 9.2 Any voluntary winding-up of the Association shall take place and proceed in accordance with the provisions of that Act and the applicable provisions of the *Corporations Act 2001* (Cth).
- 9.3 In the event that the Association is wound up, all its surplus assets (as defined in s. 132 of the *Associations Incorporation Reform Act 2012* (Vic)) shall be distributed in accordance with a special resolution of the Association in general meeting.

## **10 AUTHENTICATION AND EXECUTION OF DOCUMENTS**

- 10.1 A document or proceeding requiring authentication by the Association may be authenticated by the Secretary (as provided by s. 37 of the *Associations Incorporation Reform Act 2012*).
- 10.2 The Association may execute a contract or other document if the contract or document is signed by the Secretary and one other member of the Committee.

## **11 ENACTION**

This Constitution shall be effective once accepted by a 3/4 majority at an Annual General Meeting of FOWSP.