

# **CERES Rules and Purposes**

**As adopted March 24 2009**

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## **PART 1 - NAME**

### **1. Name**

1.1 The name of the incorporated association is CERES INCORPORATED (Reg No A0007663M)

## **PART 2 – STATEMENT OF PURPOSES**

### **2. Purposes**

The purposes of the Association are:

- (a) To encourage active examination and assessment of the problems of the urban environment particularly those that relate to energy and resource usage, the social and economic impact of technological change and the nature of work and unemployment.
- (b) To foster wider public education and research on the aforesaid problems and carry out programs of research, education and training to this end.
- (c) To explore and assess strategies for development and change that could provide solutions to the aforesaid problems, with the intention of:
  - (i) providing equitable access to energy and resources;
  - (ii) increasing the availability of socially useful and meaningful work;
  - (iii) increasing community self-management and participation in decision making; and
  - (iv) establishing a more environmentally sound sustainable pattern of life.
- (d) To assess skill and knowledge gaps within current disciplines, professions, careers and jobs arising out of the exploration and assessment of the said strategies and to foster new training programs to meet perceived future needs.
- (e) To foster community involvement in all of the aforesaid objects with the intent of encouraging a more integrated and responsible community.

Solely for the purpose of furthering the purposes set out above:

- (i) To issue such certificates of competence as shall from time to time be deemed appropriate, provided that every certificate, on the face of it, shall show that it is merely a certificate granted on an examination or upon other qualifications and that it does not take effect under any statutory or public power.
- (ii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to the Association, PROVIDED THAT the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Association's rules.
- (iii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.
- (iv) To purchase, take on lease or in exchange, hire or otherwise acquire privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the purposes of the Association, PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law, having regard to such trusts.

- (v) To enter into arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Association's objects or any of them and to obtain from any such government or authority any rights, privileges or concessions which the Association may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Association.
- (vii) To establish and support or aid in the establishment and support of the Association, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of such persons; to grant pensions and allowances; to make payment towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (viii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (ix) To invest and deal with the money of the Association not immediately required, in such manner as may be admitted by law for the investment of trust funds.
- (x) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred, or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such security.
- (xi) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, offer to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (xii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (xiii) To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association.
- (xiv) To purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, real or personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the purposes of the Association.
- (xv) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

- (xvi) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes.
- (xvii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements, or any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (xviii) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (ix) To make donations to organisations having objects similar to the Association PROVIDED THAT the organisation prohibits the distribution of its income to an extent at least as great as is imposed on the Association, or for charitable purposes.
- (xx) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

## **PART 3 - RULES**

### **3 Interpretation**

3.1 In these rules, unless the contrary intention appears:

- (a) “the Act” means the *Associations Incorporation Act 1981 (Vic)*;
- (b) “the Association” means the association named in clause 1;
- (c) “business day” means a day that is not a Saturday, Sunday or public holiday at the address of the principal office of the Association;
- (d) the “CERES Master Plan” is the site master plan as agreed by the CERES Board
- (e) the “Charter for CERES Board” is the document agreed by the CERES Board
- (e) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (f) “entity” includes body, trust and fund;
- (g) “the Registrar” means the Registrar of Incorporated Associations under the Act;
- (h) “regulations” means regulations of the Association made under clause 37, and “regulation” has a corresponding meaning;
- (i) “relevant documents” means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Association.
- (j) a “site group” is a membership category for groups
- (k) “special resolution” means a resolution where:
  - (i) at least 21 days notice of the proposed resolution has been given to all members entitled to vote;
  - (ii) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
  - (iii) at least three-quarters of the members who are entitled to vote at the meeting vote in favour.
- (l) the “strategic site plan” is the document agreed by the CERES Board
- (m) a “site group agreement” is a document as agreed by the CERES Board
- (n) “sub-committee” means any of the committees set out in Part 6.

3.2 For the purposes of the Act:

- (a) Part 2 of these rules is the statement of purposes of the Association; and
- (b) all the provisions of these rules (including those in Part 2) are its rules.

3.3 The headings form part of these rules.

3.4 These rules are to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if these rules were an act of the State of Victoria, unless the contrary intention appears.

3.5 The CERES Board is responsible for the interpretation of these rules and the regulations.

3.6 These rules are intended to include all matters in relation to which the model rules prescribed under the Act make provision, with the intention that none of the model rules apply to the Association.

#### **4. Legal Capacity and Powers**

4.1 The Association has:

- (a) the legal capacity and powers of an incorporated body, and
- (b) all the powers of an individual.

4.2 The Association may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit, for its purposes.

#### **5. Not For Profit**

5.1 The Association must not distribute any of its profit, income or assets directly or indirectly to its members.

5.2 Clause 5.1 does not prevent the Association from:

- (a) reimbursing its members for expenses properly incurred by them, or
- (b) paying its members for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member.

5.3 Clause 40 further restricts payments to CERES Board members.

### **PART 4 – MEMBERSHIP**

#### **6. Eligibility**

6.1 Any individual, household, organisation or site group is eligible for membership of the Association.

#### **7. Categories**

The Association has the following categories of membership:

- (a) individual membership,
- (b) household membership,
- (c) life membership,
- (d) organisation membership
- (e) site group
- (f) any other categories of membership determined by the CERES Board by regulation (which may include non-voting members).

#### **8. Individual Membership**

8.1 An individual who wishes to apply for membership of the Association must:

- (a) submit a completed application form in accordance with clause 13; and
- (b) pay the subscription fee.

#### **9. Household Membership**

9.1 In this clause “household” refers to all people who permanently reside at the same address.

9.2 A member of a household who wishes to apply for membership of the Association on behalf of the household must:

- (a) submit a completed application form in accordance with clause 13; and
- (b) pay the subscription fee.

#### **10. Life Membership**

10.1 An individual who wishes to apply for life membership of the Association must:

- (a) submit a completed application form in accordance with clause 13; and
- (b) satisfy one of the following conditions;
  - i. pay an amount equal to 15 times the yearly individual subscription fee, or
  - ii. be granted life membership by resolution of the CERES Board as an individual who has

made an outstanding contribution to the Association.

10.2 Life members have the same rights and obligations as other members of the Association.

### **11. Organisation Membership**

11.1 An organisation that wishes to apply for membership of the Association must:

- (a) submit a completed application form in accordance with clause 13; ;
- (b) provide the Association with the name, address and contact details of their membership nominee; and
- (c) pay an amount equal to 5 times the yearly individual subscription fee.

11.2 The organisation's membership nominee has the same rights and obligations as other members of the Association.

11.3 Organisation members have the right to state publicly that they are "members of CERES".

### **12. Site Group Membership**

12.1 A group that wishes to apply for membership of the Association must:

- (a) submit a completed application form in accordance with clause 13 ;
- (b) provide the Association with the name, address and contact details of their membership nominee; and
- (c) hold a current site group agreement with CERES

12.2 The organisation's membership nominee has the same rights and obligations as other members of the Association.

12.3 Organisation members have the right to state publicly that they are "members of CERES"

### **13. Application for Membership**

13.1 An application of a person for membership of the Association must:

- (a) be made in writing in the form set out in schedule 1; and
- (b) be lodged with the Secretary of the Association.

13.2 As soon as practicable after the receipt of an application, the Secretary or their nominee shall refer the application to the CERES Board.

13.3 If the CERES Board approves an application for membership, the Secretary or their nominee must, as soon as practicable:

- (a) notify the applicant in writing of the approval of membership; and
- (b) request payment within 28 days after the receipt of notification of approval, of the subscription fee applicable to that applicant.

13.4 If the CERES Board rejects an application, it must, as soon as practicable, notify the applicant in writing that the application has been rejected.

### **14. Register of Members**

14.1 The Team Leaders, acting as a group, must ensure that the Association keeps a register containing the following details for each member:

- (a) name;
- (b) address last given by the member;
- (c) date of birth;
- (d) category of membership;
- (e) date of becoming a member;
- (f) date the subscription was last paid; and
- (g) in the case of former members – date of ceasing to be a member.

14.2 The Team Leaders must ensure that:

- (a) the details for each new member, and
- (b) all changes in the details of existing members, are promptly entered in the register of members.

14.3 The register shall be available for inspection by members at the address of the Association.

14.4 The applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register.

### **15. Membership Fees**

15.1 The membership fee must be reviewed at each annual general meeting.

15.2 The amount of the membership fee and the date for payment may vary according to criteria prescribed in the regulations set by the CERES Board.

15.3 The voting and other entitlements of members who have not paid the membership fee by the date for payment are suspended until the membership fee is paid.

15.4 Except for the the annual membership fee, there are no other amounts to be paid in respect of membership of the Association.

## **16. Rights, Obligations and Liability**

16.1 All members are entitled to vote at meetings of the members, subject to clause 15.3

16.2 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 18.

16.3 Members must at all times comply with these rules and the regulations.

16.4 Under section 14A of the Act these rules are an enforceable contract between the Association and each member.

16.5 Under section 15 of the Act members (including CERES Board members) are not liable to contribute to the debts and liabilities of the Association by reason only of their membership.

## **17. Discipline**

17.1 Subject to clause 19, the CERES Board may, by resolution, reprimand, suspend or expel a member for:

- (a) failing to comply with these rules or the regulations; or
- (b) engaging in conduct prejudicial to the Association.

17.2 The CERES Board must not pass a resolution under clause 17.1 unless the member has been:

- (a) informed of the allegation made against them; and
- (b) invited to be heard by the CERES Board.

17.3 The Association may not fine members.

## **18. Resignation**

18.1 Members may resign by giving written notice to the Association.

18.2 Members whose membership fees are more than 3 months in arrears are taken to have resigned.

## **19. Cessation**

19.1 Members cease to be members on resignation, expulsion or ceasing to have legal capacity.

19.2 If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

## **20. Grievance Procedure**

20.1 The grievance procedure in this clause applies to any dispute under the rules between:

- (a) a member and another member, and
- (b) a member and the CERES Board or the Association.

20.2 Within [14] days of one party notifying the other of a dispute, the parties must meet to discuss and act in good faith to attempt to resolve the dispute themselves.

20.3 If the parties are unable to resolve a dispute, they must meet again and submit the dispute to a mediator appointed by the CERES Board. .

20.4 The mediator:

- (a) must not have a personal interest in the dispute;
- (b) must not be biased in favour of or against any party;
- (c) may be a member or former member of the Association; and
- (d) if possible, must be appointed with the agreement of all parties.

20.5 The mediator 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; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

20.6 The mediator may during, and must at the end of the hearing, attempt to resolve the dispute by agreement between the parties.

20.7 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under these rules, of the parties and any other members.

20.8 A determination of a mediator under clause 20.7 is binding on the parties and all members.

20.9 Under section 14B(2) of the Act a party may appoint another person to act on his or her behalf for the purposes of the grievance procedure.

## **PART 5 – GENERAL MEETINGS**

### **21. Annual General Meeting**

21.1 The CERES Board must convene an annual general meeting each year, to be held within five months of the end of the Association's financial year.

21.2 The ordinary business of the annual general meeting is:

- (a) to confirm the minutes of:
  - i. the last annual general meeting, and
  - ii. any special general meetings since the last annual general meeting;
- (b) to consider the annual report of the CERES Board on the activities of the Association during its last financial year;
- (c) to review the membership fee;
- (d) to consider the Association's financial statements in accordance with 30(3) of the Act, containing particulars of:
  - i. the income and expenditure of the Association during its last financial year,
  - ii. the assets and liabilities of the Association at the end of its last financial year,
  - iii. the mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year,
  - iv. the same particulars in respect of each trust of which the Association was trustee during any part of its last financial year, and
  - v. any trust, held on behalf of the Association by a person or body other than the Association, in which funds or assets of the Association are placed;
- (e) to consider the audited accounts that accompany the statement;
- (f) to elect the CERES Board; and
- (g) any other business submitted in accordance with clause 22.2.

21.3 The annual general meeting may only consider other business of which notice has been given in accordance with clause 22.2.

21.4 Under section 30(4) of the Act the Public Officer must give the Registrar a statement of the annual general meeting within 1 month after the annual general meeting (including a copy of the audited accounts and the auditor's report).

### **22. Special General Meetings**

22.1 The CERES Board may convene a special general meeting.

22.2 10 or more members entitled to vote may, by notice (or notices) signed by those members, convene a special general meeting.

22.3 Special general meetings may only consider business of which notice has been given in accordance with clause 22.2.

### **23. Notice**

23.1 At least 21 days' notice in writing of general meetings must be given to each member entitled to vote.

23.2 The notice must state:

- (a) the date, time and place (or places) of the meeting;
- (b) if the meeting is to be held at more than 1 place – the technology that will be used;
- (c) the general nature of each item of business to be considered; and
- (d) if a special resolution is proposed:
  - i. the proposed resolution; and
  - ii. that it is intended that the resolution be proposed as a special resolution.

23.3 Despite clause 23.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

### **24. Use of Technology**

General meetings may be held at more than 1 place, provided that the technology used enables each member present

at all places at which the meeting is held, to hear and communicate with every other member with sufficient clarity.

### **25. Quorum**

25.1 No business may be conducted at a general meeting, unless a quorum of members entitled to vote is present at the time the meeting is considering that item.

25.2 The quorum for the conduct of the business of a general meeting is the presence in person of at least 12 members entitled to vote.

25.3 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.

25.4 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 present (being not less than [3]) shall be a quorum.

### **26. Chairing**

26.1 The Chairperson is entitled to chair general meetings.

26.2 If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.

26.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the members present must elect another member to chair.

26.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

### **27. Participation**

27.1 All members may attend general meetings.

27.2 Only members entitled to vote may speak at general meetings.

### **28. Voting**

28.1 Each member/membership nominee from category (a), (b), (c), (d) & (e) present at a general meeting who is entitled to vote shall have 1 vote.

28.2 Members whose membership rights have been suspended under clause 15.3 are not entitled to vote.

28.3 Members may vote in person only and not by proxy.

28.4 Unless a poll is demanded:

- (a) voting is conducted by a show of hands; and
- (b) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

28.5 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.

28.6 The poll must be taken as directed by the chair of the meeting.

28.7 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

### **29. Decisions at General Meetings**

29.1 Except in the case of a special resolution, decisions of members at general meetings are made by a simple majority .

29.2 A special resolution is passed at a meeting when not less than three quarters of the members entitled to vote on the resolution vote in favour of the resolution.

## **PART 6 – THE CERES BOARD**

### **30. Membership**

30.1 The CERES Board has a minimum of 11 members.

The CERES Board comprises the following

- (a) Chairperson;
- (b) Secretary;
- (c) Deputy chairperson and public officer;

- (d) Treasurer;
  - (e) 3 general members;
  - (f) 1 member who is a Councillor appointed by the City of Moreland;
  - (g) the Team Leaders; and
  - (h) a staff representative.
  - (i) A nominee of the site groups, elected by and from site group membership nominees
- 30.2 CERES Board members (a, b, c, d, & e) are elected by and from the members for a 1 year term of office (but may be re-elected).
- 30.3 The staff representative is elected by and from the staff of the Association at the time of the annual general meeting for a one year term of office.
- 30.4 No one person can hold two positions on the CERES board simultaneously

### **31. Office-Bearers**

- 31.1 The office-bearers of the Association are:
- (a) the Chairperson;
  - (b) the Deputy Chairperson and Public Officer.;
  - (c) the Secretary; and
  - (d) the Treasurer;
- 31.2 The Office Bearers are directly elected by and from the membership at the annual general meeting.
- 31.3 Office-bearers are eligible for re-election.
- 31.4 Office-bearers may resign as office-bearers by written notice to a Team Leader.
- 31.5 Office-bearers who cease to be CERES Board members cease to be Office-Bearers.
- 31.6 The CERES Board must, as soon as practicable, fill casual vacancies in Office-Bearer positions

### **32. Elections**

- 32.1 CERES Board members must be elected each year for a 1 year term to commence from the end of the annual general meeting at which they are elected.
- 32.2 In addition, if:
- (a) there has been a vacancy in a CERES Board member position since the last election (“a casual vacancy”); and
  - (b) the remainder of the term of office of that position is for 3 or more months,
- an election must be held to fill the casual vacancy

### **33. Returning Officer**

- 33.1 The CERES Board must appoint a returning officer from amongst the Team Leaders at least 12 weeks before the annual general meeting.
- 33.2 The returning officer:
- (a) must not be a CERES Board member referred to in clauses 30.1 a, b, c, d, e, f, h or i;
  - (b) is responsible for the conduct of the elections; and
  - (c) may decide all matters not provided for in these rules or the regulations.

### **34. Nominations**

- 34.1 The returning officer must call for nominations by notice to all members entitled to vote at least 4 weeks before the annual general meeting.
- 34.2 Nominations must:
- (a) be in writing;
  - (b) contain an undertaking that, if elected, the candidate will comply with the Charter for CERES Board members;
  - (c) be signed by the candidate, consenting to the nomination; and
  - (d) be signed by 2 other members entitled to vote, nominating the candidate.
- 34.3 The CERES Board may, by regulation, prescribe a nomination form, but failure to use the prescribed form does not invalidate a nomination if it complies with clause 34.2.
- 34.4 The original nominations must be received by the returning officer by no later than 5.00 pm 7 days before the annual general meeting.
- 34.5 The CERES Board may, by regulation, provide for candidate statements and photographs to be submitted with nominations and their publication.

34.6 If the number of valid nominations received for an election is the same as the number of positions to be elected, the returning officer must declare those candidates elected.

34.7 If the number of valid nominations received for an election is fewer than the number of positions to be elected, the returning officer must declare those candidates elected and further nominations shall be sought at the annual general meeting.

34.8 If more nominations are received for an election than there are positions to be elected, the returning officer must conduct a ballot.

### **35. Ballot**

35.1 If more nominations are received for an election than there are positions to be elected, the returning officer must conduct ballot.

35.1 The ballot must be a secret ballot.

35.2 The returning officer must give notice of the ballot to all members eligible to vote before the ballot opens.

35.3 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the CERES Board members by regulation.

35.4 Only members entitled to vote at the close of nominations are eligible to vote in the ballot.

35.5 The candidate with the highest number of votes cast will be elected.

35.6 Members may vote for as many candidates as there are positions to be elected.

35.7 The ballot will be conducted at the annual general meeting.

35.8 The ballot must remain open for 2 hours.

35.9 If 2 or more candidates receive the same number of votes and 1, or some, but not all of those candidates must be elected, the returning officer must decide by lot which candidate is to be elected.

### **36. Responsibilities and Powers**

36.1 The CERES Board is responsible for both the governance and management of the Association.

36.2 The CERES Board may, by regulation, delegate the management of the Association to the Team Leaders.

36.3 The CERES Board may exercise all powers of the Association on its behalf.

36.4 The CERES Board may delegate its powers as it thinks appropriate.

36.5 No delegation by the CERES Board under this clause limits the duties and liability of each member of the CERES Board.

### **37 Regulations**

37.1 The CERES Board may, by resolution passed with at least [9] votes in favour, make regulations to give effect to these rules.

37.2 Members must at all times comply with the regulations as if they formed part of these rules.

### **38. Public Statements**

38.1 The Chairperson is able to make public statements on behalf of the Association

38.2 The CERES Board may, by regulation or resolution, authorise a Team Leader or another person to make public statements on behalf of the Association.

38.3 No person may make any public statement on behalf of the Association unless authorised by the CERES Board.

### **39. Duties**

39.1 Under section 29A of the Act members and former CERES Board members must not, knowingly or recklessly, make improper use of:

- (a) their position, or
- (b) information acquired by virtue of their position,

so as to:

- (c) gain, directly or indirectly, any financial benefit or material advantage for his or herself or any other person; or
- (d) to cause detriment to the Association.

39.2 CERES Board members also owe the following duties to the Association :

- (a) to act honestly and in good faith; and
- (b) to exercise reasonable care and diligence;

when carrying out their duties, or acting in their capacity as CERES Board members.

39.3 CERES Board members must comply with the Charter for CERES Board members

39.4 CERES Board members must, as a minimum, be a member of one sub-committee.

#### **40. Payments to CERES Board Members**

40.1 The Association must reimburse CERES Board members for all expenses properly incurred by them:

- (a) in their capacity as CERES Board members, or
- (b) otherwise on behalf of the Association.

40.2 The Association must not make any other payments to:

- (a) CERES Board members referred to in 30.1 (a, b, c, d, e, f and i), or
- (b) any entity directly or indirectly controlled by a CERES Board member.

#### **41. Indemnity**

The Association must indemnify CERES Board members, out of the assets of the Association, against any liability incurred by them as CERES Board members (other than to the Association), unless the liability arises as a result of conduct not carried out in good faith.

### **PART 7 – COMMITTEES**

#### **42. Finance Committee**

42.1 The CERES Board must, at the annual general meeting each year, appoint a Finance Committee comprising of a Team Leader, the Treasurer and other CERES Board members.

42.2 The Committee shall:

- (a) receive financial reports from Team Leaders and staff;
- (b) periodically review the Association's progress against budget targets;
- (c) provide commercial support and guidance to the Team Leaders; and
- (d) make recommendations to the CERES Board concerning the financial matters of the Association.

#### **43. Governance and Policy Committee**

43.1 The CERES Board must, at the annual general meeting each year, appoint a Governance and Policy Committee, comprising of a Team Leader, the Chairperson, Deputy Chairperson, the Public Officer and other CERES Board members.

43.2 The Governance and Policy Committee shall:

- (a) receive reports Team Leaders and
- (b) make recommendations to the CERES Board on the following issues:
  - i. governance issues;
  - ii. Initiating annual general meetings and special meetings ;
  - iii. staffing issues;
  - iv. General operational policies;
  - v. Stakeholder relations;
  - vi. these Rules and Purposes; and
  - vii. Issues referred to it by the CERES Board.

#### **44. Communications Committee**

44.1 The CERES Board must, at the annual general meeting each year, appoint a Communications Committee comprising of a Team Leader and other CERES Board members.

44.2 The Communications Committee shall offer the following assistance to the CERES Board :

- (a) provide strategic direction and practical assistance to the Association to lift the profile of the Association and its activities within the local community and greater Melbourne; and
- (b) make recommendations regarding strategies to increase visitation, custom and membership of the Association.

#### **45. Land Use Committee**

45.1 The CERES Board must, at the annual general meeting each year, appoint a Land Use Committee comprising of a Team Leader and other CERES Board members.

45.2 The Land Use Committee shall offer the following assistance to the CERES Board:

- (a) plan at a strategic level the direction and priorities for site maintenance and development;
- (b) make recommendations regarding site development proposals;
- (c) receive reports on compliance with the CERES Master Plan and
- (d) track the implementation of the site strategic plan

#### **46. Other Committees**

- 46.1 The CERES Board may, by regulation or resolution, establish other standing or ad hoc committees with such membership and terms of reference as it thinks appropriate.
- 46.2 CERES Board appointed committees may include members who are not CERES Board members or members of the Association.
- 46.3 The quorum for any of the committee meetings referred to in clauses 42 to 46 will be the presence of at least 1 member holding a position described in clause 30.1 a, b, c, d, e, f, g or j.

### **PART 8 – CERES BOARD MEETINGS**

#### **47. Convening**

- 47.1 A majority of Team Leaders, Chairperson, or 3 CERES Board members may convene a CERES Board meeting.
- 47.2 CERES Board meetings must be held at least 6 times each year.
- 47.3 At its first meeting after the annual general meeting each year the CERES Board must, by resolution, set the dates, times and places of ordinary CERES Board meetings until the next annual general meeting.
- 47.4 The CERES Board may, by resolution, subsequently change the dates, times and places of CERES Board meetings.

#### **48. Notice**

- 48.1 Each CERES Board member must be given at least 7 days' notice in writing of CERES Board meetings, subject to clause 48.4.
- 48.2 Notice may be given of more than 1 CERES Board meeting at the same time.
- 48.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 48.4 In cases of urgency a meeting may be held without the notice required by clause 48.1, provided that:
- (a) as much notice as practicable is given to each CERES Board member by the quickest practicable means; and
  - (b) no resolution is passed unless at least 9 members vote in favour of that resolution.

#### **49. Use of Technology**

- 49.1 CERES Board meetings may be held at more than 1 place, provided that the technology used enables each CERES Board member present at all places the meeting is held to clearly and simultaneously communicate with every other CERES Board member.
- 49.2 Without limiting clauses 48.4(a) and 49.1, CERES Board meetings may be convened and held by telephone.

#### **50. Quorum**

- 50.1 The quorum for CERES Board meetings is the presence in person of at least 6 members who hold positions described in clause 30.1 a, b, c, d, e, f, h and j.

#### **51. Chairing**

- 51.1 The Chairperson is entitled to chair CERES Board meetings.
- 51.2 If the Chairperson is not present, or does not wish to chair a CERES Board , the Deputy Chairperson is entitled to chair that CERES Board meeting.
- 51.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the CERES Board meeting, the members present must elect another CERES Board member to chair the meeting.
- 51.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

#### **52. Voting**

- 52.1 Each CERES Board member present at a CERES Board meeting has 1 vote.
- 52.2 CERES Board members may only vote in person, and not by proxy.

52.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

### **53. Disclosure of Interest**

53.1 Under sections 29B and 29C of the Act, CERES Board members who have any direct or indirect financial interest in a contract or proposed contract with the Association must:

(a) disclose the nature and extent of their interest:

(i) to the CERES Board as soon as they become aware of the interest; and

(ii) in a statement submitted to the next annual general meeting under section 30(3) of the Act and clause 20.2(f); and

(b) not take part in any decision of the CERES Board with respect to that contract, but may take part in any deliberations with respect to that contract.

53.2 Clause 53.1 does not apply to financial interests that:

(a) exist only because the CERES Board member is a member of a class of persons for whose benefit the Association is established; or

(b) the CERES Board member has in common with all or a substantial proportion of the members of the Association.

### **54. Resolutions without Meeting**

54.1 A resolution agreed to in writing by all CERES Board members has the same effect as a resolution passed at a CERES Board meeting.

54.2 In clause 54.1 “all CERES Board members” does not include those who have leave of absence from the CERES Board.

## **PART 9 – FINANCIAL AND LEGAL**

### **55. Team Leaders**

55.1 The CERES Board must appoint Team Leaders of the Association.

55.2 The Team Leaders are responsible to the CERES Board for the management of the Association.

55.3 The terms, conditions and duties of the Team Leaders will be decided by the CERES Board.

### **56. Sources of Funds**

The funds of the Association may be derived from subscriptions, events, sales, grants, donations, interest and any other sources approved by the CERES Board.

### **57. Financial Year**

The financial year of the Association is from 1 July to 30 June.

### **58. Management of Funds**

58.1 The CERES Board is responsible for the management of the funds of the Association.

58.2 Under section 30A of the Act, the Association must maintain adequate and accurate accounting records of its financial transactions.

58.3 The CERES Board must make regulations providing for the financial management of the Association.

### **59. Payments**

61.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by [two CERES Board members [one of whom must be the Treasurer]]

### **60. Audit**

The CERES Board must arrange for the accounts for the last financial year to be audited in accordance with section 30B of the Act before being submitted to the annual general meeting in accordance with clause 18.2(d).

### **61. Records**

61.1 The CERES Board must provide for the safe keeping of the relevant documents of the Association.

61.2 Members may inspect the relevant documents of the Association at any reasonable time, subject to clause 61.3

61.3 Members may not inspect the records of the Association that contain confidential personal, employment,

commercial and legal matters.

61.4 Copies of these rules and the regulations must be freely available to members and applicants for membership.

## **62. Minutes**

The Secretary must ensure that minutes are taken and kept of all general meetings and CERES Board meetings.

## **63. Common Seal**

63.1 Under section 14(2) of the Act, the Association may have a common seal.

63.2 Clauses 63.3–63.7 only apply if the Association has a common seal.

63.3 Under section 12A(1)(a) of the Act, the name of the Association must appear in legible characters on the common seal.

63.4 A document may only be sealed with the common seal if authorised by resolution of the CERES Board .

63.5 The use of the common seal must be witnessed by the signatures of at least 2 CERES Board members nominated by the CERES Board by regulation or resolution.

63.6 The CERES Board may nominate a list of individuals or positions to be signatories for the purpose of clause 63.5.

63.7 The CERES Board must provide for the safe keeping of the common seal.

## **64. Registered Address**

64.1 The registered address of the Association for the service of documents is the address of the principal office of the Association, unless the CERES Board, by regulation, nominates a different address.

64.2 Under section 13A(2) of the Act the Association must notify the Registrar within 14 days of any change of registered address.

## **65. Amendment of Rules**

65.1 Under section 22(1) of the Act these rules may only be amended by special resolution.

65.2 Under section 22(2) of the Act an amendment to these rules does not take effect until it has been approved by the Registrar.

65.3 Under section 22(4) of the Act the Public Officer must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed.

## **66. Winding Up**

66.1 The Association may be wound up voluntarily by special resolution in accordance with section 33 of the Act.

66.2 If the Association is:

- (a) wound up:
  - (i) voluntarily, or
  - (ii) by a court; or
- (b) its incorporation is cancelled,

the remaining assets of the Association must not be distributed to any member.

66.3 Subject to sections 33A–33E of the Act, the remaining assets must be given to an entity that:

- (a) has a similar purpose to the Association;
- (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the Association; and
- (c) is also exempt from income tax.

## **67. Notices**

67.1 Members must give the Association their address for the purposes of notification in writing, and advise the Association of any change in that address.

67.2 The address for notices may include a fax number and an email address.

67.4 Notice may be given to a member by sending it to the address last given by the member.

67.5 In the case of household and organisation memberships, notice may be given to all members of the household or organisation by sending 1 notice to the address of the household or organisation last given on its behalf.

67.6 In these rules, a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

67.7 Notices sent by prepaid post are taken to have been given on the second day after posting, that is not a Saturday, Sunday or public holiday at that address.

67.8 Notices sent by fax or email are taken to have been given on the first day after sending, that is not a Saturday, Sunday or public holiday at that address.

67.9 In this clause “member” includes a CERES Board member.

#### **68. Transition provisions**

68.1 Part 1, 2, 3, 4, 6, 8, Clauses 33, 34, 35, 36, 37, 38, 39, 40, 41, 47, 48, 49, 52, 53 and 54 shall become effective when Section 22 (2) of the act is satisfied.

68.2 The entire rules and purposes shall be effective at the 2009 AGM