

RULES OF ASSOCIATION – VPCGA

1. NAME

The name of the association is Victoria Park Community Garden Association Inc ('the Association'), an incorporated association under the *Associations Incorporation Act* 1987 (WA) ('the Act').

2. PURPOSE & OBJECTS OF THE ASSOCIATION

The purpose of the Association is to help build and develop the local community through the creation of community gardening projects in and around the town of Victoria Park, Western Australia.

The objects of the Association are to:

- 2.1 promote the welfare and interests of the community;
- 2.2 create community gardening projects aimed at improving the community environs;
- 2.3 manage the community gardens of the Association in an organic and chemical free manner;
- 2.4 Provide opportunities for learning about sustainable gardening, the origins of food, and being environmentally friendly;
- 2.5 Be inclusive of people of all ages, cultural backgrounds, socio-economic backgrounds and abilities;
- 2.6 Provide opportunities for community development and social networking; and
- 2.7 Produce fresh fruit and vegetables and promote good health.

3. POWERS

Subject to the Act, the Association may do all things necessary or convenient for carrying out its purpose and objects. In particular the Association may:

- 3.1 acquire, hold, deal with and dispose of any real or personal property;
- 3.2 open and operate bank accounts;
- 3.3 invest its money;
- 3.4 borrow money upon such terms as the Association thinks fit;
- 3.5 give security for the discharge of liabilities incurred by the Association;
- 3.6 appoint agents to conduct business on its behalf;
- 3.7 enter into any contracts the association considers necessary or desirable; and
- 3.8 appoint salaried staff necessary to further its objects.

4. INCOME AND PROPERTY

4.1 The income and property of the Association must be applied solely to the promotion of the objects and purpose of the Association.

4.2 No portion of the income or property of the Association may be paid, transferred or distributed, directly or indirectly, to members of the Association, except for payments made in good faith in the promotion of the purpose or objects of the Association, including (without limitation) payments by way of:

- a) reimbursement of expenses; or
- b) remuneration to any officer, employee or other person doing work for the Association.

5. MEMBERSHIP

5.1 Membership will be open to all members of the community.

5.2 A person who wishes to become a member must-

- (a) apply for membership to the Management Committee in writing-
 - (i) signed by that person and by both of the members referred to in paragraph (b); and
 - (ii) in such form as the Management Committee from time to time directs; and
- (b) be proposed by one member and seconded by another member.

5.3 The Management Committee members must consider each application made under sub-rule (5.2) at a Management Committee meeting and must at the Management Committee meeting or the next Committee meeting accept or reject that application.

5.4 An applicant whose application for membership of the Association is rejected under sub-rule 5.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

5.5 When notice is given under sub-rule (5.4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Management Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

5.6 Membership may be terminated:

- a) by notice from a resigning member;
- b) for non-payment of membership fees if the fees are not paid within 3 months of the due date; or
- c) by expulsion for misconduct under rule 21.

6. REGISTER OF MEMBERS

6.1 The Secretary, on behalf of the Association, must keep an up-to-date register of the names, and residential or postal addresses of all members.

6.2 If a person's membership is terminated, the Secretary must remove the name of the member from the register.

The register will be made available to members for inspection upon request.

7. MEMBERSHIP FEES AND CATEGORIES OF MEMBERSHIP

7.1 The membership fee, categories of membership and date for payment will be fixed by the Management Committee, subject to approval by the members at the next annual general meeting.

7.2 All members must pay the membership fee on joining and after that, on the date fixed for payment in each year.

7.3 The Management Committee will review the membership fee and membership categories at each annual general meeting and if necessary raise or decrease the membership fee as the Management Committee deem fit.

8. MANAGEMENT COMMITTEE

8.1 A Management Committee must be elected to run the day-to-day business of the Association.

8.2 The Management Committee must consist of at least 9 but not more than 15 committee members.

8.3 The members of the Management Committee must be elected at the annual general meeting.

9. OFFICE BEARERS

The office bearers of the Association will be the Chairperson, Vice-Chairperson, Treasurer and Secretary. In brief, the roles of these office bearers are:

9.1 Chairperson - Chair all meetings.

9.2 Vice-Chairperson - Chair meetings and or carry out other duties of the Chairperson in his or her absence.

9.3 Treasurer - Manage the Association's finances, maintain financial records, prepare financial reports and submit them for auditing.

9.4 Secretary - Convene and attend meetings, take minutes and keep records of all business conducted at meetings of members and Management Committee.

10. ELECTION OF MANAGEMENT COMMITTEE AND OFFICE BEARERS

10.1 Management Committee members and Office Bearers will be elected at the annual general meeting for a one year term.

10.2 A member standing for election must be nominated and seconded by two separate members of the Association.

10.3 Nominations must be in writing and signed by the nominator, seconder and nominee.

10.4 Nominations must be sent to the Secretary not less than 14 days before the meeting at which the elections are to be held.

10.5 No member may stand for election who has served for 6 consecutive terms immediately before the election.

11. CASUAL VACANCIES

A casual vacancy in any office because of death, resignation, removal or otherwise must be filled by a member of the Management Committee until the next election of office bearers.

12. ANNUAL GENERAL MEETING

12.1 The annual general meeting of the Association will take place within 3 months of the end of each financial year.

12.2 The Secretary will give all members not less than 21 days notice of an annual general meeting.

12.3 The notice must state the date, time and place of the meeting as well as the particulars of the business to be considered at the meeting.

12.4 The business of each annual general meeting is to:

12.4.1 present the annual report;

12.4.2 receive and approve audited financial reports;

12.4.3 elect a new committee;

12.4.4 determine subscription fees for the following 12 months; and

12.4.5 consider any other matter of which notice has been given in the notice of meeting.

12.5 The quorum for the annual general meeting is 10 fully paid members.

12.6 Resolutions at annual general meetings will be passed by a simple majority of the votes entitled to be cast by the members present at the meeting in addition to those cast as proxy votes.

12.7 Voting on general business at the annual general meeting will be by a show of hands. The Chairperson will have the deciding vote if the vote is tied (equal).

12.8 Voting for the election of officers and committee members will be by secret ballot.

12.9 Proxy votes will be allowed. Proxy votes must reach the Secretary at least 72 hours before the commencement time for the annual general meeting.

12.10 Proxy votes will be made in the form as set out at Annexure 'A' of these Rules.

13. MANAGEMENT COMMITTEE MEETINGS

13.1 The Management Committee will meet at least once a calendar month.

13.2 The quorum for the meetings is 5 members.

13.3 Each member will have one vote.

13.4 Voting will be by show of hands unless otherwise decided.

13.5 The Chairperson may not vote on a motion but will have the deciding vote when there is a tie.

13.6 On any question of procedure the decision of the Chairperson is final.

13.7 A Management Committee member who fails to attend 3 consecutive committee meetings without apology will be taken to have resigned, unless the Management Committee (in the absence of that member) decides otherwise.

14. SPECIAL MEETINGS

14.1 The Secretary may call a special meeting at any time on written request signed by at least 15 members or on the authority of the Management Committee.

14.2 The special meeting must be held within one month of the date when the Secretary receives the request or is given the authority by the Management Committee.

14.3 Members must be given at least 14 days notice of the meeting.

14.4 A special resolution must be passed by a majority of not less than 75% of the members who are entitled to vote and do vote, in person or by proxy.

14.5 Proxy votes are allowed in accordance with Rule 12.10.

15. MINUTES OF MEETINGS

15.1 The Secretary must keep proper minutes of proceedings of all general and committee meetings.

15.2 The Chairperson must ensure that the minutes taken of a general meeting or committee meeting are checked and signed as correct by the Chairperson of that (or the next) general meeting or committee meeting.

16. FINANCE AND ACCOUNTS

16.1 The Association must keep accurate records of all monies received and spent.

16.2 The Association must conduct its financial transactions through a financial institution approved by the Management Committee.

16.3 All Association monies must be deposited in the name of the Association. At least four signatures are to be lodged with the financial institution for the purposes of operations on the account, with at least two to sign on any transaction.

16.4 The primary sources of funding for the Association will be fees for membership and whatever funding may be available through respective local, state and federal governments.

16.5 Additional funding solely for the purpose of achieving the objects of the Association is to be raised through sponsorship and appropriate fundraising activities as agreed by the Management Committee.

16.6 The financial year commences on 1 July each year and ends 30 June the following year.

16.7 An auditor must be appointed annually to conduct an audit of the accounting records, prior to the annual general meeting, and to provide a written report as required. The auditor must not be a member of the Association.

17. COMMON SEAL

17.1 The common seal of the Association must be kept in the custody of the office administrator, Secretary or Chairperson.

17.2 The common seal must not be stamped on any document without the authority of the Management Committee and the signatures of the Chairperson or Vice-Chairperson and the Secretary.

17.3 Every use of the common seal must be recorded in the minute book or a seal register.

18. CUSTODY AND INSPECTION OF RECORDS

18.1 A member may at any reasonable time inspect the records, books, documents and securities of the Association.

18.2 No records, books, documents or securities of the Association may be removed from the Association without the Chairperson's written authority.

19. AMENDMENTS TO RULES

19.1 The Association may alter or add to those rules by special resolution in accordance with the procedure set out in sections 17, 18 and 19 of the Act. Within one month of passing a special resolution altering the rules the Association must lodge the notice with

the Commissioner. The notice of the special resolution must set out the particulars of the alteration(s) together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act.

19.2 An alteration of the rules of the Association does not take effect until the notice and certificate have been lodged.

19.3 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

20. COMPLAINTS AND DISPUTES

20.1 Any complaint made by a member or member of the public against the Association or a member must be submitted in writing to the Management Committee within 3 months of the incident or cause of complaint.

20.2 The Management Committee must investigate the complaint fully.

20.3 The person(s) making the complaint will be informed of the outcome in writing.

20.4 In the case of a dispute, the parties to the dispute must meet and discuss the matter, and try and resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

20.5 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.

20.6 The mediator must be:

20.6.1 a person chosen by agreement between the parties; or

20.6.2 in the absence of agreement:

20.6.3 in the case of a dispute between a member and another member, a person appointed by the Management Committee; or

20.6.4 in the case of a dispute between a member or non-member and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation or some other such person as agreed by the member or non member and the Association.

20.7 A member of the Association can be a mediator, provided they are not a party to the dispute.

20.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

20.9 The mediator must:

20.9.1 give the parties to the mediation process every opportunity to be heard;

20.9.2 allow due consideration by all parties of any written statement submitted by any party; and

20.9.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

20.10 The mediator must not determine the dispute.

20.11 The mediation must be confidential and without prejudice.

20.12 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

21. SUSPENSION AND EXPULSION

21.1 A member may be suspended or expelled if his or her conduct is detrimental to the Association.

21.2 The Management Committee must inform the member in writing before deciding on suspension or expulsion stating the reason for proposed suspension or expulsion.

21.3 The member has 30 days to respond to the notice of proposed suspension or expulsion, saying why he or she should not be suspended or expelled.

21.4 Any submission made by the member must be taken into account by the Management Committee in making its decision on suspension or expulsion.

21.5 If the member is suspended or expelled, the member has 21 days in which to appeal the decision.

21.6 A special general meeting will be convened to decide on the suspension or expulsion.

21.7 The voting at the meeting will be by majority of members secret ballot.

22. DISSOLUTION

22.1 The Association may be dissolved by special resolution passed by a 75% majority of votes cast at a special meeting called for that purpose.

22.2 Surplus property that exists after winding up or dissolution is to be given or transferred to another association incorporated under the Act which has similar objects and which is not carried on for the purposes of profit or gain to its individual members.

22.3 Which association is to receive the property is to be determined by resolution of the members

ANNEXURE "A"

Victoria Park Community Gardeners Association Inc

I.....of.....(address) being a member of the Victoria Park Community Gardeners Association Inc hereby appointof..... as my proxy to vote on my behalf at the Annual General Meeting to be held on theday of.....20..... My proxy is authorised to vote in favour of/against (delete which is not applicable) the following resolution/s..... or for the following members:

Signed:..... this.....day of20.....