

**RULES**

**LAWYERS FOR FORESTS, INC.**

**(consolidated version – incorporating amendments passed at AGM on 10 October 2014)**

## 1 NAME

The incorporated association is Lawyers for Forests, Inc. (in these Rules called “the Association”).

## 2 STATEMENT OF PURPOSES

The purposes of the Association are:

- to promote the conservation and better management of Australia’s native forests;
- to contribute to the development of government and business forest management policies;
- to stimulate and encourage public interest in the value and importance of protecting native forests and related environmental issues; and
- to provide pro bono legal advice on environmental matters and undertake law reform and policy development activities to further our objects and purposes.

## 3 DEFINITIONS

3.1 In these Rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Reform Act 2012 (Vic);

“**Committee**” means the committee of management of the Association;

“**Department Responsible for the Environment**” has the same meaning as Environment Department set out in Section 3 of the Income Tax Assessment Act 1997 (Cth);

“**Environment Minister**” has the same meaning as set out in Section 3 of the Income Tax Assessment Act 1997 (Cth);

“**Financial Year**” means the year ending on 30 June;

“**General Meeting**” means a general meeting of members convened in accordance with Rule 12;

“**Member**” means a member of the Association;

“**Ordinary Member of the Committee**” means a member of the Committee who is not an officer of the Association under Rule 21;

“**Register of Environmental Organisations**” means the register of environmental organisations maintained by the Department Responsible for the Environment for the purposes of Subdivision 30-E of the Income Tax Assessment Act 1997;

“**Regulations**” means regulations under the Act;

“**Relevant Documents**” has the same meaning as in the Act; and

“**Responsible Person**” means an individual who:

- (a) performs a significant public function;

- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange; or
- (e) has received formal recognition from government for services to the community,

and is approved by the Secretary to the Department Responsible for the Environment as a "Responsible Person".

3.2 In these Rules, a reference to the Secretary of an Association is a reference:

- (a) if 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.

#### **4 ALTERATION OF THE RULES**

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

#### **5 MEMBERSHIP, ENTRY FEES AND SUBSCRIPTIONS**

5.1 Membership of the Associations is open to individuals who:

- (a) have been admitted to practice as a Solicitor or Barrister, Articled Clerks and other persons the Committee deems suitably qualified;
- (b) have completed and submitted an application for membership in accordance with sub-rule (3);
- (c) have had their membership application approved by the Committee and have been notified of the approval of their membership; and
- (d) have paid the entry fee and annual membership fee in accordance with this rule 5.

5.2 A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless he or she applies for membership in accordance with sub-rule (3).

5.3 An application of a person for membership of the Association must:

- (a) be made online at <http://www.lawyersforforests.asn.au> or in writing in the form set out in Appendix 1; and
- (b) be lodged with the Secretary of the Association.

As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.

5.4 The Committee must determine whether to approve or reject the application.

- 5.5 If the Committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing or via electronic transmission of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.6 The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (5.5), enter the applicant's name in the register of members.
- 5.7 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 5.8 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing or via electronic transmission that the application has been rejected.
- 5.9 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.10 Members of the Association shall pay such joining fees, membership fees, subscriptions, contributions and levies as shall be determined from time to time by the Committee and notified in advance to members.
- 5.11 The Committee may grant a reduction of joining fees, membership fees, subscriptions, contributions and levies as it sees fit.

## **6 REGISTER OF MEMBERS**

- 6.1 The Secretary must keep and maintain a register of members containing:
- (a) the name, email address (where provided) and postal address (where provided) of each member; and
  - (b) the date on which each member's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any member upon request.
- 6.3 A member may make a copy of entries in the register.

## **7 CEASING MEMBERSHIP**

- 7.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 7.2 After the expiry of the period referred to in sub-rule (7.1)

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **8 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

### 8.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member–

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### 8.2 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee–
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### 8.3 Notice to Member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member–
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following–
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.

- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

#### 8.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must–
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may–
  - (a) take no further action against the member; or
  - (b) reprimand the member;
  - (c) suspend the membership rights of the member for a specified period; or
  - (d) expel the member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

#### 8.5 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must–
  - (a) specify the date, time and place of the meeting; and
  - (b) state–
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 8.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting–
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## 9 DISPUTES AND MEDIATION

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between–
  - (a) a member and another member; or
  - (b) a member and the Association.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be–
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- 9.5 A member of the Association can be a mediator.
- 9.6 The mediator cannot be a member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must–

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10 ANNUAL GENERAL MEETINGS**

10.1 The Committee may determine the date, time and place of the annual general meeting of the Association.

10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
- (c) to elect officers of the Association and the ordinary member of the Committee; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **11 SPECIAL GENERAL MEETINGS**

11.1 In addition to the annual general meeting, any other general meeting may be held in the same year.

11.2 All general meetings other than the annual general meeting are special general meetings.

11.3 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

11.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

11.5 The Committee must, on the request in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.

11.6 The request for a special general meeting must-

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

- 11.7 If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 11.8 If a special general meeting is convened by members in accordance with this rule, it must be convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **12 SPECIAL BUSINESS**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **13 NOTICE OF GENERAL MEETINGS**

- 13.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) by facsimile transmission or electronic transmission.
- 13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **14 QUORUM AT GENERAL MEETINGS**

- 14.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- 14.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 14.3 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:
- (i) in the case of a meeting convened upon the request of members the meeting must be dissolved; and

- (ii) in any other case-the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

14.4 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 personally present (being not less than three) shall be a quorum.

## **15 PRESIDING AT GENERAL MEETINGS**

15.1 The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.

15.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **16 ADJOURNMENT OF MEETINGS**

16.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

16.4 Except as provided in rule 14, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **17 VOTING AT GENERAL MEETINGS**

17.1 Upon any question arising at a general meeting of the Association, a member has one vote only.

17.2 All votes must be given personally or by proxy.

17.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **18 POLL AT GENERAL MEETINGS**

18.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **19 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) 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 the votes recorded in favour of, or against, that resolution.

## **20 PROXIES**

20.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

20.2 The notice appointing the proxy must be-

- (a) for a meeting of the Association convened under rule (8.7), in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3.

## **21 COMMITTEE OF MANAGEMENT**

21.1 The affairs of the Association shall be managed by the Committee of management.

21.2 The Committee:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has 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.

21.3 Subject to section 24 of the Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) a minimum of two and a maximum of 4 ordinary members or such other number as is elected at the Annual General Meeting each of whom shall be elected at the annual general meeting of the Association in each year.

## **22 OFFICE HOLDERS**

- 22.1 The officers of the Association shall be:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- 22.2 The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (22.1).
- 22.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 22.4 In the event of a casual vacancy in any office referred to in sub-rule (22.1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 22.5 A person may hold dual office.

## **23 ORDINARY MEMBERS OF THE COMMITTEE**

- 23.1 Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 23.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **24 ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- 24.1 Nominations of candidates for election of officers of the Association or as ordinary members of the Committee must be-
- (a) made with the support of two members at the Annual General Meeting;
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 24.3 If insufficient nominations are received to fill all vacancies on the Committee, or the members present at the Annual General Meeting elect an additional person as an office bearer or advisory Committee member, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 24.4 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.
- 24.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

- 24.6 The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

## **25 VACANCIES**

- 25.1 The office of an officer of the Association, or of an ordinary member of the Committee, becomes vacant if the officer or member-
- (a) ceases to be a member of the Association; or
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) resigns from office by notice in writing given to the Secretary; or
  - (d) fails to attend three consecutive committee meetings without leave or apology delivered at or prior to the meeting and the Committee votes to terminate that person's committee membership.
- 25.2 If a vacancy occurs in the Committee and the voting member is an officer bearer, the Committee may call a special general meeting of the committee for the purpose of filling such vacancy, or, without calling a special general meeting to fill the vacancy may appoint one of its number to act in the capacity of the former office bearer until the next Annual General Meeting following the creation of the casual vacancy.

## **26 MEETINGS OF THE COMMITTEE**

- 26.1 The Committee must meet at least three times in each year at such place and such times as the Committee may determine.
- 26.2 Special meetings of the Committee may be convened by the President or by any four members of the Committee.
- 26.3 The Committee and any sub-committee may meet in the presence of other members or persons generally or in specific matters. Such other persons at the chair's discretion may participate in discussion but shall not be entitled to any vote nor as of right to any voice.

## **27 NOTICE OF COMMITTEE MEETINGS**

- 27.1 Notice of each Committee meeting must be given to each member of the Committee at least two business days before the date of the meeting.
- 27.2 Notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **28 QUORUM FOR COMMITTEE MEETINGS**

- 28.1 Any four members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half of hour of the time appointed for the meeting a quorum is not present-

- (i) in the case of a special meeting-the meeting lapses;
- (ii) in any other case-the meeting shall stand adjourned to the same place and the same time and day in the following week.

28.4 The Committee may act notwithstanding any vacancy on the Committee.

## **29 PRESIDING AT COMMITTEE MEETINGS**

At meetings of the Committee

- (a) the President or, in the President 's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **30 VOTING AT COMMITTEE MEETINGS**

30.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

30.2 Each member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **31 REMOVAL OF COMMITTEE MEMBER**

31.1 The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

31.2 A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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

## **32 MINUTES OF MEETINGS**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

## **32A SUB-COMMITTEES**

32A.1 The Committee from time to time may delegate any of its powers to a sub-committee or sub-committees as it shall think fit to appoint and may recall or revoke any such delegation or appointment.

32A.2 In the exercise of the powers so delegated a sub-committee shall conform to any regulation that may be prescribed by the Committee and shall be subject to and

subordinate to the Committee.

- 32A.3 Subject to any contrary ruling or direction on constituting a sub-committee a sub-committee should have as its chair a member of Committee but otherwise may consist of any member of the Association.

### **33 FUNDS**

- 33.1 The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct 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.
- 33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- 33.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- 33.4 The assets and the income of the Association shall be applied in furtherance of its abovementioned objects, 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.

### **33A ESTABLISHMENT OF THE PUBLIC FUND**

- 33A.1 A public fund to be called Lawyers for Forests Gift Fund (*fund*) shall be established and maintained for the specific purpose of supporting the environmental objectives 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.
- 33A.2 The principal purpose of the fund is to support the Association's environmental purposes described in rule 2.

### **33B MAINTENANCE OF THE PUBLIC FUND**

- 33B.1 The Association shall comply with any rules that the Treasurer and the Environment Minister may make to ensure that gifts made to the fund are used only for its principal purpose.
- 33B.2 Any allocation of funds or property to other organisations, bodies or persons must be made in accordance with the established purposes of the Association. It shall be the policy of the Association that it shall not seek to act as a mere conduit for the donation of money or property to other organisations, bodies or persons.
- 33B.3 The fund must be operated on a not-for-profit basis.
- 33B.4 Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- 33B.5 The following amounts must be deposited into the fund:
- (a) gifts of money and property donated for the purposes described in rule 2; and

- (b) money and interest on donations, income derived from donated property, and money from the realisation of such property donated for the purposes described in rule 2.

33B.6 The fund must not receive any money or property unless that money or property is deposited in accordance with sub-rule 33B.5.

33B.7 The Association must maintain a separate bank account for the fund.

33B.8 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.

33B.9 A Fund Management Committee of no fewer than three persons will administer the fund. The Fund Management Committee will be appointed by the Association. A majority of the members of the Fund Management Committee are required to be "Responsible Persons".

33B.10 Any release of monies from the fund must be authorised by the Fund Management Committee.

33B.11 The management of, and sale of fund assets must be authorised by the Fund Management Committee.

### **33C NOTICE TO THE DEPARTMENT RESPONSIBLE FOR THE ENVIRONMENT**

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 a change to the membership of the Fund Management Committee; or
- (c) there has been any departure from the rules for public funds located in the Guidelines to the Register of Environmental Organisations; or
- (d) there is a change to the Rules or other founding documents of the Association.

### **33D WINDING UP OF THE PUBLIC FUND**

Subject to the Act, in the event that the public fund be wound up or if the endorsement (if any) of the public fund as a deductible gift recipient is revoked, any surplus assets are to be transferred to another fund that is on the Register of Environmental Organisations.

### **34 SEAL**

34.1 The common seal of the Association must be kept in the custody of the Secretary.

34.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Association.

### **35 NOTICE TO MEMBERS**

Except for the requirement in rule 13, any notice that is required to be given to a

member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission.

### **36 WINDING UP**

- 36.1 Subject to the Act the Association may be dissolved or wound up on the passing of a special resolution to that effect. Upon such resolution being carried and confirmed the Committee, or the liquidator as the case may require, in the manner and at the time specified in the resolution, must sell and realise the property and assets of the Association, and out of the net proceeds of the sale and realisation, discharge and satisfy all the liabilities of the Association.
- 36.2 Subject to the Act, in the event of the Association being dissolved or wound up the net proceeds of the sale and realisation of the Association's property and assets, both real and personal, after payment of all debts and liabilities of the Association and of all costs, charges and expenses properly payable in connection with the sale and realisation of the Association's property and of the winding up of the Association, must be applied by the Committee, or the liquidator as the case may require, in the manner that they think fit, for an organisation with similar cultural objects as the Association or for a charity or charities of general charitable purpose within the State of Victoria and which prohibit the distribution of income amongst its members to an extent at least as great as that imposed on the Association. Accordingly, no member is entitled to share in or receive any benefit from the net proceeds.

### **37 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 37.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 37.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 37.3.1 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **38 STATISTICAL INFORMATION**

- 38.1 The Association must provide statistical information requested by the Department Responsible for the Environment on donations to the public fund within four months of the end of each financial year.
- 38.2 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 the public fund assets.

**APPENDIX 1**  
**APPLICATION FOR MEMBERSHIP OF**  
**LAWYERS FOR FORESTS, INC.**

I, *(name)* (the “Applicant”) wish to become a member of Lawyers for Forests, Inc. (the “Association”)

I was admitted to practice as a Solicitor or Barrister in *(year)* / I am currently an Articled Clerk/Law student/ I have a law degree. *(delete whichever is not applicable)*

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

Name *(please print)*

Address

Phone (work)

(home)

(mobile)

Fax

Email

Occupation

**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,

*(name)*

of

*(address)*

being a member of Lawyers for Forests, Inc. (the “Association”)

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 8(7), to be held on:

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution *(insert details of resolution passed under rule 7(1))*.

Signed

Date

**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of Lawyers for Forests, Inc. (the "Association")

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on-

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* following resolution *(insert details of resolution)*.

Signed

Date

\*Delete if not applicable.