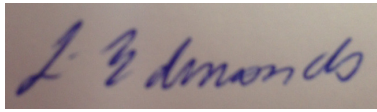


03 FEB 2014

This is the annexure of 12 pages marked "A" referred to in form 5 signed by me Louise Edmonds and dated 3 February 2014



RULES

1 NAME OF THE ASSOCIATION

The name of the Association shall be FREMANTLE ENVIRONMENTAL RESOURCE NETWORK Inc (FERN) "the Association".

2 OBJECTS

2.1 FERN's mission is to:

Provide diverse experiences for education and community networking that foster and facilitate sustainable lifestyles and practices in our urban environment.

2.2 VISION:

To become a respected organisation that plays a valued role in engaging the wider Fremantle community in ecological, social, cultural and economic sustainability principles and practices.

To create a community space for people to meet and recreate, encouraging a sense of place within the local community.

To provide a resource centre for individuals and organisations that demonstrates climate sensible design, energy, water and waste efficiency, and permaculture principles in its native and productive gardens.

To collaborate with the wider Fremantle community to inspire and engage people in adopting sustainable lifestyles through community outreach programs using experiential learning.

FERN will operate under the principles of openness, inclusiveness and accessibility for all members of the community, coupled with accountability and transparency in all operations.

2.3 The association is a not-for-profit organisation. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association, provided that nothing shall prevent the payment in good faith or remuneration to any officer or employee of the Association or to any person other than a member, in return for services rendered to the Association.

2.4 To establish and maintain a public fund to be called the FERN Public Fund for the specific purpose of supporting the environmental objects/ purposes of FERN. 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*.

2.5 All members of FERN including board members, life members and ordinary members, and also people and /or enterprises entering arrangements with FERN are required to abide by official FERN policy documents created and voted upon by the board - including, but not limited to:

2.5.1 FERN Policies and Procedures

2.5.2 FERN Conflict of Interest Policy

2.5.3 FERN Integrity and Anti-corruption Policy

3 POWERS

- 3.1 Subject to the Associations Incorporation Act, 1987 ("the Act") and these rules, the Association may do all things necessary or convenient for carrying out its objects, and in particular, it may:
- 3.1.1 purchase, sell, hold, lease or rent and otherwise deal with and dispose of any real or personal property;
 - 3.1.2 open and operate bank accounts;
 - 3.1.3 borrow or lend money on whatever terms deem fit;
 - 3.1.4 appoint agents to transact any business of the Association on its behalf;
 - 3.1.5 enter into any arrangements with any government or local government authority or instrumentality;
 - 3.1.6 employ, hire or engage members of the public as the Board deems is necessary;
 - 3.1.7 invest the monies of the Association in any security in which trust monies may be invested or in any other manner authorised by those Rules;
 - 3.1.8 enter into any other contract it considers necessary or desirable, and;
 - 3.1.9 make gifts or give prizes (other than money prizes).
 - 3.1.10 Appoint sub-committees or project groups to oversee aspects of the Association's functions;
 - 3.1.11 Create advisory groups to advise the Board;
 - 3.1.12 Co-opt the Association's members onto the board for a defined period.
 - 3.1.13 Recommend documents to the General Meeting to be adopted as a statement of how the Association should function.

4 MEMBERSHIP

4.1 Membership of the Association shall be open to all persons and any association may become a member.

Membership shall consist of the following classes:

4.1.1 Ordinary members being a member other than an associate or honorary member who is entitled to exercise every privilege open to a member of the Association PROVIDED THAT he/she has paid all fees and subscriptions and other monies due by him/her to the Association;

4.1.2 Associate members being a member who is entitled to exercise every privilege open to a member of the Association save and except the right to vote at meetings of the Association or to be elected as an officer or member of the Board of the Association;

4.1.3 Life members elected in accordance with Rule 4.3; and

4.2 The Board shall have power to create or modify the classes of membership within these classes.

4.3 A member or past member who has rendered notable service to the Association or has held important office may be elected a Life member by the Annual General Meeting upon the recommendation of the Board.

4.4 A member shall cease to be a member if:

4.4.1 he/she resigns;

4.4.2 he/she fails to pay any subscription due; or

4.4.3 he/she is suspended or expelled.

4.5 Members may attend board meetings of the association but these members shall not be entitled to vote.

4.6 A register of members shall be kept. The register shall include, at least, each member's name, address and the date of commencement of membership. As soon as practicable after the receipt of an application details shall be entered into the FERN Membership database and the new member shall receive entitlements of membership as decided by the Board.

5 ENTRANCE FEE AND SUBSCRIPTION

5.1 The Board may set the membership fees.

5.2 Any person wishing to become a member shall submit an application on a form approved by the Board together with the entrance fee and the membership fee for one year and the Board may accept or reject any application without being required to give reasons.

6 BOARD

6.1 The administration of the Association shall be the responsibility of the Board consisting of:

- 6.1.1 Two Co-Convenor;s
- 6.1.2 One Secretary;
- 6.1.3 One Treasurer;
- 6.1.4 Four other persons.

PROVIDED THAT no person shall hold more than one position on the Board.

No person shall be eligible to be elected as a member of the Board unless he/she is an Ordinary or a Life member of the Association.

6.2 The members of the Board shall be nominated by and elected from the Ordinary and Life members of the Association and shall be elected annually at the Annual General Meeting and shall take office from the conclusion of the Annual General Meeting for the period expiring at the conclusion of the next Annual General Meeting unless the member's position becomes vacant in accordance with Rule 6.5.

6.3 The Board shall meet on at least six (6) occasions each year not more than two months apart.

6.4 The quorum at Board Meetings shall consist of five (5).

6.5 A casual vacancy occurs in the office of a Board member if the Board member:

- 6.5.1 dies;
- 6.5.2 resigns;
- 6.5.3 is convicted of an offence under the Act;
- 6.5.4 is incapacitated by mental or physical ill-health;
- 6.5.5 ceases to be a member of the Association;
- 6.5.6 is suspended or expelled in accordance with Rule 14.1; or
- 6.5.7 fails to attend more than two consecutive Committee meetings without prior apology.

6.6 Where a casual vacancy within the meaning of Rule 6.5 occurs in the membership of the Board:

- 6.6.1 the Board may appoint a member to fill that vacancy; and
- 6.6.2 a Member appointed under this sub-rule shall hold office until the commencement of, and be eligible for election to membership of the Board at, the next following Annual General Meeting.

- 6.9 Board members shall serve no more than three (3) consecutive terms in the same office

7 OFFICER'S DUTIES

- 7.1 The duties of the Co-Convenor's shall be:
- 7.1.1 to preside at all General Meetings of the Association and see that business is conducted in a proper manner;
 - 7.1.2 to call Board Meetings and generally ensure the well being of the Association and that its objects are being achieved; and
 - 7.1.3 to attend Board Meetings of the Association and vote as a member.
- 7.2 The duties of the Secretary shall be:
- 7.2.1 to convene and attend and keep a record of all meetings of the Association and of the Board and of the attendances of members at General Meetings and Board Meetings;
 - 7.2.2 within ten (10) days of a meeting of the Association or of the Board to forward a summary of the deliberations of such meeting to the members of the Board, and such other persons as the Board may from time to time determine;
 - 7.2.3 to conduct correspondence;
 - 7.2.4 to keep and maintain in a current condition the rules of the Association and, upon the request of a Member of the Association, shall make available those rules for the inspection of the Member; and
 - 7.2.5 to keep such other records, documents and papers as the Board may direct him/her to keep.
- 7.3 The duties of the Treasurer shall be:
- 7.3.1 to receive all monies due to the Association, to pay the same into the Accounts of the Association with the Association's Bankers and to give receipts therefore;
 - 7.3.2 to pay all accounts passed by the Board by cheque or **electronic transfer** signed by any two of the following: a Co-Convenor, the Secretary or the Treasurer;
 - 7.3.3 to enter a proper record of the Association's financial transactions in such books as the Board shall direct him/her to keep;
 - 7.3.4 to present a statement at each Board meeting showing the then state of the Association's finances and a record of all monies received and disbursed since the date of the last previous Board meeting and to produce thereat the Association's bank books and cheque books;

- 7.3.5 to keep and maintain all financial records, books, documents and securities of the Association, and, upon the request of a member of the Association to make them available for the inspection of the member; and
- 7.3.6 to do such other things as he/she may be instructed to do by the Board.

8 ANNUAL GENERAL MEETING

- 8.1 The Annual General Meeting shall be held during the month of September in each year on a day and time to be arranged by the Board.
- 8.2 The quorum at Annual General Meetings shall consist of twenty (20).
- 8.3 The business of the Annual General Meeting shall include:
- 8.3.1 confirmation of the minutes and matters arising;
- 8.3.2 receipt of a Co-Convenor's Report;
- 8.3.3 receipt of the Treasurer's Report and Statement of Accounts for the preceding financial year;
- 8.3.4 the election of members of the Board;
- 8.3.5 the appointment of an auditor;
- 8.3.6 consideration of and voting upon motions of which due notice has been given.
- 8.4 The members by special resolution at an Annual General meeting may elect to expel a member by a special resolution.

9 EXTRA-ORDINARY GENERAL MEETING

- 9.1 An Extra-ordinary General Meeting may be called in one of the following ways:
- 9.1.1 by resolution of the Board;
- 9.1.2 by petition in writing by at least ten (10) members of the Association;
- 9.1.3 by a Co-Convenor; or
- 9.1.4 by resolution at a previous Annual General Meeting or Extra-ordinary General Meeting,
- Such meeting if called pursuant to a member's petition to be convened within twenty eight (28) days of the receipt of the petition.
- 9.2 The quorum at Extra-ordinary General Meeting shall consist of twenty (20).
- 9.3 The members by special resolution at an Extra-ordinary General meeting may elect to expel a member by a special resolution.

10 CONVENOR OF GENERAL MEETING

- 10.1 A Co-Convenor, or in his absence his or her nominee, shall preside at the Annual General Meeting and at any Extra-ordinary General Meeting.
- 10.2 In the absence of a Co-convenor the Meeting shall elect any board member of the Association to preside.
- 10.3 The Convenor of any General Meeting shall vote as a member.

11 VOTING

- 11.1 Only Life members and Ordinary members shall be eligible to vote at any General Meeting of the Association.
- 11.2 At every General Meeting a resolution put to the vote shall be decided by a show of hands by a numerical majority with the Convenor to call the result.
- 11.3 Any member may elect to have the resolution conducted by ballot.
- 11.4 A special resolution must be passed by a majority of not less than three quarters (75%) of the members who are eligible to vote at a General Meeting.
- 11.5 At all General Meetings each member shall be entitled to one vote.
- 11.6 At all General Meetings each member entitled to vote shall only be entitled to vote if he/she is present at the time the vote is taken.

12 NOTICE OF MEETINGS

- 12.1 The Secretary shall give:
- 12.1.1 to all members not less than twenty one (21) days written, emailed or personally served notice of the Annual General Meeting or any Extra-ordinary General Meeting and of any motion to be moved or special resolution to be proposed thereat; and
- 12.1.2 to all Board members seven (7) clear days notice of a Board Meeting in any manner he/she finds convenient.
- 12.2 Any meeting may be adjourned by resolution of the members or the Board as the case may be.
- 12.3 No business other than that specified in the Notice of Meeting shall be transacted at an Annual General Meeting.
- 12.4 A member desiring to bring any business before an Annual General Meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling an Annual General Meeting given after receipt of the notice from the member.

- 12.5 A quorum of the Board can prevent or remove any person other than a Member from an Annual General Meeting.
- 12.6 Notice of Annual General Meetings shall:
- 12.6.1 be sent to the email or postal address of each Member as per the Member Register; and
- 12.6.2 state the date, place, time and the meeting agenda.

13 MINUTES OF MEETING

- 13.1 The Secretary, or in his/her absence another member, shall keep minutes of all General Meetings and Board Meetings.
- 13.2 Minutes of all meetings shall be open to inspection by any member at a time and place convenient to the Secretary within 7 days of a written request being received by a Co-convenor.

14 SUSPENSION AND EXPULSION

- 14.1 Any member of the Association who fails to observe the Rules of the Association or whose conduct in the opinion of the Board is prejudicial to the interest of the Association or to the objectives of the Association may be suspended or removed from the Association by a majority of at least 3 members of the Board as shall be present and vote at a Meeting of the Board called for that purpose and for which seven (7) days notice shall have been given to all members of the Board and to the member whom it is proposed to suspend or expel.
- 14.2 The member whom it is proposed to suspend or expel may attend such Meeting for the purpose of being heard and offering an explanation for his/her alleged conduct.

15 RESIGNATION

- 15.1 Any person who wishes to resign his/her membership shall do so in writing by letter addressed to the Secretary.
- 15.2 Any person who fails to pay his/her annual subscription before 30 June of each year shall be deemed to have resigned from the membership of the Association.

16 FINANCE

- 16.1 The Board shall cause true accounts to be kept of the monies received and expended.
- 16.2 A balance sheet containing a summary of the assets and liabilities of the Association on 30 June together with a statement of profit and loss for the preceding year shall be made out and submitted to the next Annual General Meeting by the Treasurer.
- 16.3 The accounts shall be audited by the Auditor who shall make a report on the accounts.

- 16.4 The Board shall conduct its financial transactions through a bank or other financial institution.
- 16.5 All expenses shall be paid by cheque signed, or electronic transfer approved by, two of the following
- 16.5.1 a Co-Convenor;
 - 16.5.2 the Secretary; or
 - 16.5.3 the Treasurer.
- 16.6 The accounts shall be open to inspection by any member upon giving reasonable notice to the Treasurer at a time and place convenient to the Treasurer.

17 AUDITOR

The Auditor shall be appointed by resolution at the Annual General Meeting to audit the accounts and he/she shall not be a member of the Board. The Auditor may attend the Annual General Meeting and take part in discussions.

18 COMMON SEAL

The Association shall have a seal, which shall be in the custody of the Secretary. It shall be affixed to such documents as the Board determines and it shall be used only by a Co-Convenor and the Secretary who shall countersign every document to which the seal is affixed as evidence of the authority of its use.

19 FERN PUBLIC FUND

- 19.1 The objective of the fund is to support the organisation's environmental purposes.
- 19.2 Members of the fund are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- 19.3 Money from interest on donations, income derived from donated property, and money from the realization of such property is to be deposited into the fund.
- 19.4 A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- 19.5 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.
- 19.6 The fund will be operated on a not-for-profit basis.
- 19.7 A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the

committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

19.8 FERN must 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.

19.9 FERN will comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the FERN Public Fund are only used for FERN's principal purpose.

19.10 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.

19.11 Statistical information requested by the Department on donations to the FERN Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the FERN and the FERN Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of FERN Public Fund monies and the management of FERN Public Fund assets.

19.12 In the 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.

20 DISSOLUTION

20.1 The Association may at any time be dissolved in accordance with Section 30 of the Act if at an Extra-ordinary General Meeting called for that purpose it resolves by special resolution of the members present and entitled to vote at the meeting that it is wound up.

20.2 If upon the winding up of the association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members by Extra Ordinary Meeting.

20.2.1 to another incorporated association or associations having objects similar wholly or in part to those of the Association and must be on the Register of Environmental Associations maintained by the Australian Government. The receiving association must prohibit the distributions of its or their income and property among its or their members; or

20.2.2 for charitable or benevolent purposes,

21 ALTERATION OF RULES

- 21.1 No alteration, addition or amendment of these Rules shall be made unless and until carried by a special resolution at any General Meeting called for such purposes.
- 21.2 Notice of any proposed addition, alteration or amendment shall be given in accordance with Rule 13.
- 21.3 The Secretary on behalf of the Association shall within one (1) month of the passing of the special resolution altering the Association's Rules, lodge with the Commissioner for Corporate Affairs, notice of the special resolution setting out particulars of the alteration together with a Certificate given by a Board member certifying that the resolution was duly passed as a special resolution and that the Rules of the Association as so altered conform to the requirements of the Act.

22 DISPUTES AND MEDIATION

- 22.1 The grievance procedure set out in this rule applies to disputes between:
- 22.1.1 A member and another member; or
- 22.1.2 A member and the Association.
- 21.2 The parties should refer to the FERN Complaint Resolution Procedure (ie. the FERN procedure for resolving concerns, complaints and disputes).
- 21.3 The parties to the dispute should meet and discuss the matter, and if possible, resolve it within 14 days after the dispute comes to the attention of all of the parties.
- 21.4 If the parties are unable to attend such a meeting, or are unable to resolve the dispute at the meeting, the parties must approach a Complaint Handler for assistance.
- 21.4.1 A Complaint Handler must:
- 21.4.1.1 Be a person appropriately trained and appointed by the Board of the Association in the handling of complaints according to the Complaint Resolution Procedure;
- 21.4.1.2 Be a person appointed or employed by an external organisation, such as the Equal Opportunity Commission or the Dispute Settlement Centre of W.A.; and
- 21.4.1.3 Not be a party to the dispute.
- 21.4.2 The Complaint Handler must follow the steps described in the Complaint Resolution Procedure, using the Complaint Handlers Guidelines for further information and assistance
- 21.4.3 In determining how the complaint should be resolved, the Complaint Handler must:

- 21.4.3.1 Consider the seriousness of the dispute, ie. whether it is of a non-disciplinary or minor disciplinary nature, or whether it of a more serious nature; and
- 21.4.3.2 Consider whether the main facts are in dispute, and whether there is enough evidence to determine whether the events happened on the balance of probabilities; and
 - 21.4.3.3 Consult with other Complaint Handlers, if necessary; and
 - 21.4.3.4 Determine the most appropriate action, eg. mediation or disciplinary measure
- 21.4.4 If the Complaint Resolution Procedure does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.