

# **Rules of the Australian Land and Groundwater Association Inc.**

(amended by special resolution 1<sup>st</sup> June 2010)

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**1. NAME**

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The name of the incorporated association is the Australian Land and Groundwater Association (in these Rules called "**the Association**").

**2. PURPOSES**

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The purposes of the Australian Land and Groundwater Association are:

- (a) the provision of a forum for the interchange and development of ideas and knowledge among people involved in the management of contaminated land and groundwater;
- (b) meeting the evolving needs and demands of an expanding and sophisticated contaminated land and groundwater industry in Australia and the professionals involved in this industry;
- (c) increasing the knowledge and skills of people working within the contaminated land and groundwater industry;

and in addition

- (d) the conservation of the natural environment via prevention, remediation and sustainable management of land and groundwater contamination;
- (e) the promotion of the protection, enhancement and maximising the value of land and groundwater;
- (f) fostering rational, open decision making in protecting human health and the environment, and
- (g) fostering basic and applied research which will advance the cause of better assessment, management and remediation of land and groundwater contamination.

### 3. POWERS

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3.1 The Association has:

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

3.2 The Association may only:

- (a) exercise its powers, and
- (b) use its income, assets and profit,

for its purposes.

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

3.4 Rule 3.3 does not prevent the Association from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) 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.

### 4. DEFINITIONS

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4.1 In these Rules, unless the contrary intention appears-

- (a) "**Act**" means the *Associations Incorporation Act 1981* (Vic);
- (b) "**Board**" means the committee of management of the Association;
- (c) "**business day**" means a day other than a Saturday or Sunday or a "bank holiday" (as defined in the *Banking Act 1959* (Cth));
- (d) "**financial year**" means the year ending on 30 June;
- (e) "**general meeting**" means a general meeting of members convened in accordance with rule 15.
- (f) "**member**" means a member of the Association;
- (g) "**ordinary member of the Board**" means a member of the Board who is not an officer of the Association under rule 27;
- (h) "**Regulations**" means regulations under the Act;
- (i) "**relevant documents**" has the same meaning as in the Act; and
- (j) "**Rules**" or "**rule**" means and refers to the rules of the Association set out in this document.

4.2 In these Rules, a reference to the Secretary of the Association is a reference--

- (a) if a person holds office under these Rules as Secretary of the Association--to that person; and
- (b) in any other case, to the public officer of the Association.

## **5. ALTERATION OF THE RULES**

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- 5.1** For the purposes of the Act, rule 2 of these Rules is the statement of purposes of the Association, and all other clauses are its rules.
- 5.2** These Rules and the statement of purposes may only be amended by special resolution in accordance with section 22 of the Act.
- 5.3** An amendment to these Rules does not take effect until it has been approved by the Registrar in accordance with section 22(2) of the Act.
- 5.4** The public officer must apply to the Registrar in a prescribed form for approval of the amendment within 28 days after the special resolution was passed in accordance with section 22(3) of the Act.

## **6. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION**

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- 6.1** A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- 6.2** The entrance fee and annual subscription will be set annually by the Board. The initial entrance fee and annual subscription amounts are set out in Appendix 4.
- 6.3** Subject to clause 6.4, the annual subscription is payable by each member before 1 July each year.
- 6.4** The entrance fee and annual subscription may be waived by the Board.
- 6.5** There shall be two classes of members, namely:
  - (a) individual members, and
  - (b) student members.
- 6.6** The requirements for qualification for student membership shall be determined by the Board. Members who are not student members shall be individual members. A student member who ceases to qualify for student membership shall be deemed to be an individual member.
- 6.7** For the purposes of these Rules, reference to a member and membership refers to both classes of members.
- 6.8** A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
  - (a) he or she applies for membership in accordance with rule 6.9; and
  - (b) the admission as a member is approved by the Board.

- 6.9** An application of a person for membership of the Association must-
- (a) be made in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.
- 6.10** As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 6.11** The Board must determine whether to approve or reject the application.
- 6.12** If the Board approves an application for membership, the Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 6.13** The Secretary must, within 28 days after receipt of the amounts referred to in rule 6.12(b), enter the applicant's name in the register of members.
- 6.14** 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.
- 6.15** If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 6.16** A right, privilege, or obligation of a person by reason of membership of the Association-
- (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.

## **7. SPONSORSHIP**

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- 7.1** The Board may accept sponsorships from organisations or individuals that support the purposes of the Association (“Sponsors”).
- 7.2** The Board may determine the terms of the sponsorship in its absolute discretion, but such terms may include:
- (a) the right to nominate a representative of the Sponsor to become a member, subject to that nominee otherwise complying with the requirements of rule 6;
  - (b) waiver of the payment of entrance fees or subscriptions by that nominee during the terms of the sponsorship.

## **8. REGISTER OF MEMBERS**

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- 8.1** The Secretary must keep and maintain a 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.

8.2 The register is available for inspection free of charge by any member upon request.

8.3 A member may make a copy of entries in the register.

## 9. CEASING MEMBERSHIP

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9.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

9.2 After the expiry of the period referred to in rule 9.2--

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## 10. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

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10.1 Subject to these Rules, if the Board 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 the Association, the Board may by resolution--

- (a) fine that member an amount not exceeding \$500; or
- (b) suspend that member from membership of the Association for a specified period; or
- (c) expel that member from the Association.

10.2 A resolution of the Board under rule 10.1 does not take effect unless--

- (a) at a meeting held in accordance with rule 10.3, the Board confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

10.3 A meeting of the Board to confirm or revoke a resolution passed under rule 10.1 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 rule 10.4.

10.4 For the purposes of giving notice in accordance with rule 10.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice--

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the Board 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 Board 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 Board 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 the Association in general meeting against the resolution.
- 10.5** At a meeting of the Board to confirm or revoke a resolution passed under rule 10.1, the Board 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.
- 10.6** If at the meeting of the Board, the Board 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 the Association in general meeting against the resolution.
- 10.7** If the Secretary receives a notice under rule 10.6, he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 10.8** At a general meeting of the Association convened under rule 10.7--
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board 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.
- 10.9** 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.

## **11. DISPUTES AND MEDIATION**

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- 11.1** 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 the Association.
- 11.2** 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.

- 11.3** 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.
- 11.4** 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 Board; or
    - (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).
- 11.5** A member of the Association can be a mediator.
- 11.6** The mediator cannot be a member who is a party to the dispute.
- 11.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8** 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.
- 11.9** The mediator must not determine the dispute.
- 11.10** 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.

## **12. ANNUAL GENERAL MEETINGS**

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- 12.1** The Board may determine the date, time and place of the annual general meeting of the Association.
- 12.2** The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 12.3** 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 Board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the Board; and

- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

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

### **13. SPECIAL GENERAL MEETINGS**

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**13.1** In addition to the annual general meeting, any other general meetings may be held in the same year.

**13.2** All general meetings other than the annual general meeting are special general meetings.

**13.3** The Board may, whenever it thinks fit, convene a special general meeting of the Association.

**13.4** If, but for this rule 13.4, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

**13.5** The Board 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 the Association.

**13.6** 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.

**13.7** If the Board 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.

**13.8** 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 Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

### **14. SPECIAL BUSINESS**

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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.

### **15. NOTICE OF GENERAL MEETINGS**

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**15.1** The Secretary of the Association, 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 the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 15.2** Notice may be sent--
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- 15.3** No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.4** A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **16. QUORUM AT GENERAL MEETINGS**

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- 16.1** 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.
- 16.2** 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.
- 16.3** 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.
- 16.4** 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.

## **17. PRESIDING AT GENERAL MEETINGS**

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- 17.1** The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 17.2** 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.

## **18. ADJOURNMENT OF MEETINGS**

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- 18.1** 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.
- 18.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 15.

- 18.4 Except as provided in rule 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **19. VOTING AT GENERAL MEETINGS**

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- 19.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 19.2 All votes must be given personally or by proxy.
- 19.3 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.
- 19.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **20. POLL AT GENERAL MEETINGS**

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- 20.1 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.
- 20.2 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.

## **21. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

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- 21.1 If a question arising at a general meeting of the Association 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 the Association--

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **22. PROXIES**

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- 22.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 22.2 The notice appointing the proxy must be--
- (a) for a meeting of the Association convened under rule 10.7, in the form set out in Appendix 2; or

- (b) in any other case, in the form set out in Appendix 3.

## **23. ELECTRONIC COMMUNICATION**

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**23.1** For the purpose of these Rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of members not less than the quorum together with a Board member, whether or not any one or more of the members are present in person at a place designated for the meeting or is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Association and all the provisions in these Rules shall apply to such meetings as long as the following conditions are met:

- (a) all the members for the time being entitled to receive notice of a meeting of the Association may receive notice of such a meeting in the manner specified by these Rules;
- (b) each of the members taking part in the meeting by telephone or other means of communication must be able to hear each of the other members taking part at the commencement of the meeting; and
- (c) at the commencement of the meeting each member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence.

**23.2** A member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the consent of the Chairperson of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the consent of the Chairperson of the meeting to leave the meeting as aforesaid.

## **24. PUBLIC OFFICER**

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**24.1** The Association shall elect a public officer at the annual general meeting.

**24.2** The public officer must be a resident of Victoria.

**24.3** The public officer must give notice of his or her appointment in writing to the Registrar within 14 days of her appointment in accordance with section 28 of the Act.

## **25. BOARD OF MANAGEMENT**

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**25.1** The affairs of the Association shall be managed by the Board.

**25.2** The Board--

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

**25.3** Subject to section 23 of the Act, the Board shall consist of--

- (a) the officers of the Association; and
- (b) ordinary members, the number of whom shall be set by the Board, each of whom shall be elected at the annual general meeting of the Association in each year; and
- (c) one representative of each Branch organising committee. --

## **26. INDEMNITY AND DISCLOSURE**

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**26.1** The Association indemnifies members against any liability incurred by them as members of the Board, unless the liability arises out of conduct involving a breach of their duties.

**26.2** In accordance with sections 29B and 29C of the Act, members of the Board 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 Board as soon as they become aware of the interest; and
  - (ii) in the statement submitted to the next annual general meeting under section 30(3) of the Act and rule 12.3(d); and
- (b) not take part in any decision of the Board with respect to that contract, but may take part in any deliberations with respect to that contract.

**26.3** Rule 26.2 does not apply to financial interests that:

- (a) the member of the Board has in common with all or a substantial proportion of the members of the Association; or
- (b) exist only because the member of the Board is a member of a class of persons for whose benefit the Association is established.

## **27. OFFICE HOLDERS**

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**27.1** The officers of the Association shall be--

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

**27.2** The provisions of rule 24, 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 rule 27.1.

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

27.4 In the event of a casual vacancy in any office referred to in rule 27.1, the Board 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.

## **28. ORDINARY MEMBERS OF THE BOARD**

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

28.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Association 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.

## **29. ELECTION OF OFFICERS AND ORDINARY BOARD MEMBERS**

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29.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Board must be--

- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

29.2 A candidate may only be nominated for one office, or as an ordinary member of the Board, prior to the annual general meeting.

29.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

29.4 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.

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

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

## **30. VACANCIES**

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30.1 The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the officer or member--

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or

- (c) resigns from office by notice in writing given to the Secretary.

### **31. MEETINGS OF THE BOARD**

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- 31.1 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 31.2 Special meetings of the Board may be convened by the President or by any 4 members of the Board.

### **32. NOTICE OF BOARD MEETINGS**

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- 32.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 32.2 Written notice must be given to members of the Board 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.

### **33. QUORUM FOR BOARD MEETINGS**

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- 33.1 Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 33.2 No business may be conducted unless a quorum is present.
- 33.3 If within half an hour of the time appointed for the meeting a quorum is not present--
  - (a) in the case of a special meeting--the meeting lapses;
  - (b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 33.4 The Board may act notwithstanding any vacancy on the Board.

### **34. PRESIDING AT BOARD MEETINGS**

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At meetings of the Board-

- (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.

### **35. VOTING AT BOARD MEETINGS**

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- 35.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, 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.
- 35.2 Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (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.

### **36. REMOVAL OF BOARD MEMBER**

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- 36.1** The Association in general meeting may, by resolution, remove any member of the Board 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.
- 36.2** A member who is the subject of a proposed resolution referred to in rule 36.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 36.3** The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **37. MINUTES OF MEETINGS**

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

## **38. AUDIT**

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- 38.1** If the Association has:
- (a) gross receipts in its last financial year of more than \$200,000; or
  - (b) gross assets of more than \$500,000, the Board must arrange for the accounts for the last financial year to be audited in accordance with section 30B of the Act and then to be submitted to the annual general meeting in accordance with rule 12.3(d).
- 38.2** If different amounts are prescribed by regulation under the Act, the amounts in rule 38.1 are varied accordingly.

## **39. PUBLIC FUND**

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- 39.1** Upon the Association being granted deductible gift recipient status by the Australian Taxation Office, the Association shall establish and maintain a fund to be known as the "Australian Land and Groundwater Public Fund" ("**Fund**”):
- (a) to which gifts of money or property for that purpose are to be made; and
  - (b) to which any money received by the Association because of such gifts is to be credited; and
  - (c) that does not receive any other money or property.
- 39.2** The Fund shall be managed by a committee to be appointed by the Board and comprising a minimum of three members:
- (a) at least one of whom is a member of the Board; and
  - (b) at least two of whom are 'responsible persons', as defined by the Department of Environment and Heritage in its Guidelines for the Register of Environmental Organisations from time to time.

**39.3** The Fund must maintain a separate bank account into which all amounts referred to in rule 39.1 are deposited.

**39.4** The Association must use only for its stated purpose:

- (a) gifts made to the Fund; and
- (b) any money received because of such gifts.

**39.5** At the first occurrence of:

- (a) the winding up of the Fund; or
- (b) the Association ceasing to be endorsed as a deductible gift recipient under subdivision 30BA of the Income Tax Assessment Act 1997,

surplus assets of the gift fund must be transferred to a fund, authority or institution:

- (c) which is charitable at law; and
- (d) to which gifts can be deducted under Division 30 of the Income Tax Assessment Act 1997.

The identity of the fund, authority or institution must be determined by the Board of the Association.

**39.6** Where in respect of a fund, authority or institution section 30-15 of the Income Tax Assessment Act 1997 provides that gifts to it are deductible only if (amongst other things) the conditions set out in the relevant Table item in subdivision 30-B are satisfied, a transfer under this rule 39.6 to that fund, authority or institution must be made in accordance with or subject to those conditions.

**39.7** If the Association has been notified by the Australian Taxation Office that its income is exempt from income tax:

- (a) the Association must promptly notify the Australian Taxation Office of all amendments to this constitution; and
- (b) on winding up or dissolution the remaining assets of the Association may only be given to an entity that is also exempt from income tax.

**39.8** If the Association has been notified by the Australian Taxation Office that gifts and contributions to the Association will be an allowable deduction:

- (a) the Association must promptly notify the Australian Taxation Office of all amendments to this constitution; and
- (b) on winding up or dissolution the remaining assets of the Association may only be given to an entity to which gifts and contributions are also an allowable deduction.

## **40. RECORDS**

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**40.1** The Board must provide for the safe keeping of the records of the Association.

**40.2** Members may inspect the records of the Association at any reasonable time, subject to rule 40.3.

- 40.3 Members may not inspect the records of the Association that relate to personal, employment, contractual and legal matters that are confidential in nature.
- 40.4 The Board must ensure that copies of these Rules are freely available to members and applicants for membership.

#### **41. FUNDS**

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- 41.1 The Treasurer of the Association must-
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either two members of the Board, or one member of the Board and the public officer of the Association.
- 41.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, sponsorships and such other sources as the Board determines.

#### **42. REGISTERED ADDRESS**

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- 42.1 The Board may by resolution change the registered address of the Association.
- 42.2 Under section 13A(2) of the Act the Association must notify the Registrar within 14 days of any change of registered address.

#### **43. SEAL**

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- 43.1 The common seal of the Association must be kept in the custody of the Secretary.
- 43.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the Association.

#### **44. WINDING UP**

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- 44.1 The Association may be wound up voluntarily by special resolution in accordance with Division 1 of Part 8 of the Act.
- 44.2 If the Association ceases to be incorporated, the remaining assets (if any) of the Association must not be distributed to any member, but must be given to an entity that:
- (a) has similar purposes to the Association; and
  - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution.
- 44.3 The entity referred to in rule 44.2 must be decided by a resolution of the Association made in general meeting.

## **45. NOTICE TO MEMBERS**

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- 45.1** Except for the requirement in rule 15, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-
- (a) delivering the notice to the member 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) facsimile transmission; or
  - (d) electronic transmission such as by email.

## **46. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

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- 46.1** 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 the Association.
- 46.2** All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 46.3** A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF THE  
AUSTRALIAN LAND AND GROUNDWATER ASSOCIATION**

I,....., of .....desire to become an  
*(name and occupation)* *(address)*

Ordinary/Student\* member of the Australian Land and Groundwater Association.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant  
Date

I,....., a member of the Association,  
*(name)*  
nominate the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Proposer  
Date

I,....., a member of the Association, second  
*(name)*  
the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Seconder  
Date

\* Delete if not applicable

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 10.7**

I,.....  
(*name*)

of .....  
(*address*)

being a member of the Australian Land and Groundwater Association

appoint .....  
(*name of proxy holder*)

of .....  
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the  
meeting of the Association convened under rule 10.7, to be held on-

.....  
(*date of meeting*)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution  
(insert details of resolution passed under rule 10.1).

.....  
Signed  
Date

APPENDIX 3

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(*name*)

of .....  
(*address*)

being a member of the Australian Land and Groundwater Association

appoint .....  
(*name of proxy holder*)

of .....  
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....  
(*date of meeting*)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable

APPENDIX 4

**SCHEDULE OF FEES**

<b>Fee</b>	<b>Amount</b>
Entrance fee	Nil
Annual subscription fee Ordinary member	\$132
Annual subscription fee Student member	\$66