

**STATEMENT OF PURPOSE AND RULES  
OF THE  
FRIENDS OF THE HELMETED HONEYEATER INCORPORATED.**

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# **STATEMENT OF PURPOSE AND RULES OF THE FRIENDS OF THE HELMETED HONEYEATER INCORPORATED.**

## **PRELIMINARY**

## **STATEMENT OF PURPOSES**

The Friends is constituted to encourage people to participate in activities designed to;

1. Increase public awareness of the endangered status of the Helmeted Honeyeater.
2. Improve the status of the Helmeted Honeyeater in the wild.
3. Assist with the conservation of the Helmeted Honeyeater in the wild.

## **DEFINITIONS**

1. Friends – means Friends of the Helmeted Honeyeaters.
2. Committee – means the Committee of the Friends of the Helmeted Honeyeater Inc.
3. Financial Year - means the year ending at June 30th.
4. Members Meeting – means a meeting open to all financial and Life members
5. Member - means any financial or Honorary Life member.
6. The Act - means the Associations Incorporation Reform Act 2012.
7. The Regulations - means the regulations under the Act.
8. Registrar – means the Registrar of Incorporated Associations.

## **RULES**

- a) Words and expression contained in these Rules shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and the Act as in force from time to time.
- b) In these Rules, words importing the masculine gender shall be deemed to include the feminine gender, and words importing the plural shall deem to include singular, unless it shall appear from the context that the contrary is intended.

## **PART 1: MEMBERSHIP**

1. Membership to the Friends shall be open to individuals, families, groups and corporate bodies who subscribe to its aims, have paid the required fee and agree to be bound by the Rules.
2. FULL MEMBERSHIP refers to Individual, Families, Groups and Corporate members.
  - a) Family membership: maximum of two (2) members of the family who each shall be entitled to one (1) vote each.
  - b) Groups: shall have the rights, privileges and obligations as that of an individual member shall have only one (1) vote as a group.
  - c) Corporate Body: will be represented by the one officer who will enjoy only one (1) vote.
3. CONCESSION MEMBERSHIP is open to Pensioners, Fulltime Students, juniors and Unemployed People. Each individual member shall be entitled to one (1) vote.
4. HONORARY MEMBERSHIP
  - a) Committee may at any time elect any person who, in its opinion, has rendered significant service to the Friends.
  - b) Honorary Life Members shall have all the rights and be subject to all the obligations of a Member, but shall be exempt from the payment of the membership subscriptions.
5. CESSATION OF MEMBERSHIP
  - a) Any member may cease to be a member by giving the Friends notice in writing of the desire to do so, paying all subscriptions owing.

- b) Any member who does not renew the yearly subscription upon demand will no longer be a member.

## **PART 2: OFFICERS AND COMMITTEE**

1. The Officers of the Friends shall be President, Vice-President, Secretary and Treasurer and such others as may be appointed from time to time.
2. The Committee shall comprise of the Officers and up to seven (7) Committee members.
3. The Committee shall conduct and manage the business affairs and activities of the Friends in accordance with these Rules. Acts and decisions by the Committee may be dissented from and over-ruled by the Members by special resolution at an Extra-ordinary General Meeting (see clause 5.40)
4. The Committee shall have the right to form sub-committees, which may Co-opt members to further the purposes of the Friends.
5. It is possible for the position of an Officer to be held by more than one person. Notwithstanding this situation, the size of the Committee of Management shall not exceed eleven (11) persons in total.

## **PART 3: ELECTION OF OFFICERS, COMMITTEE AND VACANCY**

1. Officers and Committee members shall be elected at an Annual General Meeting. They shall retire at the Annual General Meeting as such – in the first year, five office bearers or committee members shall retire, and the following year four office bearers or committee members. This process will continue on an alternate basis.
2. The Office of President may not be held by the same person for more than three years in succession, excepting in circumstances where no other nominations are received for that position.
3. Only financial members may nominate for the Committee.
4. Nominations of candidates for election as officers of the Friends or as ordinary members of the Committee,
  - a) shall be made in writing, signed by two members of the Friends and accompanied by the written consent of the candidate (may be endorsed on the nomination form): and
  - b) shall be delivered to the Secretary of the Friends not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
5. If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the Annual General Meeting .
6. If the number of the nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
7. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held. The ballot for the election of officers and ordinary members of the Committee shall be conducted in such usual and proper manner as the Committee may direct.
8. In the event of a casual vacancy in any office, the Committee may appoint one of its members to that vacant office and member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
9. If during any year any position on the Committee, other than those occupied by the Office mentioned in the preceding rule, shall become vacant, it may be filled by a Member selected by the Committee.
10. An office of either an Officer or an ordinary member of the Committee shall become vacant if the Officer or member
  - a) ceases to be a member of the Friends.
  - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.
  - c) resigns the office by notice in writing given to the Secretary.
11. Due to the potential for a conflict of interest, employees of the Friends must not be members of the Committee during their tenure of employment or for a period of 2 years thereafter.

**PART 4: DUTIES****4.1 PRESIDENT**

- a) The President shall preside at the meetings of the Friends and Committee.
- b) If absent, the Vice-President shall be the chairperson for that meeting. In the absence of the President and the Vice-President a temporary chairperson shall be elected by the meeting for that meeting only.
- c) The President, or in his absence, the chairperson shall have complete control of the proceedings of the meeting, and shall decide in all matters not provided for by these Rules. The President's decision shall be final unless it be over-ruled or modified by the Members.

**4.2 SECRETARY**

- a) Keep the minutes of the Friends Committee, and other meetings called including the Annual General Meeting.
- b) Forward the unconfirmed Committee minutes to Committee members prior to the following meeting.
- c) Keep the register of the members.
- d) Arrange the business of the meeting.
- e) Give such notice as is required of the meetings or resolutions.
- f) Notify the Registrar within the prescribed time period, of all matters required under the Act and regulations including lodgment of documents.

**4.3 TREASURER**

- a) Bank all monies received and make all payments authorised by the Friends.
- b) Keep accurate accounting books showing the financial affairs of the Friend with full details of all receipts and expenditure.
- c) Report at meetings the financial transactions for the previous month.
- d) The accounts and books referred to above shall be made available for inspection by members at a suitable time and place.
- e) Prepare the statement of Accounts for the annual Audit prior to presenting at the Annual General Meeting.

**PART 5: MEETINGS****5.1 OVERVIEW**

- a) There will be four kinds of Meetings - Members, Annual General, Extraordinary General and Committee.
- b) Each member shall be entitled to appoint another member as a proxy by notice in writing given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed. This shall apply to all Annual General, Members and Extraordinary General Meetings.

**5.2 MEMBERS MEETINGS**

- a) The Committee may, whenever it thinks fit, convene a Members Meeting.
- b) The quorum shall be twelve (12) members.
- c) The Secretary shall, at least fourteen(14) days before the fixed date for holding the Members meeting send notices to each member at the address appearing in the members' register, by pre-paid post or by any available electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

**5.3 ANNUAL GENERAL MEETINGS**

- a) The Friends shall in each calendar year convene an Annual General Meeting to be held in September on a date and place determined by the Committee.
- b) The Quorum shall be twelve (12).

- c) If lack of quorum, the President shall call another Annual General Meeting, giving fourteen (14) days notice to all members and those people attending on that date shall constitute the meeting.
- d) The Secretary shall give not less than fourteen (14) days notice.
- e) The ordinary business of the Annual General Meeting shall be
  - i) to confirm the minutes of the last preceding Annual General Meeting.
  - ii) that the President and the Committee are to report on the activities during the preceding year.
  - iii) to elect members of the committee for the ensuing year.
  - iv) to receive and consider the statement submitted by the Friends in accordance with Section 102 of the Act.
  - v) to transact Special Business of which notice is given in accordance with these rules.
- f) The Annual General Meeting shall be in addition to any other Members' meeting that may be held in the same year.

#### **5.4 EXTRAORDINARY GENERAL MEETING**

- a) An Extraordinary General Meeting shall be called by the President on his own initiative or on receipt of a petition signed by twelve (12) members of the Friends, setting out the matter to be ventilated and containing a draft of any motion to be put.
- b) The Secretary shall give notice of the meeting for a day not more than twenty-eight (28) days from the receipt of the petition, and shall give each member at least fourteen (14) days notice in writing of the date, location and time of the meeting and of the matter/s to be discussed at that meeting. Quorum shall be twelve (12) members.
- c) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

#### **5.5 COMMITTEE MEETINGS**

- a) Meetings of the Committee shall be held at least five (5) times in each year on a date and an hour and a place selected by the Committee. If a committee member fails to attend three (3) consecutive meetings without notice, they will be disqualified from the Committee.
- b) Special Committee Meetings may be convened by the President or the Secretary as required. The Secretary, or if that office is vacant, the President, shall convene a meeting upon being requested in writing to do so by not less than five (5) Committee members, and upon the purpose for which such meeting is required being stated in writing. Such meeting shall be held within ten (10) days of the lodging of request with the Secretary or the President as the case may be.
- c) Any Committee member may, with the permission of the Chairperson of the meeting, bring before the Committee meeting any matter or question relating to the affairs of the Friends.
- d) At Committee meetings four (4) committee members shall form a quorum, of whom one must be an office-bearer.
- e) Members eligible to vote at any Members Meeting, Annual General Meeting, Extraordinary General Meeting or Committee Meeting shall have been financial members for a period of not less than three (3) calendar months prior to the holding of such meetings.
- f) At all meetings the Chairperson shall have the casting vote.

### **PART 6: SUBSCRIPTIONS**

1. Members shall pay an annual subscription, full or concession determined from time to time by the Committee and ratified by the members at the Annual General Meeting.
2. All members subscriptions shall be payable at the commencement of the financial year, July 1st. All new members who join after March 1st shall be financial for a period of up to fifteen (15) months until the end of the following financial year.

### **PART 7: AUDITS**

1. The Committee shall appoint an Auditor (s) as required, to audit the accounts of the Friends and the Balance Sheet and shall report thereon to the members at the Annual General Meeting.
2. The Auditor (s) need not necessarily be member (s) of the Friends, but shall not be a member (s) of the Committee.
3. The Auditor(s) to be a certified accountant.

#### **PART 8: FUNDS AND MANAGEMENT OF FUNDS**

1. Source: The income of the Friends shall be derived from Annual subscriptions and joining fee (if or as levied), donations, interest from investments, grants by governmental and local authorities, gifts, bequests and any other legitimate form of fundraising as may be approved by the Committee.
2. Management of Funds: All incoming monies shall be lodged in a Bank account in the name of "Friends of the Helmeted Honeyeater Incorporated" All cheques and negotiable documents shall be signed by any two(2) of the following officers, President, Vice-President, Secretary or Treasurer.
3. Any part or all or any income of the Friends may be applied to the purposes of the Friends, or to any compatible interest.
4. No money or property will be distributed to the Friends members apart from proper remuneration for administrative services.
5. The funds of the Friends may be invested in Trustee or other secure investments and in all such cases the names of at least three (3) members of the Committee shall appear on the necessary documents with at least two (2) to sign.

#### **PART 9: SEAL**

1. The common seal shall be kept in the custody of the Secretary.
2. The common seal shall not be fixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee.

#### **PART 10: CUSTODY OF RECORDS**

1. Except as otherwise provided in these Rules, the Secretary shall keep in custody or under control all books, documents and securities of the Friends, all of which shall be made available for inspection by Members, at a suitable time and place.

#### **PART 11: ALTERATION OF STATEMENT OF PURPOSES AND RULES**

1. The Statement of Purposes and Rules of the Friends may be altered by a Special Resolution as provided for in Section 50 of the Associations Incorporation Reform Act 2012.

#### **PART 12: DISCIPLINING MEMBERS**

1. Subject to these Rules, the Committee may by resolution
  - a) expel a member from the Friends.
  - b) suspend a Member from the Membership of the Friends for a specified period.
 If the Committee is of an opinion that the Member
  - a) has refused or neglected to comply with these Rules.
  - b) has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Friends.
2. A resolution of the Committee under Rule 12.1.
  - a) does not take effect unless the committee, at meeting held no earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under 12.3 confirms the resolution in accordance with this clause and

- b) where the Member exercises a right of appeal to the Friends under this clause does not take effect unless the Friends confirm the resolution in accordance with this clause.
3. Where the Committee passes a resolution under 12.1 the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing
    - a) setting out the resolution of the Committee and the grounds on which it is based:
    - b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service of the notice
    - c) stating the date, place and time of that meeting.
    - d) informing the member that he may do one or more 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
      - iii) not later than twenty four (24) hours before date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Friends Members Meeting against the resolution.
  4. At a meeting of the Committee held in accordance with clause 12.2 the Committee
    - a) shall give to the member an opportunity to be heard
    - b) shall give due consideration to any written statement submitted by the member
    - c) shall by resolution determine whether to confirm or to revoke the resolution.
  5. Where the Secretary receives a notice under 12.3 he shall notify the Committee and the Committee shall convene a Members Meeting of the Friends to be held within twenty-one (21) days after the date on which the Secretary received the notice.
  6. At a Members Meeting of the Friends convened under 12.5
    - a) no business other than the question of the appeal shall be transacted.
    - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution.
    - c) the member shall be given an opportunity to be heard.
    - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  7. If at a Members Meeting
    - a) two-thirds (2/3) of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed.
    - b) in any other case, the resolution is revoked.

### **PART 13: 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.
  - b) A member and the Association.
2. The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention 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 ten (10) days, hold a meeting in the presence of a mediator.
4. The mediator must be
  - a) A person chosen by the 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 a committee of the Association.
    - ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of the Friends can be a mediator.
6. The mediator cannot be a member who is 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.

- 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 to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
  10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law .

**PART 14: WINDING UP OR CANCELLATION**

1. In the event of the Friends being wound up voluntarily or otherwise (other than for the purpose of reconstruction or amalgamation), the property both real and personal of the Society shall, after payment of all debts and liabilities of the Friends and all costs, charges and expenses properly payable thereout, be applied towards the benefit of such other institution or association having objects similar to the purposes of the Friends, or to such charitable object or objects as the members of the Friends may, at or prior to the dissolution of the Friends determine, or failing such determination, as a Judge of the Supreme Court of the State of Victoria may decide.
2. The winding up will be held in accordance with the Act.

**PART 15: GENERAL**

The Purposes and Rules of the Friends shall be deemed sufficiently authenticated for any purposes upon production of a copy thereof signed by the President and the Secretary.

President signature .....

Secretary signature .....