



LANDSCAPING VICTORIA INCORPORATED

RULES

ABN 41 356 208 034
Reg. No. A 0023319L

TABLE OF CONTENTS

| | |
|---|----------|
| PART 1 - NAME AND PURPOSES | 1 |
| 1. NAME | 1 |
| 2. PURPOSES | 1 |
| 3. LEGAL CAPACITY AND POWERS | 1 |
| 4. NOT FOR PROFIT | 1 |
| PART 2 — MEMBERSHIP | 2 |
| 5. CATEGORIES OF MEMBERSHIP | 2 |
| 6. ELIGIBILITY | 2 |
| 7. APPLICATIONS | 2 |
| 8. APPROVAL | 3 |
| 9. ENTRANCE FEES AND SUBSCRIPTIONS | 3 |
| 10. RIGHTS, OBLIGATIONS AND LIABILITY | 4 |
| 11. DISCIPLINARY ACTION | 4 |
| 12. RESIGNATION | 5 |
| 13. CESSATION | 5 |
| 14. REGISTER OF MEMBERS | 5 |
| 15. GRIEVANCE PROCEDURE | 5 |
| PART 3 — MEMBERS' MEETINGS | 6 |
| 16. ANNUAL MEMBERS' MEETING | 6 |
| 17. SPECIAL MEMBERS' MEETINGS | 7 |
| 18. NOTICE | 8 |
| 19. PROXIES | 8 |
| 20. USE OF TECHNOLOGY | 8 |
| 21. QUORUM | 9 |
| 22. CHAIRING | 9 |
| 23. PARTICIPATION | 9 |
| 24. VOTING | 9 |

| | | |
|--|------------------------------------|-----------|
| 25. | POLL | 9 |
| PART 4 - THE BOARD..... | | 9 |
| 26. | MEMBERSHIP..... | 9 |
| 27. | ELECTION OF BOARD MEMBERS..... | 10 |
| 28. | TERM OF OFFICE..... | 10 |
| 29. | RESPONSIBILITY AND POWERS..... | 11 |
| 30. | REGULATIONS..... | 11 |
| 31. | DUTIES..... | 11 |
| 32. | INDEMNITY | 11 |
| 33. | ELECTION OF OFFICE BEARERS | 11 |
| 34. | EXECUTIVE OFFICER..... | 12 |
| 35. | SECRETARY..... | 12 |
| PART 5 - BOARD MEETINGS | | 12 |
| 36. | CONVENING | 12 |
| 37. | NOTICE | 13 |
| 38. | USE OF TECHNOLOGY | 13 |
| 39. | QUORUM | 13 |
| 40. | CHAIRING | 13 |
| 41. | VOTING | 13 |
| 42. | CONFLICT OF INTEREST | 13 |
| 43. | LEAVE OF ABSENCE..... | 14 |
| 44. | RESOLUTIONS WITHOUT MEETING | 14 |
| PART 6 — FINANCIAL AND LEGAL..... | | 14 |
| 45. | SOURCES OF FUNDS..... | 14 |
| 46. | FINANCIAL YEAR..... | 14 |
| 47. | MANAGEMENT OF FUNDS..... | 14 |
| 48. | PAYMENTS | 14 |
| 49. | AUDIT AND REVIEW OF ACCOUNTS | 15 |
| 50. | MINUTES..... | 15 |

| | | |
|------------|---------------------------------|-----------|
| 51. | RECORDS | 15 |
| 52. | COMMON SEAL | 15 |
| 53. | AMENDMENT OF RULES | 15 |
| 54. | WINDING UP | 16 |
| 55. | NOTICES | 16 |
| 56. | INTERPRETATION | 16 |
| | APPENDIX 1 | 18 |

PART 1 - NAME AND PURPOSES

1. Name

1.1 The name of the incorporated association is "Landscaping Victoria Incorporated".

2. Purposes

2.1 The purposes of the association are:

- (a) To promote the interests of the Industry throughout Victoria; and
- (b) To render such support and assistance to its members as the Association may deem proper and advisable.

2.2 The Association envisages that it will achieve its purposes by:

- (a) securing for its members all the advantages of unity of action in any manner whatsoever;
- (b) promoting exhibitions relevant to the interests of the Association or its members;
- (c) promoting co-operation between members;
- (d) encouraging and preserving by every means, skill in the industry;
- (e) printing, publishing, issuing and circulating such periodicals, books, circulars, advertisements and other publications as may seem conducive to the interests of the Association and its members;
- (f) appointing, employing, engaging, removing or suspending such persons as the Board considers necessary or convenient for the purposes of the Association;
- (g) supporting, encouraging and maintaining a practical system of apprenticeship combined with technical education;
- (h) providing an authoritative and representative voice for landscape designers, contractors, builders, gardeners, horticulturalists, project managers, sub-contractors, suppliers and any other persons engaged in the industry on matters of common interest;
- (i) enhancing the reputation for skill, integrity and responsibility of the members of the Association through the establishment and maintenance of the Industry standards.

3. Legal Capacity and Powers

3.1 The association has the legal capacity of an incorporated body, as provided by section 14(2) of the Associations Act.

3.2 The association has power to do all things incidental or conducive to the attainment of its purposes, as provided by section 16 of the Associations Act.

3.3 The association may only:

- (a) exercise its powers; and
- (b) use its income and assets (including any surplus);

for its purposes.

4. Not For Profit

4.1 The association must not distribute any surplus, income or assets directly or indirectly to its members.

4.2 Rule 5.1 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.

PART 2 — MEMBERSHIP

5. Categories of membership

5.1 The categories of membership of the association are:

- (a) Full membership
- (b) Provisional membership
- (c) Life membership
- (d) Student membership
- (e) Affiliate membership
- (f) Honorary membership

5.2 Full members are admitted to one or more of the following Industry sector sub-categories:

- (a) Landscape Builder
- (b) Landscape Designer
- (c) Supplier
- (d) Landscape Gardener / Horticulturalist
- (e) Commercial Landscaper.

5.3 The Board may add to, remove or otherwise alter the number and nature of each Industry sector sub-category.

6. Eligibility

6.1 The Board must determine the eligibility criteria for each category or sub-category of membership.

6.2 The Board must make available the eligibility criteria for each category of membership upon request.

7. Applications

7.1 Applications for membership must be:

- (a) in writing, in the form determined by the Board, stating:
 - (i) That the applicant wishes to become a member of the association;
 - (ii) The category of membership the applicant is seeking admission into;
 - (iii) That the applicant supports the purposes of the association; and
 - (iv) That the applicant agrees to comply with these rules and the regulations of the association;
- (b) signed by the applicant;
- (c) accompanied by the entrance fee;
- (d) given to the Executive Officer; and
- (e) if the applicant is not an individual, the name of the individual that will be the authorised representative of the applicant upon admission to membership.

7.2 Upon receiving an application the Executive Officer must prepare an assessment report and make a recommendation to the Board in relation to the application.

8. Approval

8.1 The Board must consider the application, together with the Executive Officer's assessment report and recommendation, at the Board meeting following the completion of the assessment report and the making of the recommendation by the Executive Officer.

8.2 In considering an application under rule 8.1, the Board must by resolution either:

- (a) approve the application; or
- (b) reject the application; or
- (c) defer the application for a period not exceeding 12 months and direct the Executive Officer to make further enquiries regarding the applicant.

8.3 The Executive Officer must, without delay, notify the applicant whether the application has been approved or rejected, and if the application has been approved, the amount of the annual subscription fee (of part thereof) payable by the applicant.

8.4 Where an application is rejected:

- (a) no reason need be given;
- (b) the applicant may request, in writing within 30 days of receiving notice of the rejection, a review of the decision;
- (c) the applicant may not re-apply for membership until the expiry of a 12 month period from the date of the decision of the Board to reject the application, and in the case of a review under 8.4(b) the date of the final decision of the Board to reject the application.

8.5 The Board may grant provisional membership to an applicant whose application for full membership was rejected.

8.6 If the Board approves the application:

- (a) the applicant becomes a member from the date of the Board meeting; and
- (b) the name and address of the new member, and the date of becoming a member must be entered without delay in the register of members.

8.7 If the Board rejects an application, it is under no obligation to refund the entrance fee to the applicant.

9. Entrance Fees and Subscriptions

9.1 An entrance fee is payable by an applicant for:

- (a) Full membership
- (b) Provisional membership

but is not be payable by an applicant for student membership, affiliate membership, life membership or honorary membership.

9.2 Annual subscriptions are payable in advance and must be paid on or before 30 June each year by:

- (a) Full members
- (b) Provisional members
- (c) Student member

but are not payable by affiliate members, life members or honorary members.

- 9.3 Where a member is admitted to more than one Industry sector sub-category, the Board may require the member to pay more than one annual subscription.
- 9.4 The Board must by regulation set the amount of the entrance fee and annual subscription, which may be nil.
- 9.5 The amount of the entrance fee and annual subscription and the date for payment may vary according to criteria set by the Board in the regulations.
- 9.6 The voting and other rights of members who have not paid the annual subscription fee by the date for payment are suspended until the annual subscription is paid.
10. Rights, Obligations and Liability
- 10.1 The rights of members include:
- (a) to receive notice of members' meetings under rule 18;
 - (b) to participate in members' meetings under rule 23;
 - (c) to have access to the records of the association under rule 51.
- 10.2 The Board may grant any other rights to any membership category or Industry sector sub-category of members that it considers appropriate.
- 10.3 The rights of members are not transferable, and end when the member ceases to be a member in accordance with rule 13.
- 10.4 By becoming and remaining members, members agree to support the purposes of the association.
- 10.5 Members must at all times comply with these rules, the regulations and the Code of Ethics.
- 10.6 It is the responsibility of a member that is not an individual to notify the association of the name of their authorised representative and upon receiving notice the association must enter that name on the Register of members within 28 days.
- 10.7 The association may rely on the name of the authorised person listed on the Register.
- 10.8 Under section 14A of the Associations Act, these rules are an enforceable contract between the association and each member.
- 10.9 Under section 15(1) of the Associations Act, members (including Board members) are not liable to contribute to the debts and liabilities of the association by reason only of their membership.
11. Disciplinary Action
- 11.1 The Board may by resolution reprimand, suspend or expel a member for:
- (a) failing to comply with these rules, the regulations or the Code of Ethics; or
 - (b) conduct prejudicial to the association.
- 11.2 The Board must not pass a resolution under rule 11.1 unless the member concerned has been:
- (a) informed of the grounds for the proposed disciplinary action; and
 - (b) given a reasonable opportunity to be heard.
- 11.3 The Board:
- (a) may delegate its powers under this rule to a disciplinary subcommittee appointed by the Board; and

- (b) must do so if any Board member is biased against (or in favour of) the member concerned.
- 11.4 The members of the disciplinary subcommittee:
 - (a) need not be Board members or members of the association; but
 - (b) must not be biased against (or in favour of) the member concerned.
- 11.5 Rule 11.2 applies to the disciplinary subcommittee in the same way as the Board.
- 11.6 Under section 14AB of the Associations Act, the disciplinary procedure under this rule must be completed:
 - (a) as soon as is reasonably practicable; and
 - (b) before the member concerned can initiate the grievance procedure in rule 15 in relation to the disciplinary action.
- 11.7 The Board may fine members.
- 12. Resignation
 - 12.1 members may resign in writing given to the Secretary or another Board member.
 - 12.2 members whose subscriptions are more than 1 year in arrears are taken to have resigned.
- 13. Cessation
 - 13.1 members cease to be members on resignation, expulsion or death.
 - 13.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.
- 14. Register of members
 - 14.1 The Board must ensure that a register is kept containing:
 - (a) the name of each member;
 - (b) if the member is not an individual, the name of the member's authorised representative;
 - (c) the address for notices last given by the member;
 - (d) the date of becoming a member; and
 - (e) in the case of former members — the date of ceasing to be a member.
- 15. Grievance Procedure
 - 15.1 The grievance procedure in this rule applies to disputes under these rules between:
 - (a) a member and another member, and
 - (b) a member and the Board or the association.
 - 15.2 The parties must first attempt to resolve the dispute themselves.
 - 15.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this rule "conciliator").
 - 15.4 The conciliator:
 - (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member of the association; and
 - (d) if possible, must be appointed with the agreement of all parties.

- 15.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- 15.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 15.7 If the dispute is of the kind referred to rule 15.1(b), the conciliator may during and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 15.8 If the dispute is between a member and another member under rule 15.1(a) and the conciliator is unable to resolve the dispute by agreement between the parties:
- (a) the conciliator
 - (i) must refer the dispute to the Board for determination in accordance with rules 15.8(b) – 15.10; and
 - (ii) may make any recommendations to the Board that the conciliator considers appropriate; and
 - (b) The Board must determine the respective rights and obligations under these rules of the parties and any other members;
- 15.9 In making a determination under rule 15.8(b):
- (a) The Board may consider a recommendation by the conciliator;
 - (b) The Board must give each party a reasonable opportunity to be heard; and
 - (c) A Board member who has a personal interest in the dispute or is biased in favour of or against any party must not be present while the matter is being considered at a Board meeting and must not vote on the matter.
- 15.10 If the number of Board members is less than the quorum because of the application of rule 15.9(c), the dispute must be determined by the conciliator.
- 15.11 A determination of a conciliator under rule 15.7 or rule 15.10 or by the Board under rule 15.8(b) is binding on the parties and all members.
- 15.12 Under section 14B(2) of the Associations Act, a party may appoint another person to act on its behalf in the grievance procedure.
- 15.13 The *Victorian Commercial Arbitration Act 1984* does not apply to the grievance procedure in this rule.

PART 3 — MEMBERS' MEETINGS

16. Annual Members' Meeting
- 16.1 The Board must convene an annual members' meeting each year, to be held within 5 months of the end of a financial year.
- 16.2 Under section 30(3) of the Associations Act, at the annual members' meeting the Board must submit to the members a statement (in this rule the "financial statements") containing particulars of:
- (a) the income and expenditure of the association during its last financial year;
 - (b) the assets and liabilities of the association at the end of its last financial year;
 - (c) the mortgages, charges and securities of any description affecting any of the property of the association at the end of its last financial year;
 - (d) the same particulars in respect of each trust of which the association was trustee during any part of the last financial year; and

- (e) any trust, held on behalf of the association by a person or body other than the association, in which funds or assets of the association are placed.

16.3 Under section 30(3A) of the Associations Act, the financial statements must:

- (a) have a certificate attached in the form prescribed under the Associations Act signed by the Treasurer and another Board member certifying that the financial statements give a true and fair view of the financial position of the association during and at the end of its last financial year; and
- (b) if the accounts have been audited be accompanied by the audited accounts and auditor's report; or
- (c) if the accounts have been reviewed be accompanied by the report of the review.

16.4 The ordinary business of the annual members' meeting is:

- (a) to verify the minutes of:
 - (i) the last annual members' meeting, and
 - (ii) any special members' meetings since the last annual members' meeting;
- (b) to consider the annual report of the Board on the activities of the association during its last financial year;
- (c) to consider the financial statements and any accompanying audited accounts and auditor's report or report of a review; and
- (d) to elect the Board in accordance with rule 27.

16.5 The annual members' meeting may only consider other business of which notice has been given in accordance with rule 18.2(d).

16.6 Under section 30(4) of the Associations Act, the Secretary must give the Registrar a statement of the annual members' meeting in the form approved by the Registrar within 1 month of the annual members' meeting.

17. Special members' Meetings

17.1 The President and the Board may convene a special members' meeting.

17.2 The Board must convene a special members' meeting on the request in writing of at least 10 percent of members entitled to vote.

17.3 The request:

- (a) must state the business to be considered at the meeting, including any resolution to be proposed;
- (b) may consist of multiple copies of the same document;
- (c) must include the names, addresses and signatures of the members making the request; and
- (d) must be given to the Secretary or a Board member.

17.4 If the Board does not arrange for the special members' meeting to be held within 6 weeks of the request being made, the members making the request (or any of them) may convene the special members' meeting.

17.5 A special members' meeting convened by members under rule 17.4:

- (a) must be held within 3 months of the original request having been made; and
- (b) may only consider the business stated in the original request.

17.6 The association must reimburse all reasonable expenses incurred by the members convening a special members' meeting under rule 17.4.

17.7 Special members' meetings may only consider business of which notice has been given in accordance with rule 18.2(d).

18. Notice

18.1 At least 21 days notice in writing of members' meetings must be given to each member.

18.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,
- (b) if there is to be an election Rule 27 ("Election of Board Members"), the number of positions to be elected,
- (c) if the meeting is to be held at more than 1 place — the technology that will be used,
- (d) the general nature of each item of business to be considered, and
- (e) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution.

18.3 The notice must include under rule 18.2(d) any business that any member has requested in writing be considered.

18.4 The notice must also include:

- (a) a statement that:
 - (i) all members may appoint a proxy to attend, speak and vote instead of the member, and
 - (ii) proxies must be members of the association, and
- (b) a copy of rule 19.

18.5 The notice may include a form of appointment for the purposes of rules 18.4 and 19, but members are not required to use the form.

18.6 Despite rule 18.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

19. Proxies

19.1 members may only appoint other members as proxies.

19.2 Appointments of proxies must be:

- (a) in writing, naming the member (or members, in order) appointed;
- (b) signed by the member making the appointment; and
- (c) given to the Executive Officer no later than 24 hours before or at the commencement of the meeting.

20. Use of Technology

Members' meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

21. Quorum

- 21.1 The quorum for consideration of the ordinary business of the annual members' meeting is the presence in person of at least 5 members entitled to vote.
- 21.2 The quorum for the consideration of all other business at members' meetings is the presence in person or by proxy of at either 20 members entitled to vote or 10 percent of members entitled to vote, whichever is the lesser number.
- 21.3 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

22. Chairing

- 22.1 The President is entitled to chair members' meetings.
- 22.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 22.3 If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- 22.4 The chair of the meeting has a casting vote.

23. Participation

- 23.1 All members are entitled to attend, speak, and propose resolutions at members' meetings, except those whose rights have been suspended under rule 9.6 or 11.1.
- 23.2 Full members, provisional members, life members and affiliate members whose rights have not been suspended under rule 9.6 or 11.1 are entitled to vote at members' meetings.

24. Voting

- 24.1 Each member has 1 vote.
- 24.2 members may vote in person or by proxy.
- 24.3 Unless a poll is demanded:
 - (a) voting is by show of hands;
 - (b) votes by proxy are not counted; and
 - (c) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

25. Poll

- 25.1 In these rules "poll" means where votes are cast in writing.
- 25.2 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.
- 25.3 Votes by proxy are counted on a poll.
- 25.4 The poll must be taken as directed by the chair of the meeting.

PART 4 - THE BOARD

26. Membership

- 26.1 The Board must determine the number of members comprising the Board but the number must be no less than 6 and no greater than 10.
- 26.2 The Board must make a determination under rule 26.1 prior to notice being given to members of the annual members' meeting under rule 18.

26.3 The Board may not make a determination under rule 26.1 if it results in the expiration of the term of any Board member otherwise than in accordance with rule 28 ("Term of Office").

27. Election of Board members

27.1 Board members shall be elected to the fill positions on the Board at an annual members' meeting.

27.2 At least 50 percent of the members of the Board must be members.

27.3 Nominations of candidates for election as Board members of the Association must be:

- (a) made in writing, signed by two (2) 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 Executive Officer of the Association not less than seven (7) days before the date fixed for the holding of the annual members' meeting.

27.4 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 members' meeting.

27.5 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.

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

27.7 The ballot for the election of members of the Board must be conducted at the annual members' meeting in such manner as the Board may direct.

28. Term of Office

28.1 Board members shall hold office until the conclusion of the third annual members' meeting following their election, subject to rules 28.2-28.5.

28.2 Board members may be re-elected.

28.3 Board members may resign in writing given to the Secretary or a Board member.

28.4 Board members cease to be Board members if they:

- (a) cease to be members of the association under rule 11;
- (b) fail to attend 3 consecutive Board meetings without leave of absence under rule 43;
- (c) become bankrupt, or apply to take or take advantage of any law relating to bankrupt or insolvent debtors, or compound with their creditors, or make an assignment of their estate for the benefit of their creditors;
- (d) become subject to a guardianship or administration order under the *Victorian Guardianship and Administration Act 1986*; or
- (e) cease to reside in Australia.

28.5 A members' meeting may by resolution passed by a simple majority:

- (a) remove any Board member; and
- (b) fill the resulting vacancy for the remainder of the term of office.

28.6 If there is a vacancy in its membership (including a vacancy in accordance with rule 28.5(a) not filled under rule 28.5(b)), the Board may, subject to rule 27.2 appoint an individual to fill the vacancy for the remainder of the term of office.

- 28.7 The Board may continue to act despite any vacancy in its membership.
- 28.8 Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:
- (a) the acts of that person as a Board member, and
 - (b) decisions of Board meetings

in which that person has participated is not affected.

29. Responsibility and Powers

- 29.1 The Board is responsible for the management of the association, subject to rule 29.5.
- 29.2 The Board may exercise all powers of the association on its behalf.
- 29.3 The Board may:
- (a) establish subcommittees with such membership and terms of reference as it considers appropriate; and
 - (b) delegate its powers as it considers appropriate
- 29.4 The Board, and any of the Office Bearers, may delegate to the Executive Officer any powers or responsibilities that the Board or Office Bearer considers appropriate.
- 29.5 A members' meeting may by resolution direct the Board on any matter within its powers.

30. Regulations

- 30.1 The Board may by resolution make regulations to give effect to these rules.
- 30.2 Members must at all times comply with the regulations as if they formed part of these rules.

31. Duties

- 31.1 Officers must not make improper use of:
- (a) their position or
 - (b) information acquired by virtue of holding their position
- so as:
- (c) to gain an advantage for himself or herself or any other person; or
 - (d) to cause detriment to the association.
- 31.2 Officers must exercise their powers and discharge their duties with reasonable care and diligence.
- 31.3 Officers must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the association; and
 - (b) for a proper purpose.

32. Indemnity

The association indemnifies Board members against any liability incurred in good faith by them on behalf of the association in the course of performing their duties.

33. Election of Office Bearers

- 33.1 The Office Bearers of the Association are:
- (a) the President;

- (b) the Vice-President; and
- (c) the Treasurer.

- 33.2 The Office Bearers of the Association shall be elected by the Board.
- 33.3 An individual is not eligible for election to the position of President if that individual is not a full member or the authorised representative of a full member.
- 33.4 The election of Office Bearers must be conducted in a manner determined by the Chair.
- 33.5 Subject to rule 33.7, each Office Bearer other than the President shall hold office until the first Board meeting after the second annual members' meeting following their election, but is eligible for re-election.
- 33.6 Subject to rule 33.7, the President shall hold office until the first Board meeting after the second annual members' meeting following his or her election and is eligible for re-election:
- (a) for one further term; and
 - (b) at the expiry of that further term, must retire until the first Board meeting after the second annual members' meeting following the election of the new President and is then eligible for re-election.
- 33.7 An office bearer shall not hold office if he or she ceases to be a Board member under rule 28.4.

34. Executive Officer

- 34.1 The Board may appoint an Executive Officer on such remuneration and conditions of employment that the Board thinks appropriate.
- 34.2 The Executive Officer:
- (a) is accountable to the Board;
 - (b) may act on the instructions of any Office Bearer;
 - (c) may exercise any power delegated to the Executive Officer by the Board under rule 29.4;
 - (d) subject to a decision of the Board to the contrary, is entitled to receive notice of Board meetings under rule 38 and may be present at all Board meetings but may not exercise a vote on any issue;

35. Secretary

- 35.1 The Secretary is the Public Officer of the association for the purposes of the Associations Act.
- 35.2 The Board shall appoint the Secretary on such terms and conditions as the Board sees fit.
- 35.3 Under section 28(1) of the Associations Act, the Secretary must notify the Registrar within 14 days of appointment.
- 35.4 Under section 25(1) of the Associations Act, the Board must fill any vacancy in the position of Secretary within 14 days.

PART 5 - BOARD MEETINGS

36. Convening

- 36.1 The President or any 4 Board members may convene a Board meeting.
- 36.2 Ordinary Board meetings must be held at least 8 times each year.

- 36.3 At its first meeting after the annual members' meeting each year the Board:
- (a) must by resolution set the dates, times and places of ordinary Board meetings until the next annual members' meeting; and
 - (b) if there is a vacancy, elect Office Bearers in accordance with rule 33 ("Election of Office Bearers").

36.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

37. Notice

37.1 Each Board member must be given at least 7 days notice in writing of Board meetings, subject to rule 37.4.

37.2 Notice may be given of more than 1 Board meeting at the same time.

37.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.

37.4 In cases of urgency a meeting may be held without the notice required by rule 37.1, provided that as much notice as practicable is given to each Board member by the quickest practicable means.

38. Use of Technology

38.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board member present at all places the meeting is held to clearly and simultaneously communicate with every other such Board member.

38.2 Without limiting rules 38.1, Board meetings may be convened and held by telephone.

39. Quorum

39.1 The quorum for Board meetings is the presence in person of at 50 percent of Board members plus one member.

39.2 If a quorum of the Board cannot be formed because there are vacancies in its membership:

- (a) any member of the association may convene a special members' meeting; and
- (b) the special members' meeting may fill the vacancies.

40. Chairing

40.1 The President is entitled to chair Board meetings.

40.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.

40.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another Board member to chair.

40.4 The chair of the meeting has a casting vote.

41. Voting

41.1 Each Board member has 1 vote.

41.2 There is no voting by proxy.

42. Conflict of Interest

42.1 Officers who have a material personal interest in a matter that is being considered at a Board meeting 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 Associations Act and rule 16.3;
- (b) not be present while the matter is being considered at the meeting; and
 - (c) not vote on the matter.

42.2 Rule 42.1 does not apply to material personal interests that:

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

42.3 Rule 42.1 does not apply to material personal interests that exist only because the Officer is an employee of the association.

43. Leave of Absence

43.1 The Board may by resolution grant Board members leave of absence from Board meetings for up to 3 months.

43.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek leave of absence in advance.

44. Resolutions without Meeting

44.1 A resolution agreed to in writing by all Board members has the same effect as a resolution passed at a Board meeting.

44.2 In rule 44.1 "all Board members" does not include those Board members who:

- (a) would be prohibited by rule 42.1(c) from voting on the matter at a Board meeting; or
- (b) have leave of absence from Board meetings under rule 43.

PART 6 — FINANCIAL AND LEGAL

45. Sources of Funds

The funds of the association may be derived from subscriptions, donations, fund-raising activities, grants, interest and any other sources as the Board sees fit.

46. Financial Year

The financial year of the association is from 1 July to 30 June.

47. Management of Funds

47.1 The Board is responsible for the management of the funds of the association.

47.2 Under section 30A of the Associations Act, the association must maintain adequate and accurate accounting records of its financial transactions.

47.3 All money received by or on behalf of the association must be deposited without delay into a bank account in the name of the association.

48. Payments

48.1 All payments by the association must be:

- (a) specifically authorised in writing, and

- (b) in the case of cheques — signed, by at least 2 persons nominated by the Board by regulation or resolution.

48.2 The Board may nominate a list of individuals or positions for the purposes of rule 48.1.

48.3 Signatories must not sign cheques until the payee and amount have been written in.

49. Audit and Review of Accounts

The Association's accounts must be prepared and audited or reviewed as required by the Associations Act.

50. Minutes

50.1 The Board must ensure that minutes are taken and kept of all members' meetings and Board meetings (including resolutions without meeting).

50.2 The minutes of annual members' meetings must include a copy of:

- (a) the financial statements submitted to members in accordance with rule 16.2, and
- (b) any audited accounts and auditor's report or report of a review accompanying the financial statements in accordance with rule 16.3.

50.3 The minutes of special members' meetings must include a copy of any financial statement submitted to the meeting.

50.4 Members may inspect and obtain copies of minutes in accordance with rule 51.

51. Records

51.1 The Executive Officer must provide for the safe keeping of the records of the association.

51.2 The Executive Officer must on request make copies of these rules and the regulations available to members and applicants for membership without charge.

51.3 The Executive Officer must within 7 days of request make copies of:

- (a) the register of members, and
- (b) the minutes of members' meetings, available to members without charge.

51.4 Under section 29D of the Associations Act, a person, who is no longer entitled to custody of records of the association must return them to the Executive Officer within 28 days.

52. Common Seal

52.1 Rules 52.2 - 52.5 only apply if the association has a common seal.

52.2 A document may only be sealed with the common seal if authorised by resolution of the Board.

52.3 The sealing must be witnessed by the signatures of at least 2 Board members nominated by the Board by regulation or resolution.

52.4 The Board may nominate a list of individuals or positions to be signatories for the purpose of rule 52.3.

52.5 The Board must provide for the safe keeping of the common seal.

53. Amendment of Rules

53.1 Under section 22(1) of the Associations Act:

- (a) these rules may only be amended by special resolution;

- (b) an amendment to these rules does not take effect until it has been approved by the Registrar; and
- (c) the Secretary must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed.

54. Winding Up

54.1 The association may be wound up or cancelled voluntarily by special resolution in accordance with Part VIII of the Associations Act.

54.2 If the association is:

- (a) wound up voluntarily or otherwise; or
- (b) its incorporation is cancelled;

the surplus assets of the association must not be distributed to any member.

The surplus assets must be given to a body that:

- (c) has similar purposes to the association; and
- (d) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the association;

subject to rule 54.3.

54.3 If the association is wound up or cancelled voluntarily, the body to which its surplus assets are to be given must be decided by special resolution.

55. Notices

55.1 Members must give the association their address for notices, and any change in that address.

55.2 The address for notices may include an email address and a fax number.

55.3 The association must enter any change in the address of a member in the register of members.

55.4 Notice may be given to a member by sending it to the address last given by the member.

55.5 In these rules a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

55.6 Notices sent by prepaid post are taken to have been given on the second day after posting that is not a Saturday, Sunday or public holiday at that address.

55.7 Notices sent by email or fax are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

55.8 In this rule "member" includes a Board member.

56. Interpretation

56.1 In these rules, unless the contrary intention appears:

- (a) "the association" means the association named in rule 1.1.
- (b) "the Associations Act" means the Victorian *Associations Incorporation Act 1981*.
- (c) "assessment report" means a report prepared by the Executive Officer for the purpose of assisting the Board to assess the suitability of an applicant for membership of the association.

- (d) "authorised representative" means the individual nominated by a member that is a body corporate or group of individuals to exercise the rights of the member in the Association.
- (e) "Code of Ethics" means the Code of Ethics attached to these rules as Appendix 1.
- (f) "convene" means call and arrange to hold, and includes setting the date, time and place of the meeting.
- (g) "Industry" means the Landscape Industry and includes any trade, industry, business, undertaking, work, service, handicraft, employment or occupation concerned with or the building, making, planning, designing, alteration or maintenance of landscapes in residential, public, commercial or other settings and includes the supply of materials and services directly or indirectly related to any of the abovementioned.
- (h) "person" means any natural person or body corporate.
- (i) "member" means a person admitted to membership of the association in accordance with these rules.
- (j) "members' meeting" means a general meeting of members convened in accordance with these rules.
- (k) "Office Bearer" means a Board member elected to the position of President, Vice-President or Treasurer under rule 33.
- (l) "Officer" means a Board member, Secretary and any employee of the association who makes or participates in making decisions that affect the whole, or a substantial part, of the operations of the association.
- (m) "the Registrar" means the Registrar of Incorporated Associations under the Associations Act.
- (n) "regulations" means regulations of the association made under rule 30, and "regulation" has a corresponding meaning.
- (o) "special resolution" means, subject at all times to the Associations Act, a resolution which is passed by not less than three-quarters of all members who are entitled to vote and do so vote in person or by proxy at a general meeting of the Association of which not less than 21 days notice in writing specifying both the resolution and the intention to propose the resolution as a special resolution, was given in accordance with these Rules.
- (p) "in writing" includes emails and documents sent electronically.

56.2 The headings form part of these rules.

56.3 The Board is responsible for the interpretation of these rules and the regulations.

APPENDIX 1

CODE OF ETHICS

Members of Landscaping Victoria Incorporated believe that the interests of the community at large can best be served through the observance of a Code of Ethics which recognises that community confidence in the landscaping industry is enhanced by

Honesty and Courtesy

Skill and Competency

And Integrity for work and industry

To further these aims, Landscaping Victoria members are expected to:

- Enhance and foster professional and ethical practice in rendering services;
- Maintain the highest standards of honesty and integrity to clients, fellow members and the community;
- Comply with all laws and regulations in the conduct of their business;
- Encourage educational development and training at all times;
- Encourage a spirit of harmony and co-operation between members;
- Act in a manner which advances the standing of the industry in the community.