

**STATEMENT OF PURPOSE  
(As amended October, 2020)**

**PROJECT PLATYPUS ASSOCIATION INC**

Organisation Number A0032984K

The purpose of Project Platypus Association Inc. is to support and empower local communities to improve the environmental and social health of Victoria, whilst maintaining and improving rural productivity.

# Project Platypus Association Inc.

Organisation Number A0032984K

## Rules for an Incorporated Association (As amended 2011)

1 (1) The name of the incorporated association is:

**PROJECT PLATYPUS ASSOCIATION INCORPORATED** (in these rules called "the Association".)

1(2) The assets and income of the Association shall be applied solely in furtherance of its above mentioned purpose and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### INTERPRETATION

2 (1) In these rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association.

"Financial Year" means the year ending 30th June.

"General Meeting" means a general meeting of members convened in accordance with Rule 11

"Member" means a member of the Association.

"Member of the Committee" means a member of the Committee who is not an Officer of the Association under Rule 21

"The Act" means the *Associations Incorporation Act 1981*.

"The Regulations" means the regulations under the Act.

2 (2) In these Rules, a reference to the Secretary of the Association is a reference:

(a) where 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.

2 (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

### APPLICATION FOR MEMBERSHIP

3(1) (a) An association which either by self-nomination in writing or by invitation in writing, and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.

(b) Membership is to be limited to Landcare Groups and other associations who are primarily concerned with Landcare, environmental works and rural productivity.

(c) Member associations shall provide in writing to the Secretary of the Association a list of a maximum of five delegates authorised by the member to act on its behalf.

(d) No person other than a delegate under Rule 3(1) (c) may act on behalf of a member.

3 (2) An association which was not a member of the Association at the time of incorporation of the Association (or which was such a member and has ceased to be a member) shall not be admitted to membership:-

- (a) unless it is nominated as provided in sub-clause (3); and
  - (b) its admission as a member is approved by the Committee.
- 3 (3) A nomination of an association for membership of the Association shall be lodged with the Secretary of the Association.
- 3 (4) As soon as practicable after the receipt of the nomination, the Secretary shall refer the nomination to the Committee.
- 3 (5) Upon the nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 3 (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that it is approved for membership and request payment within 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- 3(7) The Secretary, shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association.
- 3 (8) A right, privilege, or obligation of an association by reason of its membership of the Association:
- (a) is not capable of being transferred or transmitted to another association:
  - (b) terminates upon cessation of its membership whether by death or resignation or otherwise.

#### **ANNUAL SUBSCRIPTION**

- 4 The annual subscription fee is \$20 and is payable in advance on or before the 1st day of July in each year.

#### **REGISTER OF MEMBERS**

- 5 The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

#### **RESIGNATION AND EXPULSION OF MEMBER**

- 6(1) A member of the Association who has paid all moneys due and payable by it to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of its intention to resign and on expiration of that period of notice, the member shall cease to be a member.
- 6 (2) Upon expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom notice was given, ceased to be a member.
- 7 (1) Subject to these rules, the Committee may by resolution:
- (a) expel a member from the Association,
  - (b) suspend a member from membership of the Association for a specified period: or

(c) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member.

(i) has refused or neglected to comply with these rules. or

(ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association

7 (2) A resolution of the Committee under sub-clause 7(1):

(a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause: and

(b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

7(3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

(a) setting out the resolution of the Committee and the grounds on which it is based:

(b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice:

(c) stating the date, place and time of that meeting

(d) informing the member that it may do one or more of the following:

(i) Attend that meeting;

(ii) Give to the Committee before the date of the meeting a written statement seeking revocation of the resolution;

(iii) Not later than 24 hours before the due date of the meeting. lodge with the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.

7 (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee. -

(a) shall give the member an opportunity to be heard:

(b) shall give due consideration to any written statement submitted by the member: and

(c) shall by resolution determine whether to confirm or revoke the resolution.

7 (5) Where the Secretary receives notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held 21 days after the date on which the Secretary received the notice.

7 (6) At a general meeting of the Association convened under sub clause (5):

(a) no business other than the question of the appeal shall be transacted:

(b) the Committee shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member shall be given the opportunity to be heard: and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7 (7) If at the general meeting:-

(a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

#### **ANNUAL GENERAL MEETING**

8 (1) The Association shall in each calendar year, convene an annual general meeting of its members.

8 (2) The annual general meeting shall be held on such a day as the Committee determines.

8 (3) The annual general meeting shall be specified as such in the notice convening it.

8 (4) The ordinary business of the annual general meeting shall be:

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.

(b) to receive from the Committee reports upon transactions of the Association during the preceding financial year,

(c) to elect the Chairman of the Association and the Members of the Committee; and

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

8 (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.

8 (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### **SPECIAL GENERAL MEETING**

9 All general meetings other than the annual general meeting shall be called Special General Meetings.

10(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

10(2) The Committee shall, on the requisition in writing of Members representing not less than 5% (five percent) of the total number of Members, convene a special general meeting of the Association.

10(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the Members making the requisition.

10(4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them may convene a special general meeting to be held not later than 3 months after that date.

10(5) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner or as nearly is possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## NOTICE OF MEETING

- 11(1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, or if a special resolution has been proposed at least 21 days, cause to be sent to each Member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 11(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## PROCEEDINGS AT MEETINGS

- 12(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 12(2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting considered that item.
- 12(3) Five persons being personally present (being one delegate per Member under Rule 3(1) (c) entitled to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- 12(4) If within half an hour after the appointed time for the commencement of a general meeting. a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman 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.
- 13(1) The Chairman, or in his absence. the Vice-Chairman, shall preside as Chairman at each general meeting of the Association.
- 13(2) If the Chairman and the Vice-Chairman are absent from a general meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.
- 14(1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14(3) Except as provided in sub-clauses (1) and (2) it is not necessary to give notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 15 A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and 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 votes recorded in favour of, or against that resolution
- 16(1) Upon any question arising at a general meeting of the Association. a Member has one vote only

- 16(2) All votes must be given personally.
- 16(3) In the case of an equality of voting on a question. the Chairman of the meeting is entitled to exercise a second or casting vote.
- 16(4) A person being the delegate under Rule 3(1) (c) of two or more Members shall not be entitled to vote on behalf of more than one Member in any ballot.
- 17(1) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 18 A Member is not entitled to vote at any general meeting unless all moneys due and payable by it to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 19 No Member or delegate under Rule 3(1) (c) shall be entitled to appoint another member or delegate under Rule 3(1) (c) as its or his proxy.

#### **COMMITTEE OF MANAGEMENT**

- 20(1) The affairs of the Association shall be managed by a Committee of management constituted as provided in Rule 21.
- 20(2) The Committee:-
- (a) shall control and manage the business and affairs of the Association including
- (i) shall permit the Association to engage in trade for the furtherance of the purpose of the Association, in accordance with s51.4 (iii) of the Act
  - (ii) shall permit the Association to borrow money, enter credit agreements and make investments for the furtherance of the purpose of the Association
  - (iii) Administer the Project Platypus Public Fund in accordance with the terms and conditions of the Fund as detailed in Appendix 1 of these Rules
- (b) may, subject to the rules and regulations of the Act, exercise all such powers and functions as maybe exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the Association; and
- (c) subject to these rules, the Regulations and the Act has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 21(1) The Officers of the Association shall be appointed by nomination at meetings of the Management Committee and shall consist of the Chairman and:
- (a) a Vice-Chairman;
  - (b) a Treasurer; and
  - (c) a Secretary.

The office of Chairman shall be made by appointment at a general meeting in accordance with Rule 8.4(c) notwithstanding that in the event of a casual vacancy the Committee may by a majority verdict appoint a member to the office of Chairman and who shall hold office until the next general meeting.

- 21(2) The provisions of Rule 23 so far as these are applicable and with the necessary modifications, apply to and in relation to the election of persons to any offices mentioned in sub clause (1).
- 21(3) Each Officer of the Association shall hold office until the Committee meeting following an annual general meeting at which an election of officers, with the exception of the Chairman, shall take place but each Officer is eligible for re-election.
- 21(4) In the event of a casual vacancy in any office referred to in sub clause (1), the Committee may appoint one of its members to the vacant office.
- 22(1) Subject to section 23 of the Act, the Committee shall consist of ten Committee members comprising:-
- (a) the Officers of the Association: and
  - (b) six delegates under Rule 3(1) (c)

each of whom shall be elected at the annual general meeting of the association each year.

- 22(2) In the event of a casual vacancy occurring in the office of any member of the Committee, the Committee may appoint a delegate under Rule 3(1) (c) of a member of the Association to fill the vacancy and the delegate under Rule 3(1) (c) of a member of the Association shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

#### **ELECTION OF OFFICERS AND VACANCY**

- 23(1) Nominations of candidates for election as Chairman of the Association and/or as members of the Committee may be made in writing and delivered to the Secretary or made in person at the annual general meeting.
- 23(2) If insufficient nominations are received to fill vacancies on the Committee. these vacancies are to be treated as casual vacancies under Rule 22(2).
- 23(4) If the number of nominations exceeds the number of vacancies to be filled. a ballot shall be held.
- 23(5) The ballot for the election of the Chairman and members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 23(6) A nomination of a candidate for election under this clause shall be valid if that candidate has been nominated for another office for election at the same election.
- 24 For the purposes of these rules, the office of an Officer of the Association or of a member of the Committee becomes vacant if the Officer or member:-
- (a) ceases to be a delegate under Rule 3(1) (c) of a member of the Association
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) code.
  - (c) resigns his office by notice in writing given to the Secretary.



## PROCEEDINGS OF THE COMMITTEE

- 25(1) The Committee shall meet at least 3 (three) times each year at such place and such times as the Committee may determine.
- 25(2) Special meetings of the Committee may be convened by the Chairman or any 4 (four) members of the Committee.
- 25(3) Notice shall be given to the members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 25(4) Any 5 (five) members of the committee constitute a quorum for the transaction of business of a meeting of the Committee.
- 25(5) A meeting of the Committee may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting
- 25(6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- 25(7) At meetings of the Committee:-
- (a) the Chairman or in his absence the Vice-Chairman shall preside. or
  - (b) if the Chairman and the Vice-Chairman are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 25(8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25(9) Each committee member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equal number of votes on any question, the person presiding may exercise a second or casting vote.
- 25(10) Written notice of each Committee meeting shall be served on each member of the committee by delivering it to him at reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known abode at least two business days before the date of the meeting.
- 25(11) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the committee.

## SECRETARY

- 26 The Secretary of the Association shall
- (a) keep minutes of the resolutions of each general meeting, executive meeting and each committee meeting in books provided for that purpose together with a record of the names of persons at committee meetings.
  - (b) oversee the Register of Members
  - (c) oversee use of the Common Seal of the Association

## **TREASURER**

- 27(1) The Treasurer of the Association:-
- (a) shall oversee the collection and receipt of all moneys due to the Association and oversee all payments authorised by the Association: and
  - (b) shall oversee the 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.
- 27(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

## **REMOVAL OF MEMBER OF COMMITTEE**

- 28(1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until expiration of the term of the first mentioned member.
- 28(2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Chairman of the Association (not exceeding a reasonable length) and request that they be notified to the Members of the Association, the Secretary or the Chairman may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.

## **PAYMENTS**

29. All cheques, electronic transactions, drafts, bills of exchange, promissory notes and other negotiable instruments shall each be authorised by two parties drawn from the Manager of the Association and delegated Committee office holders of the Association.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 30 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## **NOTICES**

- 31(1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at his address shown in the register of Members.
- 31(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **WINDING UP OR CANCELLATION**

- 32 In the event of the winding up or the cancellation of the incorporation of the Association the assets (excluding Lot 8 on PS126840, 9 Ormston Street, Stawell and buildings) of the Association shall be disposed of in accordance with the provision of the Act to the Landcare Australia Foundation. In the event of disposal of property (Lot 8 on PS126840, 9 Ormston Street, Stawell) all proceeds of the sale are to be dispersed to the benefit of the Stawell community in a way decided by the presiding Project Platypus board chair and an elected councilor from Northern Grampians Shire Council

### **CUSTODY OF RECORDS**

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

### **FUNDS**

- 34 The funds of the Association shall be derived from annual subscriptions, donations and other such sources as the Committee determines.

## APPENDIX 1

### PROJECT PLATYPUS PUBLIC FUND

The fund is to be administered and managed according to the following rules:

- 1 The fund is to be established and maintained as a Public Fund to be called the *Project Platypus Public Fund* for the specific purpose of supporting the environmental purposes of the Association. 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*.
- 2 The Association must inform the Department responsible for the environment as soon as possible if:-
  - a) it changes its name or the name of its public fund; or
  - b) there is any change to the membership of the management committee of the public fund; or
  - c) there has been any departure from the model rules for Public Funds located in the Guidelines to the Register of Environmental Organisations.
- 3 The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 4 The income and property of the Public Fund 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 dividends, bonus or by way of profit to members, directors, or trustees of the Association.
- 5 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.
- 6 In case of the winding-up of the Public Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 7 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.
- 8 An audited financial statement for the Association and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of public fund assets.
- 9 The Project Platypus Public Fund must be managed:-
  - a) as such that the objective of the Public Fund is to support the Associations' environmental purposes.
  - b) as such that the members of the public are to be invited to make gifts of money or property to the Public Fund for the environmental purposes of the Association.
  - c) as such that the money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Public Fund.

- d) as such that a separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- e) as such that receipts are to be issued in the name of the Public Fund and the proper accounting records and procedures are to be kept and used for the Public Fund.
- f) as such that the Public Fund is operated on a not-for-profit basis.
- g)** as such that a Committee of Management of no fewer than three persons will administer the fund. The committee is appointed by the Association. A majority of the members of the committee shall be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

Signed



Clive Carlyle – Chairman



Michael Greene – Vice Chairman