



GENERAL MEETING – 29 NOVEMBER 2022

AGENDA

Meeting will be held at City West Lotteries House, 2 Delhi Street, West Perth on Tuesday 29 November at 6:30 pm in the Conference Room

ACKNOWLEDGEMENT OF COUNTRY

We acknowledge this meeting is being held on Whadjuk Noongar Lands. Together we continue to care for Country....

ATTENDANCE, APOLOGIES, MEETING TIMING, HOUSEKEEPING

Representatives of Member Groups as per the Attendance Book and via Zoom

Apologies recorded

RECOMMENDATION TO APPROVE NEW MEMBER GROUPS

Nil this meeting

SPECIAL RESOLUTIONS

The Urban Bushland Council Committee recommends that this meeting approve six changes to the Rules of this Association. A special resolution is passed by 75% of the members who are eligible to vote and actually do so in person or by proxy at the meeting.

Where possible, these changes to the Rules follow those of the Model Rules 2016, or other Model Rules.

- Special Resolution 1: Rule 35 – Nomination of committee members
- Special Resolution 2: Rule 36 – Election of office holders
- Special Resolution 3: Rule 12 – When membership ceases
- Special Resolution 4: Rule 65 – Control of funds

The addition of new Rules to operate a gift fund

- Special Resolution 5: A new definition for Fund in Preliminary (Clause 2)
- Special Resolution 6: a new section - PART 9: ESTABLISH and OPERATE THE URBAN BUSHLAND COUNCIL GIFT FUND and including new **Rules 76 – 85**

Member Groups are invited to appoint a **proxy** if they are unable to attend the meeting. Proxy forms can be found on our website here and should be handed to the Secretary prior to the meeting commencing or via email by COB Monday 28 November.

Full details of the proposed Special Resolutions are **attached**.

GENERAL UPDATE

The Chairperson will provide an update on key issues

GUEST PRESENTATION

Our guest presenter is Johanna Riddell, project officer for the State NRM funded project “Enhancing community capacity to care for urban bushland”. Hear about our approach to capacity building for Friends groups, our trials and tribulations and our successes to date. Find out where are we now, what’s coming up and how this project can benefit all our groups.

CLOSE

PROPOSED RULE CHANGES – OCTOBER 2022

During 2022, the UBC Committee dealt with ambiguity in interpretation of some of our Rules, especially where current UBC Rules were not exactly aligned to the [Model Rules for Associations](#). The UBC Committee recommends that the General Meeting make changes to the following Rules by Special Resolution.

Area / Purpose of change	UBC Rules 2018	Model Rules 2016
<p>Nomination of committee members</p> <p>Modify the Model Rules so that Model Rule 52 (Notice of general meetings) can be fully implemented 52 (2) (c)</p> <p>This will allow us to circulate a comprehensive agenda in a timely manner and fully compliant with our Rules</p> <p>Special Resolution 1: Replace At least 30 days in Clause 1 of Rule 35 with At least 42 days AND Replace At least 14 days notice in Clause 2 of Rule 35 with At least 21 days</p>	<p>Rule 35 - Nomination of committee members</p> <ol style="list-style-type: none"> 1. At least 30 days before an annual general meeting, the secretary must send written or electronic notice to all members — <ol style="list-style-type: none"> a. calling for nominations for election to the committee; and b. stating the date by which nominations must be received by the secretary to comply with subrule (2). 2. A person who wishes to be considered for election to the committee at the annual general meeting must be nominated by a member group for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting. 3. The written notice must include a statement by another member group in support of the nomination. 4. A member may nominate for one specified position of office holder of the Association or to be a committee member. 5. A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 36(2) or 37(1)(b). 	<p>Rule 32 – Nomination of committee members</p> <ol style="list-style-type: none"> 1. At least 42 days before an annual general meeting, the secretary must send written notice to all the members <ol style="list-style-type: none"> a. calling for nominations for election to the committee; and b. stating the date by which nominations must be received by the secretary to comply with subrule (2). 2. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 before the annual general meeting. 3. The written notice must include a statement by another member in support of the nomination. 4. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member. 5. A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 33(2) or 34(2)(b). <p>Recommendation: Modify the Model Rules so that Model Rule 52 (Notice of general meetings) can be fully implemented 52 (2) (c)</p>

Area / Purpose of change	UBC Rules 2018	Model Rules 2016
<p>Election of Office Holders Purpose: to be really clear how office holders are elected</p> <p>Special Resolution 2: Replace Clause 2 of Rule 36 <i>The chairperson of the meeting may call for nominations from the member groups' representatives at the meeting with</i> new Clause 2: If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.</p>	<p>Rule 36 Election of office holders</p> <ol style="list-style-type: none"> 1. At the annual general meeting, a separate election must be held for each position of office holder of the Association. 2. The chairperson of the meeting may call for nominations from the member groups' representatives at the meeting. 3. If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position. 4. If more than one member has nominated for a position, the member groups' representatives at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position. 5. Each member group representative present at the meeting may vote for one member who has nominated for the position. 6. A member group's representative who has nominated for the position may vote for himself or herself. 7. On election, the new chairperson of the Association may take over as the chairperson of the meeting. 	<p>Rule 33 Election of office holders</p> <ol style="list-style-type: none"> 1. At the annual general meeting, a separate election must be held for each position of office holder of the Association. 2. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting. 3. If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position. 4. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position. 5. Each ordinary member present at the meeting may vote for one member who has nominated for the position. 6. A member who has nominated for the position may vote for himself or herself. 7. On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting. <p>Recommendation: Adopt the Model Rule</p>
<p>When Membership Ceases Purpose: Correcting a typo</p> <p>Special Resolution 3: Amend Rule 12 to say – <i>When membership ceases</i></p>	<p>Rule 12 - When membership</p>	<p>Rule 9 - When membership ceases</p> <p>Recommendation: Adopt the Model Rule</p>

Area / Purpose of change	UBC Rules 2018	Model Rules 2016
<p>Control of funds Our current rules require that the treasurer is involved in every transaction. There is no alternative mechanism should the treasurer be unavailable through illness or travel in remote areas.</p> <p>Special Resolution 4: Replace Clause 4 of Rule 65 <i>All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any 2 of at least 3 committee members approved as bank signatories, of which the treasurer is one and none of whom shall be related</i> with new Clause 4 Clause 4. <i>All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —</i></p> <ol style="list-style-type: none"> a. 2 committee members; or b. one committee member and a person authorised by the committee. 	<p>Rule 65 – Control of Funds</p> <ol style="list-style-type: none"> 1. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited. 2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association. 3. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended. 4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any 2 of at least 3 committee members approved as bank signatories, of which the treasurer is one and none of whom shall be related. 5. All funds of the Association must be deposited into the Association’s account within 10 working days after their receipt. 	<p>Rule 62 – Control of Funds</p> <ol style="list-style-type: none"> 2. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited. 3. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association. 4. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended. 5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by — <ol style="list-style-type: none"> a. 2 committee members; or b. one committee member and a person authorised by the committee. 6. All funds of the Association must be deposited into the Association’s account within 5 working days after their receipt. <p>Recommendation: Adopt the Model Rule</p>

SPECIAL RESOLUTIONS TO ESTABLISH A GIFT FUND

Special Resolution 5 – to Amend Part 1 (Preliminary) with the addition of a new definition of ‘Fund’ at Clause 2.

PART 1 – PRELIMINARY

Clause 2: Include new definition ‘**Fund**’ means the **Urban Bushland Council Gift Fund** described in Part 9.

Special Resolution 6 – to ADD to UBC Rules Part 9: Establish and Operate the Urban Bushland Council Gift Fund including Rules 76 through to 85

PART 9: ESTABLISH and OPERATE THE URBAN BUSHLAND COUNCIL GIFT FUND

76. The Association will establish and maintain a public fund to be called the **Urban Bushland Council Gift Fund** for the specific purpose of supporting the environmental objectives of the Urban Bushland Council WA as described in the objects. The Fund is established to receive all gifts of money or property for this purpose and will be operated on a not-for-profit basis.

77. A separate bank account will be established to deposit money donated to the Fund, income derived from donated property, including interest accruing thereon, and to be kept separate from other funds of the Association.

(1) 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) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

78. Fund Management Committee

(1) A Management Committee of no fewer than three (3) persons will administer the Fund. The Management Committee will be appointed by the Association’s committee. A majority of the Fund’s Management Committee members are required to be ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations.

(2) All members of the Fund Management Committee will be appointed for a term of up to three years and may be reappointed for one more term (a total of six years).

(3) Fund Management Committee members are subject to rule 40 of these Rules.

40. When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 39; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

(4) The Fund Management Committee’s role is to consider requests for use of the Gift Fund and to authorize payments that are consistent with the objects of the Fund.

79. The income and property of the 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 dividend, bonus or by

way of profit to members, directors, or trustees of the Association, apart from payment in good faith of remuneration to any office of the Council for services rendered or value given to the Council.

80 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

81 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.

82 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.

83 The Association shall inform the Department responsible for the environment as soon as possible if:

- it changes its name or the name of its public fund; or
- there is any change to the membership of the management committee of the public fund; or
- there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

84 Statistical information requested by the Department on donations to the Fund will be provided within four months of the end of the financial year.

85 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.

Highlighted sections diverge from the Model Rules