



# **Friends of the Earth Melbourne**

**Constitution and Handbook 2018**



# Friends of The Earth Melbourne Inc

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## 1. NAME

- 1.1. Friends of the Earth Melbourne hereinafter is also referred to as FOE.

## 2. AIMS AND OBJECTIVES

- 2.1. The aims of FOE shall be:

2.1.1. The conservation, restoration and rational use of the ecosphere;

2.1.2. The stimulation, development and maintenance of social change towards an ecologically stable and socially just, self-managed society;

2.1.3. The promotion of public awareness of environmental issues by directly or indirectly supporting public education work;

2.1.4. The development of a society free from racism, sexism, ageism, economic exploitation and discrimination based on sexuality, gender or disability, and support for the rights of women, First Nations people, people of colour, minority ethnic groups, the young and the aged, LGBTQIA+ community, people with disabilities, the working class and the unemployed.

- 2.2. The objectives of FOE shall be:

2.2.1. The provision of cheap, good quality food from sources regarded as ethical by FOE;

2.2.2. The promotion and implementation of renewable energy;

2.2.3. Opposition to all parts of the nuclear fuel cycle, including the mining, export, milling, processing and exploration of uranium, and the use of nuclear products for medicine, food processing or any other purpose;

2.2.4. Support for and promotion of practices that result in the reduction or elimination of the generation of synthetic hazardous chemicals and hazardous wastes;

2.2.5. Support for full Aboriginal rights, including recognition of Aboriginal sovereignty of Australia;



2.2.6. and any other objectives consistent with the aims of FOE.

2.3. To these ends FOE will, within our own environment, work towards the practical implementation of the above by:

2.3.1. Recycling waste paper;

2.3.2. Conservation of energy;

2.3.3. The introduction of safe working conditions and other health and safety measures;

2.3.4. Affirmative action in favour of employing women, non-binary people, non-cis men, so that at least 60 percent of all paid positions are being held by women, non-binary people or non-cis men

2.3.5. Equal pay for all paid positions;

2.3.6. Support for other organisations;

2.3.7. Promotion of public awareness of issues consistent with our aims recognising that this can be done in a number of ways including publications, direct action and media work;

2.3.8. By practicing consensus decision making with anti hierarchical structures.

2.4. Solely for the purpose of furthering the aims and objectives outlined above, FOE shall have power:

2.4.1. To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of FOE or persons frequenting FOE's premises.

2.4.2. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of FOE: Provided that in case FOE shall take or hold any property which may be subject to any trusts FOE shall only deal with the same in such manner as is allowed by law having regard to such trusts.



- 2.4.3. To appoint, employ, remove or suspend such workers as may be necessary or convenient for the purposes of FOE.
  - 2.4.4. To invest and deal with the money of FOE not immediately required in such manner as may from time to time be thought fit.
  - 2.4.5. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of FOE, in the shape of donations, grants, annual subscriptions or otherwise.
  - 2.4.6. To print and publish any newspapers, periodicals, books or leaflets that FOE may think desirable for the promotion of its aims and objectives.
  - 2.4.7. To make donations for community purposes.
- 2.5. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned aims and objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 2.5.1. The attainment and implementation of these aims and objectives will be carried out in accordance with a recognition of the need to abolish all forms of oppression and exploitation including those based on class, gender, ethnicity, sexual preference, age or disability. FOE recognises that the environmental and social justice problems facing the Earth will not be solved by incremental reform of oppressive, exploitative structures, and therefore FOE supports activities and organisations, which seek to dismantle and bring about an end to oppressive and exploitative structures such as capitalism, colonialism, extractivism and patriarchy.
- 2.6. FoE will establish and maintain a public fund to be called 'Friends of the Earth Fund' for the specific purpose of supporting the environmental objects/purposes of Friends of the Earth. The 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 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.

### 3. NON PROFIT MAKING

- 3.1. The association is not established or maintained for profit of individuals, and the services envisaged and the objectives of the association are not established or maintained for the profit of individuals. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the individuals of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### 4. DEFINITIONS

- 4.1. In these Rules, unless the contrary intention appears :

4.1.1. **Association** means Friends of the Earth Melbourne or FOE.

4.1.2. **Members** refers to persons, households or organisations who have joined the Association and paid their membership fee.

4.1.3. **Delegates** refers to individuals representing the Association at national meetings

4.1.4. **Affiliates** refers to persons or groups, which fulfil some, but not all, of the Associations membership requirements.

4.1.5. **Committee** means the Committee of Management (also known as the PAC – Policy and Advisory Committee) of the Association.

4.1.6. **Chair** refers to the committee or meeting convenor, who must operate in accordance with FoE's anti hierarchical structure and decision making processes

4.1.7. **Ordinary member of the committee** means an individual member on the committee, who is not an officer of the Association under rule 24.

4.1.8. **Financial year** means the year ending on 30 June.



4.1.9. **General Meeting** means a general meeting of members convened in accordance with rule 15.

4.1.9. **Regulations** means regulations under the Act.

4.1.10. **The Act** means the Associations Incorporation Reform Act 2012.

4.1.11. **Relevant documents** has the same meaning as in the Act.

4.2. In these Rules, a reference to the Secretary of an Association is a reference—

4.2.1. If a person holds office under these Rules as Secretary of the Association—to that person; and

4.2.2. in any other case, to the Secretary of the Association.

## 5. ALTERATION OF RULES

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

## 6. POWERS

6.1. Subject to the Rules, FOE has the power, through the Strategy Collective, Workers Collective, the Committee, Special General Meetings and the Annual General Meeting, to perform all such acts and things that appear to FOE to be essential for the proper management of the business and affairs of FOE.

## 7. MEMBERSHIP

7.1. All persons that hold general agreement with the aims and objectives of FOE are eligible for membership upon application and payment of the annual subscription fee.

7.2. Any eligible person may apply for membership by filling in a FOE membership form either in hard copy or via an electronic form or FoEM web portal.

7.3. Members of FOE shall not act to contradict the Aims and Objectives and the internal policies of FOE when representing FOE.



7.4. If the Association rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund any membership fee paid.

7.5. A right, privilege, or obligation of a member by reason of membership of the Association—

7.5.2. Terminates upon the cessation of membership whether by death or resignation or otherwise.

7.6. The annual subscription (as determined by rule 11.1) is the relevant amount set out in Appendix 4 and is payable in advance on the 12 month anniversary of membership each year.

## **8. REGISTER OF MEMBERS**

8.1. The Secretary shall maintain a register of members containing:

8.1.1. The name and address of member; and *an address for the purposes of the register may include an email address of a member in addition to residential or postal address.*

8.1.2. The date on which each member's name was entered in the register.

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

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

## **9. GENERAL RIGHTS OF MEMBERS**

9.1. A member of the Association who is entitled to vote has the right —



- 9.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - 9.1.2. to submit items of business for consideration at a general meeting; and
  - 9.1.3. to attend and be heard at general meetings; and
  - 9.1.4. to vote at a general meeting; and
  - 9.1.5. to have access to the minutes of general meetings and other documents of the Association as provided under rule 32.2; and
  - 9.1.6. to inspect the register of members.
- 9.2. A member is entitled to vote if —
- 9.2.1. the member is a member other than an associate member; and
  - 9.2.2. more than 10 business days have passed since he or she became a member of the Association; and
  - 9.2.3. the member's membership rights are not suspended for any reason.

## **10. ASSOCIATE MEMBERS**

- 10.1. Associate members of the Association include—
- 10.1.1. any members under the age of 15 years; and
  - 10.1.2. other category of member as determined by special resolution at a general meeting.
  - 10.1.3. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.



## **11. SUBSCRIPTIONS**

- 11.1. The annual subscriptions will be amounts as determined by the Strategy Collective, which shall be reviewed annually. There shall be no entrance fee. 11.2. The Strategy Collective and the Committee may waive all or part of the subscription fee when requested by an applicant for membership.

## **12. RIGHTS ARE NOT TRANSFERABLE**

- 12.1. The rights of a member are not transferable and end when membership ceases.

## **13. RESIGNATION, SUSPENSION, EXPULSION, CHANGE OF STATUS**

- 13.1. Any person may resign from FOE by advising the Strategy Collective or a member of the committee, in writing.
- 13.2. A member is taken to have resigned if—
- 13.2.1. the member's annual subscription is more than 12 months in arrears; or
  - 13.2.2. where no annual subscription is payable —
    - 13.2.2.1 the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - 13.2.2.2. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- 13.3. The Strategy Collective shall have the power to warn, expel or suspend any member from FOE. This can only be done when any member:
- 13.3.1. breaks any Rule or policy of FOE;
  - 13.3.2. acts against the interests of FOE.



- 13.3.3. The person(s) shall be informed of the Strategy Collective's intention to consider expulsion or suspension of them not less than seven days before the meeting at which it will be considered.
- 13.3.4. The person(s) involved shall be invited to present a verbal and/or written explanation to be considered by the meeting.
- 13.3.5. Any person may appeal against decisions of the Strategy Collective to warn, expel or suspend a person at the next General Meeting. Notice of an appeal shall be given in writing to the Strategy Collective one month before the General Meeting which is to hear the appeal. The notice shall give reasons for the appeal.
- 13.3.6. At the General Meeting the person(s) appealing shall be given a fair and full opportunity to be heard.
- 13.3.7. Until the hearing of any appeal the decision of the Strategy Collective shall apply
- 13.3.8. If at the General Meeting the Strategy Collective's decision is upheld then the membership ceases from that day.
- 13.3.9. If at the General Meeting the appeal is upheld, then the members rights are immediately reinstated.

## 14. DISPUTES and MEDIATION

14.1. The grievance procedure set out in this rule applies to disputes under these Rules between—

14.1.1. A member and another member; or

14.1.2. A member and the Association.

14.1.3. 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.

14.1.4. 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.

14.2. The mediator must be—



- 14.2.1. A person chosen by agreement between the parties; or
- 14.2.2. In the absence of agreement—
- 14.2.3. In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
- 14.2.4. 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).
- 14.2.5. A member of the Association can be a mediator.
- 14.2.6. The mediator cannot be a member who is a party to the dispute.
- 14.2.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.2.8. The mediator, in conducting the mediation, must—
  - 14.2.8.1. Give the parties to the mediation process every opportunity to be heard; and
  - 14.2.8.2. Allow due consideration by all parties of any written statement submitted by any party; and
  - 14.2.8.3. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - 14.2.9.. The mediator must not determine the dispute.
  - 14.2.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with;
    - 14.2.10.1 Firstly, FoEM Internal Policy,
    - 14.2.10.2 Secondly, either party may seek remedy via the Act or otherwise at law.

## **15. GENERAL MEETINGS**

- 15.1. There shall be at least one General Meeting every twelve months. If only one is held it shall be the Annual General Meeting.
- 15.2. General Meetings may be called by:



- 15.2.1. resolution by the Strategy Collective;
  - 15.2.2. written request of at least 10 members;
  - 15.2.3. resolution by The Committee.
- 15.3. The meeting shall be convened no less than 14 days and no more than one month after the request or resolution is received.
- 15.4. In the case of ten members requesting a meeting, they themselves may convene the meeting if a meeting has not been convened within the required time.
- 15.5. At least seven days' notice in writing of every General Meeting shall be sent to each member at the address appearing in the Register of Membership stating time, place and business of meeting. No business other than that set out in the notice convening the meeting shall be transacted at any General Meeting.
- 15.6. The accidental omission to give notice, or the non-receipt of a notice of a meeting to a member shall not invalidate any meeting.
- 15.7. Each General Meeting shall appoint a chairperson for the meeting.
- 15.8. Each General Meeting shall appoint a minute taker for the meeting. Minutes shall record all resolutions and proceedings and a record of names of people present. Minutes shall be available for inspection by the membership at the FOE office.
- 15.9. A resolution, of which notice is given, is carried when general agreement (consensus) is reached by the members present. If after general debate agreement cannot be reached the chairperson may decide to hold a poll. Resolutions other than special resolutions shall be carried by a majority of the members present and voting.
- 15.10. Each member present is entitled to one vote. Where there is a tied vote, the resolution is lost.
- 15.11. At all General Meetings five per cent of membership or 10 members, whichever is less, present in person shall make a quorum. If within thirty minutes of the set time for a meeting a quorum is not present, the meeting shall not proceed. If the meeting was requested by the written resolution of at least ten members then it shall be dissolved. In any other case the meeting shall be 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 and 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.

- 15.12. Any meeting may decide to adjourn to another time. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

## **16. SPECIAL RESOLUTIONS AND CHANGES TO RULES**

- 16.1. The members of FOE have the power to change those rules and statement of purposes by a Special Resolution at an Annual General Meeting or General Meeting called specially for that purpose.
- 16.2. At least 21 days notice of such meeting and proposed changes must be given, in writing. Such changes must be agreed by at least three quarters of the members present at the meeting.

## **17. ANNUAL GENERAL MEETING**

- 17.1. The Strategy Collective or The Committee shall convene an Annual General Meeting once in each calendar year.
- 17.2. The Strategy Collective or The Committee shall set the time of the Annual General Meeting. Notice of the Annual General Meeting shall be given to all current financial members at least 21 days beforehand.
- 17.3. The Annual General Meeting shall:
- 17.3.1. confirm the minutes of the previous Annual General Meeting;
  - 17.3.2. receive the annual financial statement containing income and expenditure; assets and liabilities; mortgages, charges and securities; and trusts; according to section 30 - 31 of the Associations Incorporation Reform Act (2012).;
  - 17.3.3. receive annual reports of FOE campaign collectives;
  - 17.3.4. elect The Committee;
  - 17.3.5. any other business of which notice is given in writing.



## 18. PROXIES

- 18.1. Each member is entitled to appoint a delegate or another member of the Association 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. The use of proxies must also be in accordance with the Associations internal policy.
- 18.2. The notice appointing the proxy must be—
  - 18.2.1. For a meeting of the Association convened under Rule 14 in the form set out in Appendix 2.
  - 18.2.2. In any other case, in the form set out in Appendix 3.

## 19. STRATEGY COLLECTIVE

- 19.1. The Strategy Collective shall manage the affairs and business of FOE in accordance with the aims and objectives.
- 19.2. The Strategy Collective shall be responsible for making and implementing policy decisions and attending to other duties as required.
- 19.3. The Strategy Collective shall consist of all paid FOE workers, representatives from each FOE campaign collective, elected members of The Committee, and such campaign collective members who are deemed eligible by the meeting in accordance with the conditions outlined in the Rules and FOE Internal Policies.
- 19.4. After participation in three consecutive meetings, and approval by a meeting of the Collective, persons shall be able to participate in decision making.
- 19.5. At Strategy Collective meetings, five people present shall make a quorum, as long as the majority present have attended the last three meetings.
- 19.6. Any person or group in FOE may appeal against decisions of the Strategy Collective at the next General Meeting.
- 19.7. Notice of an appeal shall be given in writing to the Strategy Collective one month before the General Meeting which is to hear the appeal. The Notice shall give the reasons for the appeal.
- 19.8. At the General Meeting the person(s) appealing shall be given a fair and equal opportunity to be heard.



## **20. PROCEEDINGS OF STRATEGY COLLECTIVE**

- 20.1. The Strategy Collective shall meet regularly at a time and place set by the Strategy Collective. Meetings shall not be more than a month apart.
- 20.2. Notice of Strategy Collective meetings shall be given to all FOE campaign collectives, elected members of The Committee, FOE workers, and those of the membership who have asked to be informed of the meetings, at least three days beforehand.
- 20.3. A chairperson and minute taker shall be present at each meeting. These positions shall be appointed as the Strategy Collective decides.
- 20.4. All meetings shall attempt to operate by consensus.
- 20.5. Where consensus cannot be reached the matter shall be deferred to the next Strategy Collective meeting. All campaign collectives shall be notified of the proposal for resolution.
- 20.6. If after further attempts, including a meeting with an independent chairperson decided by the meeting consensus cannot be reached, a simple majority of members present may call for the matter to be decided by a 70/30 majority vote.
- 20.7. Minutes shall record all resolutions, proceedings and names of people present. Minutes shall be available at the FOE office.

## **21. THE COMMITTEE of MANAGEMENT**

- 21.1. The Committee has the power to perform all such acts and things that appear to The Committee to be essential for the proper management of the business and affairs of FOE.
- 21.2. The Committee shall consist of
  - 21.2.1. at least six (6) and not more than ten (10) elected officials;
  - 21.2.2. any four (4) members of The Committee shall constitute a quorum.
- 21.3. The Committee shall convene when requested in writing by:
  - 21.3.1. FOE Workers Collective.
  - 21.3.2. two (2) campaign collectives;
  - 21.3.3. or when the Strategy Collective has not met for longer than six (6) weeks.
  - 21.3.4. or by four (4) Committee members because decision-making has broken down.



- 21.4. The Committee shall be able to overrule resolutions of the Strategy Collective.
- 21.5. The normal term of office on the Committee of Management will be 2 years, with members renominating at each Annual General Meeting.

## **22. ELECTION TO THE COMMITTEE of MANAGEMENT**

- 22.1. Nominations from eligible members of FOE for election to The Committee of Management shall be lodged with the Secretary of the Association at the FOE office in writing or electronic form, seven days before the Annual General Meeting. Eligible nominees must be current financial members of FOE.
- 22.2. If there are insufficient nominations for the number of elected positions on The Committee, nominations will be called at the Annual General Meeting from eligible members.
- 22.3. The Annual General Meeting shall decide the number of elected positions on the Committee of Management, all elected positions will be declared vacant at each Annual General Meeting.
- 22.4. At the Annual General Meeting if the number of nominations received is less than or equal to the number of vacancies to be filled, those nominated shall be declared elected.
- 22.5. If an election is required, the Secretary shall be responsible for the conduct of the poll by a secret ballot, by applying the first past the post method of voting.
- 22.6. At the Annual General Meeting, separate elections must be held for each of the office holder positions of the Association, as listed in Rule 23.

## **23. OFFICE HOLDERS - COMMITTEE of MANAGEMENT**

- 23.1. The officers of the Association shall be—

- 23.1.1. A Convenor (Chair),

- 23.1.2. A Treasurer;

- 23.1.3. A Secretary.



- 23.2. The provisions of rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons (also known as supporters) to any of the offices referred to in sub-rule (1).
- 23.3. Each officer of the Association shall hold office until the next Annual General Meeting after the date of their election but is eligible for re-election.
- 23.4. In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its supporters from a local group member to the vacant office and the supporter appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

## **24. ORDINARY MEMBERS - COMMITTEE of MANAGEMENT**

- 24.1. Subject to these Rules, each ordinary member elected to the committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- 24.2. In the event of a casual vacancy occurring in the office of an ordinary supporter member of the committee, the committee may appoint a supporter from a member of the Association to fill the vacancy and the supporter appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **25. VACANCIES – COMMITTEE of MANAGEMENT**

- 25.1. The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—
  - 25.1.1. Ceases to be a member of the Association; or
  - 25.1.2. Becomes insolvent under administration within the meaning of the Corporations Act; or
  - 25.1.3. Resigns from office by notice in writing given to the Secretary.
  - 25.1.4. The Committee may fill casual vacancies by appointing eligible members between Annual General Meetings.



## **26. MEETINGS OF THE COMMITTEE of MANAGEMENT**

- 26.1. The Committee shall meet at least quarterly at such place and such times as the committee may determine.
- 26.2. Where it is impractical to meet in person, the use of virtual meeting technologies is acceptable.
- 26.3. Special meetings of the committee may be convened by the Convenor or by any Office Holders of the committee.

## **27. NOTICE OF COMMITTEE MEETINGS**

- 27.1. The Convenor shall ensure that a minimum of one week's notice of committee meetings is given to all members of the committee.
- 27.2. Notification methods can consist of:
  - 27.2.1. Email notification via the Secretary of the Associations
  - 27.2.2. Posted in shared web based calendars
  - 27.2.3. Or other electronic devices
- 27.3. Written or electronically conveyed 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.

## **28. QUORUM FOR COMMITTEE MEETINGS**

- 28.1. Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 28.2. No business may be conducted unless a quorum is present.
- 28.3. If within half an hour of the time appointed for the meeting a quorum is not present
  - 28.3.1. in the case of a special meeting—the meeting lapses;
  - 28.3.2. in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4. The committee may act notwithstanding any vacancy on the committee.



## **29. PRESIDING OF COMMITTEE MEETINGS**

29.1. At meetings of the committee—

29.1.1. the Convenor or, 29.1.2. if the Convenor is absent, or is unable to preside, the members present must choose one of their number to preside.

## **30. VOTING AT COMMITTEE MEETINGS**

30.1. Decisions of the committee shall be made by consensus.

30.2. Where consensus cannot be reached the matter shall be closed and reform after a minimum of 24 hours for consideration.

30.3. On reformation of the meeting and consensus is again not reached a simple majority of members present may call for the matter to be decided by a minimum 70% majority vote.

30.4. Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined using the same consensus based decision making rules.

## **31. REMOVAL OF COMMITTEE MEMBERS**

31.1. The Association in the Annual General Meeting may, by resolution and in accordance with consensus decision making, remove any individual member of the committee before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.

31.2. A Committee member who is the subject of a proposed resolution referred to in sub-rule (31.1) may make representations in writing to the Secretary or Convenor of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

31.3. The Secretary or the Convenor may give a copy of the representations to each member of the Association or, if they are not so given, the committee member may require that they be read out at the meeting.



## **32. MINUTES OF COMMITTEE MEETINGS**

- 32.1. The Secretary of the Association must keep minutes of the resolutions and proceedings of each Annual General Meeting and each committee meeting, together with a record of the names of persons present at meetings.
- 32.2. Minutes shall be available from the FoE Melbourne office and made available to all members via the FoE email list.

## **33. SECONDMENT OF SPECIALIST ADVICE TO COMMITTEE**

- 33.1. Additional non-voting Committee members may be seconded by the committee from time-to-time, to provide specialist advice, for a term determined by the committee.

## **34. WORKERS COLLECTIVE**

- 34.1. There shall be a Workers Collective which shall consist of all paid workers at FOE.
- 34.2. The Workers Collective shall have the power to consider and make recommendations on all matters relating to the conditions for workers at FOE.
- 34.3. The Workers' Collective shall also have the distinct and inalienable right to veto the appointment of any new workers at FOE, and shall have at least one nominee on each selection panel for new workers.

## **35. CAMPAIGN COLLECTIVES**

- 35.1. Campaign Collectives shall form to campaign on issues consistent with FOE's aims and objectives and internal policies.
- 35.2. Members wishing to campaign shall join or form a campaign collective.
- 35.3. New campaigns shall be subject to endorsement by the Strategy Collective.
- 35.4. The collective shall have the power to manage the affairs of the campaign work.
- 35.5. All members of FOE and paid workers shall be eligible to join any collective.
- 35.6. Collective meetings shall be held regularly, at least six (6) shall be held each calendar year.
- 35.7. Four (4) collective members shall constitute a quorum.



- 35.8. Decisions shall be made as for Strategy Collective meetings, referred to in 20.4 to 20.6 35.9. Each meeting shall appoint a chairperson and minute taker. All resolutions, proceedings and names of people present shall be recorded and be available at the FOE Operations..
- 35.10. Each collective shall prepare reports from time to time as required by the Strategy Collective or The Committee.
- 35.11. Each collective shall be represented at Strategy Collective meetings.

## **36. INTERNAL POLICIES**

- 36.1. Internal policies may be established and amended by the Strategy Collective or The Committee and shall not contradict the Aims and Objective of FOE.
- 36.2. Internal Policies shall be binding on FOE in all its activities and decisions.
- 36.3. Members of FOE shall not act to contradict the Internal Policies of FOE when representing FOE
- 36.4. The Strategy Collective shall ensure that all members have access to a full list of the Internal Policies, which will be available for inspection at the office of FOE.

## **37. FINANCE**

- 37.1. The Strategy Collective shall be responsible for the:
- 37.1.1. collection and receipt of all money due to FOE and authorising payments;
  - 37.1.2. keeping of correct accounts and books to show the financial affairs of FOE with full details of all receipts and payments connected with the activities of FOE.
  - 37.1.3. all monies received shall be deposited in FOE's bank account and all payments shall be made either by cheque, EFT or from a petty cash account as authorised by the Strategy Collective.
  - 37.1.4. The financial accounts and books shall be available for inspection by the membership at the FOE office upon reasonable notice to the Secretary.
  - 37.1.5. The signatories to FOE accounts shall be no less than three and no more than seven in number. Every disbursement shall be authorised by at least two signatories.
  - 37.1.6. The funds of FOE shall come from grants, annual membership fees, donations and such other sources as determined by FOE. Funds raised by FOE campaigns shall be allocated



and dispersed by the Gift Fund Committee, , subject to the Rules and Internal Policies of FOE.

## **38. FRIENDS OF THE EARTH FUND**

- 38.1. Friends of the Earth will establish and maintain a public fund called Friends of the Earth Fund for the specific purpose of supporting the environmental objects/ purposes of Friends of the Earth.
- 38.2. General rules governing the Friends of the Earth Fund:
  - 38.2.1. The objective of the Fund is to support the environmental purposes/objects of the organisation.
  - 38.2.2. Members of the public will be invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.
  - 38.2.3. Money from interest on donations, income derived from donated property, and money from the realisation of such property will be deposited into the Fund.
  - 38.2.4. A separate bank account will be maintained to deposit and hold money donated to the Fund, including interest accruing thereon.
  - 38.2.5. Receipts will be issued in the name of the Fund and proper accounting records kept.
  - 38.2.6. Fund will be operated on a non-profit basis.
  - 38.2.7. A committee of management has been established, and will be maintained, for the Fund. A majority of the committee members will be “responsible persons” as defined by the Guidelines to the Register.
- 38.3. The organisation must inform the Department responsible for the environment as soon as possible if:
  - 38.3.1. it changes its name or the name of its public fund; or
  - 38.3.2. there is any change to the membership of the management committee of the public fund; or
  - 38.3.3. there has been any departure from the model rules of the public fund.
- 38.4. The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that the gifts made to the fund are only used for its principal purpose.



- 38.5. The income and property of the organisation 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, director, or trustees of the organisation.
- 38.6. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.
- 38.7. In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 38.8. 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. An audited financial statement for the organisation and its public fund will be supplied with the statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

### **39. SEAL**

- 39.1. The Common Seal of FOE shall be kept by the Secretary in safe custody at the FOE office.
- 39.2. The Common Seal shall not be put onto any instrument except by authority of the Strategy Collective or The Committee. The use of the Common Seal shall be witnessed by the signatures of two elected Members of The Committee of Management.

### **40. WINDING UP**

- 40.1. FOE can only be wound up by a Special Resolution. In the event of winding up, the assets of FOE shall be transferred to some other organisation having aims and purposes similar to those of FOE and approved by the Commissioner of Taxation in accordance with [Section 30-270 (3) of the ITAA] under the Income Tax Assessment Act 1997.

### **41. CUSTODY and INSPECTION OF BOOKS and RECORDS**

- 41.1. Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.



41.2. 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.

41.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

## **42. NOTICES**

42.1. A notice may be served on behalf of FOE upon any member either personally, or by sending it by post *or by email to the postal or email address shown in the Register of Member.*

42.2. Where a notice is properly addressed pre paid and posted to a person as a letter, the document shall be deemed to have been given to the person two business days after it was posted.

42.3. Where a notice is given by email, it shall be deemed to have been given on the day the email was sent, and if that day is not a business day, then on the next business day.

## **43. TRADING**

43.1. The association is authorized to trade in accordance with section 51(4)(a) of the Associations Incorporation Reform Act 2012

## **43. DISSOLUTION**

44.1. The association may be dissolved by a special resolution supported by the financial members of the Association present at a General Meeting, especially summoned for the purpose and in accordance with the Associations consensus decision making processes.

44.2. Such a resolution to dissolve shall specify an association towards which the funds of the dissolved Association shall be transferred.



## AMENDMENTS

- The FoE Melbourne Constitution was amended on the 4<sup>th</sup> December 2012 with changes approved at the FoEM AGM, on the 29<sup>th</sup> November 2012 in Collingwood, Melbourne.
- The FOE Melbourne Constitution was amended on October/November 2013, for presentation and approval at the FOEM AGM 28<sup>th</sup> November 2013 Collingwood, Melbourne.
- The FOE Melbourne Constitution was amended on 8<sup>th</sup> December with changes approved at the FoEM AGM, on the 27<sup>th</sup> November 2016 in Collingwood, Melbourne.
- The FOE Melbourne Constitution was amended in September 2018 with changes approved at the FoEM AGM, on the 29<sup>th</sup> November 2018 in Collingwood, Melbourne.



## APPENDIX 1

Form of Appointment of Proxy for Meeting of Association regarding Membership Resignation, Suspension, Expulsion or Change of Status

Convened under Rule 13.3

I, \_\_\_\_\_ of \_\_\_\_\_

(name)

(Group and address)

being a member of *Friends of the Earth Melbourne Inc* appoint

\_\_\_\_\_  
(Name of proxy holder and local group)

of

\_\_\_\_\_  
(Address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf

at the appeal to the general meeting of the Association convened under rule 13.3, to

be held on: \_\_\_\_\_

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote on the following resolution:

[insert details of resolution passed under rule 9(1)]

Signed

Date



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## APPENDIX 2

### Form of Appointment of Proxy for Annual & General Meetings

I, \_\_\_\_\_ of \_\_\_\_\_  
(Name) (group and address)

being a member of Friends of the Earth Melbourne Australia

Appoint \_\_\_\_\_ of \_\_\_\_\_  
(Name of proxy holder) (group and address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote 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 on the following resolution

[insert details of resolution here]

Signed

Date

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## APPENDIX 3

### Schedule of Fees

Entry Fee	FREE
<b>Annual Subscription</b>	<b>Amount</b>
Concession	\$30
Active Friend	\$30

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END



