

MARINE CARE - RICKETTS POINT Inc.

RULES OF INCORPORATION

1. *Name*

The name of the incorporated association is **Marine Care - Ricketts Point Incorporated**.

2. *Definitions*

(1) In these Rules, unless the contrary intention appears-

"**Act**" means the **Associations Incorporation Act 1981**;

"**Committee**" means the committee of management of MCRP;

"**financial year**" means the year ending on 31 December;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" means a member of the MCRP;

"**ordinary member of the Committee**" means a member of the Committee who is not an officer of the MCRP under Rule 21;

"MCRP" means **Marine Care - Ricketts Point Incorporated**.

"**Regulations**" means regulations under the Act;

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

(2) MCRP will appoint a person to perform the duties of Public Officer under the Act.

3. *Alteration of the rules*

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

4. *Membership, entry fees and subscription*

(1) A person or family who applies and is approved for membership as provided in these Rules is eligible to be a member of MCRP on payment of the annual subscription payable under these Rules.

(2) An application for membership of MCRP must-

(a) be made in writing in the form determined by the Committee from time to time;

(b) be accompanied by the appropriate membership fee; and

(b) be lodged with the Treasurer or other officer specified on the application form.

(3) As soon as practicable after the receipt of an application, the Treasurer or other officer must refer the application to the Committee.

(4) The Committee must determine whether to approve or reject the application.

(5) If the Committee approves an application for membership, the Membership Officer must, as soon as practicable notify the applicant in writing of the approval for membership and enter the applicant's name in the register of members.

(6) An 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 of members.

(7) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(8) A right, privilege, or obligation of a person by reason of membership of MCRP-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(9) Membership fees will be determined by the Committee and are payable in advance on or before 31 January in each year. A person or family who pays a membership fee on or after 1 October in any year will be treated as also having paid the membership fee for the following year.

(10) Any change to the 2008 membership fees (Member \$20 Family \$24) must be ratified at the Annual General Meeting or a Special General Meeting.

(11) MCRP may, on the recommendation of the Committee, confer Life Membership on a person who the Committee considers has made an exceptional contribution to MCRP or the Ricketts Point Marine Sanctuary.

(12) MCRP may, on the recommendation of the Committee, confer Life Membership or Honorary Membership on a person who the Committee considers has made an exceptional contribution to marine conservation.

(13) A Life Member or an Honorary Member may hold office or vote on any matter.

5. *Register of members*

(1) The Membership Officer must keep and maintain an up to date register of members containing-

- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6. *Ceasing membership*

- (1) A member of MCRP may resign from MCRP by giving notice in writing to the Membership Officer.
- (2) A member of MCRP, who fails to pay the membership fee for the relevant year, ceases to be a member of MCRP on 1 April of that year.
- (3) The Membership Officer must record in the register of members the date on which the member ceased to be a member.

7. *Discipline, suspension and expulsion of members*

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of MCRP, the Committee may by resolution--
- (a) suspend that member from membership of MCRP for a specified period; or
 - (b) expel that member from MCRP.
- (2) A resolution of the Committee under sub-rule (1) does not take effect unless--
- (a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to MCRP under this rule, MCRP confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to MCRP in general meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to MCRP in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a general meeting of MCRP to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of MCRP convened under sub-rule (7)--
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and MCRP.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement-

(i) in the case of a dispute between a member and another member, a person appointed by the Committee of MCRP; or

(ii) in the case of a dispute between a member and MCRP, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of MCRP can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must--

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

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

(9) The mediator must not determine the dispute.

(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 or otherwise at law.

9. Annual general meetings

(1) The Committee may determine the date, time and place of the annual general meeting of MCRP.

(2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

(3) The ordinary business of the annual general meeting shall be-

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Committee reports upon the transactions of MCRP during the last preceding financial year; and
- (c) to elect officers of MCRP and the ordinary members of the Committee; and
- (d) to receive and consider the statement submitted by MCRP in accordance with section 30(3) of the Act.

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

10. *Special general meetings*

(1) In addition to the annual general meeting, any other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are special general meetings.

(3) The Committee may, whenever it thinks fit, convene a special general meeting of MCRP.

(4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

(5) The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of MCRP.

(6) The request for a special general meeting must--

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

(7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by MCRP to the persons incurring the expenses.

11. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. *Notice of general meetings*

(1) The Secretary must, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of MCRP, cause to be sent to each member of MCRP, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

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

13. *Quorum at general meetings*

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

(i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and

(ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

(1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of MCRP.

(2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12. (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

(1) Upon any question arising at a general meeting of MCRP, each member has one vote and each family membership has one vote.

(2) All votes must be given personally.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

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

17. Poll at general meetings

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other

question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

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

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

19. Committee of Management

(1) The affairs of MCRP shall be managed by the Committee of Management.

(2) The Committee--

- (a) shall control and manage the business and affairs of MCRP; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by MCRP other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of MCRP; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of MCRP.

(3) Subject to section 23 of the Act, the Committee shall consist of--

- (a) the officers of MCRP; and
- (b) five ordinary members--
each of whom shall be elected at the annual general meeting of MCRP in each year.

(4) The Committee may co-opt other members to the Committee.

20. Office holders

(1) The officers of MCRP shall be--

- (a) President;
- (b) Vice-President;
- (c) Immediate Past President;
- (d) Treasurer;

- (e) Secretary; and
- (f) Membership Officer.

(2) The provisions of rule 22, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3) Each officer of MCRP shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

21. Ordinary members of the Committee

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

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of MCRP to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. Election of officers and ordinary Committee members

(1) Nominations of candidates for election as officers of MCRP or as ordinary members of the Committee must --

- (a) be made in writing; and
- (b) confirm the written consent of the candidate; and
- (b) sent to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations for the remaining vacancies may be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(5) The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

23. Vacancies

The office of an officer of MCRP, or of an ordinary member of the Committee, becomes vacant if the officer or member--

- (a) ceases to be a member of MCRP; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by written notice to the Secretary
- (d) fails to attend three consecutive meetings of the Committee, without prior written notice to the Secretary.

24. Meetings of the Committee

(1) The Committee must meet at least 3 times each year at place and times as the Committee may determine.

(2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

25. Notice of Committee meetings

(1) The Secretary must give written notice of each Committee meeting to each member of the Committee at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for Committee meetings

(1) Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present--

- (i) in the case of a special meeting--the meeting lapses;
- (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) The Committee may act notwithstanding any vacancy on the Committee.

27. Presiding at Committee meetings

At meetings of the Committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at Committee meetings

(1) Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. Removal of Committee member

(1) MCRP may, by resolution in general meeting, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of MCRP (not exceeding a reasonable length) and may request that the representations be provided to the members of MCRP.

(3) The Secretary or the President may give a copy of the representations to each member of MCRP or, if they are not so given, the member may require that they be read out at the meeting.

30. Minutes of meetings

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

31. Funds

(1) The Treasurer must-

- (a) collect and receive all moneys due to MCRP and make all payments authorised by MCRP; and
- (b) keep correct accounts and books showing the financial affairs of MCRP with full details of all receipts and expenditure connected with the activities of MCRP; and
- (c) provide a financial report to each general meeting and each Committee meeting..

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

(3) The funds of MCRP shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

32. Seal

(1) The common seal of MCRP must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of MCRP.

33. Notice

Any written notice to be given under these Rules may be given by-

- (a) delivering the notice personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or.
- (c) sending it electronic transmission addressed to the member at that member's electronic address, if shown in the register of members

34. Winding up

In the event of the winding up or the cancellation of the incorporation of MCRP, the assets of MCRP must be disposed of in accordance with the provisions of the Act.

35. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of MCRP.

(2) All accounts, books, securities and any other relevant documents of MCRP must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of MCRP.

36. Establishment of Public Fund

- (1) MCRP will establish and maintain a public fund to be named ***Marine Care Fund*** for the specific purpose of supporting the environmental objects/purposes of MCRP.
- (2) The Public Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Public Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

37. Requirements of the Public Fund

- (1) MCRP must inform the Department responsible for the environment as soon as possible if -
 - (a) it changes its name or the name of its Public Fund; or
 - (b) there is any change to the membership of the management Committee of the Public Fund; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- (2) MCRP agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.
- (3) The income and property of MCRP shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of MCRP.
- (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of MCRP and not be influenced by the preference of the donor.
- (5) In case of the winding-up of the Public Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (6) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

- (7) An audited financial statement for MCRP and the Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.
- (8) Members of the public are to be invited to make gifts of money or property to the Public Fund for the environmental purposes of MCRP.
- (9) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Public Fund.
- (10) A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of MCRP.
- (11) Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund.
- (12) The Public Fund will be operated on a not-for-profit basis.
- (13) A committee of management of no fewer than three persons will administer the Public Fund. The committee will be appointed by MCRP. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.