



MELBOURNE FRIENDS

ROYAL BOTANIC GARDENS VICTORIA

**FRIENDS OF THE ROYAL BOTANIC GARDENS, MELBOURNE
INCORPORATED
ABN 43 438 335 331**

Registration No. A12827T

Incorporated 17 March 1987

RULES

Updated November 2020

**FRIENDS OF THE ROYAL BOTANIC GARDENS, MELBOURNE
INCORPORATED**

PURPOSES

The purposes of Friends of the Royal Botanic Gardens, Melbourne Incorporated (hereinafter called "the Friends") shall be:

1. To promote and foster the bond between the Royal Botanic Gardens Victoria, Melbourne Gardens (hereinafter called 'the Gardens'), the National Herbarium of Victoria (hereinafter called 'the Herbarium') and the people of Victoria.
2. To provide support and assistance to further the objectives of the Gardens, including the conservation, protection and improvement of the Gardens, the State Botanical Collection and the work of the Herbarium, the increasing of public knowledge and awareness of plants, and the use of the Gardens for education, public enjoyment and tourism.
3. To foster the interest of members in the Gardens and the Herbarium and in plants and flora generally through education, botanic art and fellowship.
4. To promote interest in plant crafts, by maintaining premises and facilities in the Gardens used for that purpose, by arranging displays, demonstrations and workshops in plant and allied crafts and by other means.
5. To enhance and develop the curatorial and educational functions of the Gardens and the Herbarium through publicity and voluntary activities.
6. To support the work of the Gardens and from time to time to support the Gardens and the Herbarium financially either directly or through any trust created by the Friends for that purpose or by seeking to become the means by which funds may be channelled to the Gardens and the Herbarium.
7. To use the influence of the Friends as the Friends sees fit to assist the Gardens and the Herbarium to develop as more exciting and enlightening places for all members of the community including children.
8. To carry out other such activities as the members in general meeting may determine towards the encouragement of a fraternal feeling among members.

POWERS

9. To subscribe to, become a member of and cooperate with or agree to a merger with any other association, club or organization whether incorporated or not, whose purposes are altogether or in part similar to those of the Friends, but the Friends shall not subscribe to or support with its funds any association, club or organization which does not prohibit the distribution of its income and property among its members.
10. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purposes of the Friends; provided that in case the Friends shall take or hold any property which may be subject to any trusts the Friends shall only deal with the same in such manner as is allowed by law having regard to such trusts.

11. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Friends; to obtain from any such Government or Authority any right, privileges and concessions which the Friends may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
12. To appoint, employ, remove or suspend such managers, clerks, secretaries, worker and other persons as may be necessary or convenient for the purposes of the Friends.
13. To engage in such other activities of a like nature as may for the time being be permitted by law and determined by the Council.
14. To invest and deal with the money of the Friends not immediately required in such manner as may from time to time be thought fit.
15. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
16. To borrow or raise money in such manner as may be thought fit and proper.
17. To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Friends' property of whatsoever kind sold by the Friends, or any money due to the Friends from purchasers and others.
18. To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Friends but subject always to the proviso in paragraph 10.
19. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Friends, in the shape of donations, annual subscriptions or otherwise.
20. To charge for services.
21. To print, publish and sell any newspapers, periodicals, books or leaflets or any other printed material, or electronic media and to buy and sell any goods that the Friends may think desirable for the promotion of its purposes.
22. To arrange meetings, seminars, forums, excursions, displays, exhibitions, workshops and any other events that the Friends may think desirable for the promotion of its purposes.
23. To make regulations and/or by-laws for the proper government of the Friends and the carrying out of the purposes and to do all such other lawful things as are incidental or conducive to the attainment of the above purposes or any of them.
24. To provide and maintain its facilities from the funds of the Friends.
25. To make donations for patriotic, charitable or community purposes or subject to paragraph 9 to any other association, club or organisation.
26. To do all such other things as are incidental and conducive to the attainment of the purposes and the exercise of the powers of the Friends.

RULES

NAME

1. The name of the incorporated association is "Friends of the Royal Botanic Gardens, Melbourne Incorporated".

DEFINITIONS

2. (1) In these rules, unless the contrary intention appears –
 - "Committee" means a group established by Council in accordance with Rule 26 (2) (d);
 - "Council" means the committee of management of the Friends;
 - "financial year" means the year ending on 30 June;
 - "Gardens" means the Royal Botanic Gardens Victoria, Melbourne Gardens;
 - "general meeting" means a general meeting of Members convened in accordance with Rule 13 or Rule 15;
 - "Herbarium" means the National Herbarium of Victoria;
 - "Member" means a member of the Friends;
 - "ordinary member of the Council" means a member of the Council who is not the President, a Vice-President, the Secretary, the Treasurer or the Immediate Past President or a person described in Rule 27 (4) or (5);
 - "Patron" means an eminent member of the community invited by the Friends to offer their name in public support of the Friends;
 - "Secretary" means the person holding the office of Secretary of the Friends pursuant to Rule 27;
 - "the Act" means the *Associations Incorporation Reform Act 2012*;
 - "the Friends" means Friends of the Royal Botanic Gardens, Melbourne Incorporated; and
 - "the Regulations" means Regulations under the Act.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act in force from time to time.

MEMBERSHIP

3. The number of Members shall be unlimited.

4. (1) Subject to Rule 5, the membership shall comprise the following classes:
 - (a) Individual Members, who shall be persons living at a radial distance of not more than 50 kilometres from the Gardens and who are not Pensioner Members or Student Members;
 - (b) Pensioner Members, who shall be persons who are in receipt of a pension pursuant to the *Social Security Act 1947* or the *Repatriation Act 1920* of the Commonwealth of Australia as they have been and may from time to time be amended;
 - (c) Student Members, who shall be persons engaged in full-time study at a primary, secondary or tertiary educational institution;
 - (d) Country Members, Interstate Members and Overseas Members, who shall be persons respectively living in Victoria at a radial distance of more than 50 kilometres from the Gardens or in a Territory or other State of Australia or outside Australia;
 - (e) Household Members, who shall be two persons living at the same address;
 - (f) Group and Corporate Members, which shall be associations or corporations under the relevant Act or unincorporated associations or organisations desiring to further the objectives of the Friends;
 - (g) Life Members, who shall be persons who have in each case paid a lump sum in commutation of all future annual subscriptions, the amount of such sum being determined by the Council;
 - (h) Honorary Life Members, who shall be recipients of such honour up to and including annual general meeting 2020.
 - (i) Honorary Members, who shall be persons whom the Council wishes to honour for a specified period not ordinarily exceeding five years and whose nominations as Honorary Members have in each instance been approved by a resolution passed at a meeting of the Council. Tenures in excess of five years are also subject to a resolution being passed by Members at a general meeting.
 - (j) Patron, shall be a person who is invited by Council to fill the role.
 - (i) If the nominated patron is the Governor of Victoria, the appointment shall be subject to a resolution passed at a Council meeting; or
 - (ii) If the nominated patron is not the Governor of Victoria, the appointment shall be for a defined period and subject to a resolution passed at a general meeting.

- (2) The Council may from time to time declare that –
 - (a) any child under the custody, care and control of a Member; or

- (b) any other person nominated by a Member

shall be entitled to such rights and privileges as the Council may determine and the Council may make such declaration upon such terms and conditions as the Council may in its absolute discretion determine including the payment by the Member of any additional fee or subscription to the Friends.

5. The Friends, by resolution passed at a general meeting, may create an additional class of membership and may dissolve any class of membership then existing. Within the scope of defined membership classes, Rules 4(1) and (2), certain membership subcategories may from time to time be created or deleted by resolution passed by Council.
6.
 - (1) A person who, or a corporation or association that, is nominated and approved for membership as provided in these rules is eligible to be a Member on payment of the relevant annual subscription payable under these rules.
 - (2) Applications for membership shall be lodged with the Secretary together with the membership fee appropriate for the class of membership concerned.
 - (3) Upon receipt of the membership application and fee the Secretary shall, as soon as practicable, forward a letter to the applicant confirming membership of the Friends.
 - (4) The Secretary shall also, upon receipt of the appropriate membership fee, ensure that the applicant's name is entered in the register of Members database and upon the name being entered the applicant shall become a Member.
 - (5) A right, privilege or obligation of a person, corporation or association by reason of the membership of the Friends of that person, corporation or association –
 - (a) is not capable of being transferred or transmitted to another person, corporation or association; and
 - (b) terminates upon the cessation of the membership of that person or upon the winding-up or dissolution of that corporation or association.
 - (6) No person ceasing to be a Member for any reason shall have any right, title or interest to or in the property of the Friends.
7. Subscriptions shall be payable in advance, as may from time to time be determined by the Council.
8. The Secretary shall keep and maintain a register of Members database in which shall be entered the full name, address, class of membership and date of entry of the name of each Member and the register shall be available for inspection by Members as prescribed under Section 196 of the Act.
9. A Member who is entitled to vote has the right:
 - (a) to attend and be heard at general meetings; and

- (b) to have access to and inspect the minutes of general meetings and other documents as provided by Rule 32 (2).
10. (1) A Member who has paid all moneys due and payable by that Member to the Friends may resign from the Friends by first giving one month's notice in writing to the Secretary of the intention of that Member to resign and, upon the expiration of that period of notice, that Member shall cease to be a Member.
- (2) The membership of the Friends of a person who is a Member shall cease upon the death of that person.
- (3) The membership of the Friends of a corporation or association that is a Member shall cease upon the winding-up or dissolution of that corporation or association.
- (4) A Member whose subscription remains unpaid after the renewal due date shall be deemed to be unfinancial and shall cease to be a Member.
- (5) Upon the cessation of the membership of a Member for any reason referred to in this rule the Secretary shall make in the register of Members an entry recording the date on which and reason for which the Member ceased to be a Member.

DISCIPLINARY ACTION

11. (1) Subject to these rules, the Council may by resolution –
- (a) issue a Member with a reprimand;
- (b) suspend a Member from membership of the Friends for a specified period; or
- (c) expel a Member from the Friends
- If the Council is of the opinion that the Member –
- (d) has refused or neglected to comply with these rules or to pay any moneys properly payable by the Member by the due date; or
- (e) has been guilty of conduct unbecoming a Member or prejudicial to the purposes of the Friends.
- (2) A resolution of the Council under sub-Rule (1) –
- (a) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-Rule (3), confirms the resolution in accordance with this rule; and
- (b) where the Member exercises a right of appeal to the Friends under this rule, does not take effect unless the Friends confirms the resolution in accordance with this rule.
- (3) Where the Council passes a resolution under sub-Rule (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing –

- (a) setting out the resolution of the Council and the grounds on which it is based;
 - (b) stating that the Member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the place, date and time of that meeting;
 - (d) informing the Member that the Member may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than seven days after the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Friends in general meeting against the resolution.
- (4) At a meeting of the Council held in accordance with sub-Rule (2), the Council –
- (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-Rule (3)(d)(iii), the Council shall be notified and shall convene a special general meeting to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a special general meeting convened under sub-Rule (5) –
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution but may not recommend the way in which Members vote;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the special general meeting –
- (a) three quarters of the Members present in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION**GRIEVANCE PROCEDURE**

12. (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 Friends. A Member may not initiate the grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (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.
- (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.
- (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 Council; or
 - (ii) in the case of a dispute between a Member and the Friends, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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) The mediator must not determine the dispute.
- (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.

GENERAL MEETINGS

13. (1) The Friends shall in each year beginning on 1 January convene an annual general meeting of its Members to be held on such day being not later than 30 November as the Council determines.
- (2) The annual general meeting shall be specified as such in the notice convening it.
- (3) The ordinary business of the annual general meeting shall be –
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council a report of the activities of the Friends during the last preceding financial year;
 - (c) to elect officers of the Friends and ordinary members of the Council; and
 - (d) to receive and consider the financial statements of the Friends for the preceding financial year submitted by the Council in accordance with Part 7 of the Act.
 - (e) to receive and consider the audited financial statements of the Friends Trust Fund and Annual Report of the activities of the Trustees as provided for in Clauses 5.1(f) and 10.(1) respectively of the *Declaration of Trust* as amended on 26 June 2009.
 - (f) to appoint or remove Trustees of the Friends Trust Fund as provided for in Clause 7(1) of the *Declaration of Trust* as amended on 26 June 2009.
 - (g) Auditors shall be appointed by the Friends at an annual general meeting and shall remain as auditors until removed by the Friends at an annual general meeting.
- (4) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
14. All general meetings other than the annual general meeting shall be called special general meetings.
15. (1) The Council may, whenever it thinks fit, convene a special general meeting of the Members.
- (2) The Council shall –
- (a) on the requisition in writing of Members representing not less than ten per cent of the total number of Members; or
 - (b) upon receiving notice from the Secretary as provided in Rule 11 (5)
- convene a special general meeting of the Members.

- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the Members making the requisition.
 - (4) If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
 - (5) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council.
16.
 - (1)
 - (a) The Secretary shall cause to be sent to each Member at the address of the Member appearing in the register of Members, a notice by pre-paid post or by electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. At least 21 days' notice of the meeting must be given of a general meeting if a special resolution (within the meaning of Rule 22) is to be proposed at the meeting, and in any other case, at least 14 days' notice of meeting.
 - (b) The accidental omission to give the requisite notice of a meeting to any Member shall not invalidate the proceedings at that meeting or any resolution passed at that meeting.
 - (c) A notice of general meeting must state that any Member may appoint another financial Member as their proxy for the meeting and for that purpose may use the form of proxy set out in Appendix 1 or a form to like effect.
 - (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
 - (4) In the case of a Corporate or Group Member, a person so authorized in writing by an executive officer of the Corporate or Group Member shall be entitled to attend any general meeting and vote at such general meeting for and on behalf of the Corporate or Group Member.
17.
 - (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.

- (3) Fifteen Members personally present or via electronic participation (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the person occupying the chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the Members present (being not less than five) shall be a quorum.
18. (1) The President, or in the absence of the President, a Vice-President, shall occupy the chair and preside at each general meeting of the Friends.
- (2) If the President and the Vice-Presidents are absent from a general meeting, the Members present shall elect one of their number to occupy the chair and preside at the meeting.
19. (1) The person occupying the chair at a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
- (3) Except as provided in sub-Rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. Determining whether a resolution is carried-
- (1) Subject to sub-Rule (2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been-
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost
- And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Members on any question-
- (a) the poll must be taken at the meeting in a manner determined by the Chair of the meeting; and
 - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.
21.
 - (1) Subject to sub-Rule (4), upon any question arising at a general meeting a Member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the person occupying the chair is entitled to a second or casting vote.
 - (4) An Honorary Member or Patron shall not be entitled to vote at a general meeting.
 - (5) If at a general meeting a poll on any question is demanded by not less than three Members, it shall be taken at the meeting in such manner as the person occupying the chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (6) A poll that is demanded on the election of a person to occupy the chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the person occupying the chair may direct.
22. A special resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
23.
 - (1) A Member is not entitled to vote at any general meeting unless the subscriptions due and payable by the Member to the Friends have been paid.
 - (2) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
 - (3) A Member participating in a general meeting as permitted under sub-Rule (2) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
24.
 - (1) Each financial Member other than an Honorary Member shall be entitled to appoint another Member as the proxy of the Member 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.
 - (2) The notice appointing the proxy may be in the form or to the effect of the form set out in Appendix 1.
25.
 - (1) Whenever the Council thinks fit it may submit any question to the vote of all the Members entitled to vote at a general meeting by means of a postal or electronic ballot in such form and returnable in such manner as the Council decides.

- (2) A resolution approved by a simple majority of Members voting by a postal or electronic ballot shall have the same force and effect as such a resolution would have if carried by such a majority at a duly constituted general meeting competent to pass such a resolution.

THE COUNCIL

26. (1) The affairs of the Friends shall be managed by the Council, constituted as provided in Rule 27.
 - (2) The Council
 - (a) shall control and manage the business and affairs of the Friends;
 - (b) subject to these rules, the Act and Regulations may exercise all such powers and functions as may be exercised by the Friends other than those powers and functions that are required by these rules to be exercised by general meetings of the Members;
 - (c) subject to these rules, the Act and Regulations has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Friends;
 - (d) subject to these rules, the Act and Regulations may at any time and from time to time establish and abolish Committees of Members and delegate to them such of its powers as it may in its absolute discretion determine; and
 - (e) may make by-laws.
27. The Council shall consist of –
 - (1) a President, not more than two Vice-Presidents, a Secretary and a Treasurer;
 - (2) not less than four and, until otherwise determined by the Friends in general meeting, not more than ten ordinary members of the Council. Within these limits the Council can determine the number of ordinary members, but may not reduce the number of ordinary members below those currently in office;
 - (3) the Immediate Past President;
 - (4) the Director and Chief Executive of the Royal Botanic Gardens Victoria as ex officio; and
 - (5) the Chair of the Friends of the Royal Botanic Gardens, Melbourne Trust Fund as ex officio.
28. (1) (a) The President shall be elected by the Members present at the annual general meeting in each even-numbered year and shall hold office from the close of that annual general meeting until the close of the annual general meeting occurring two years later.
 - (b) One Vice-President shall be elected by the Members present at the annual general meeting in each year and shall hold office from the close of that annual general meeting until the close of the annual general meeting occurring two years later.

- (c) The Secretary shall be elected by the Members present at the annual general meeting in each odd-numbered year and shall hold office from the close of that annual general meeting until the close of the annual general meeting two years later.
 - (d) The Treasurer shall be elected by the Members present at the annual general meeting in each even-numbered year and shall hold office from the close of that annual general meeting until the close of the annual general meeting occurring two years later.
 - (e) One-half of the number of ordinary members of the Council shall be elected by the Members present at the annual general meeting in each even-numbered year. However, if the number of ordinary members of the Council at the time of the annual general meeting is not an even number then the number to be elected shall be one-half of the next higher even number.
 - (f) The remaining ordinary members of the Council shall be elected by the Members present at the annual general meeting in each odd-numbered year. The number to be elected being equal to the number of ordinary members provided for in Rule 27 (2) less the number elected at the annual general meeting the previous year who still remain in office.
- (2) A person holding the office of President or of a Vice-President shall, after holding the relevant office for a continuous period of four years, not be eligible for re-election to that office until a period of four years has elapsed since that person last held that office.
 - (3) Subject to the provisions of sub-Rule (2), a retiring member of the Council shall be eligible to be re-elected to the office previously held or to be elected to another office within the Council.
 - (4) If a casual vacancy occurs among the members of Council a Member may be appointed to fill the vacancy and the person so appointed shall hold office until the term of office of the member previously holding the position would have expired. In the case of a casual vacancy occurring in the office of Secretary, the Council must fill that vacancy within 14 days of the vacancy arising.
29. (1) Nominations of candidates for election as members of the Council –
- (a) shall be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than 30 days before the date fixed for the holding of the annual general meeting.
- (2) If there are any offices of the Council to be filled at an annual general meeting for which no nominations have been received pursuant to sub-Rule (1) then nominations shall be received at the general meeting for those offices.
 - (3) If the number of nominations received for any office is equal to the number of vacancies to be filled, the person or persons nominated to that office shall be deemed to be elected.
 - (4) If the number of nominations received for any office exceeds the number of vacancies to be filled, a ballot shall be held.

- (5) The ballot for the election of members of the Council shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
 - (6) A nomination of a candidate for election under this rule is not valid if that candidate –
 - (a) has been nominated for another office. However, a candidate for the office of President who is not so elected may be deemed, with the candidate's approval, to be a candidate for election to the office of Vice-President. Similarly, a candidate for election to the office of Vice-President who is not so elected may be deemed, with the candidate's approval, to be a candidate for election as an ordinary member of the Council; or
 - (b) is not a financial Member.
 - (7) A Corporate Member, so authorized in writing by an executive officer of the Corporate Member shall be entitled to be a candidate for election as a member of Council.
30. For the purposes of these rules, the office of a member of the Council becomes vacant –
- (1) If the member –
 - (a) ceases to be a Member; or
 - (b) resigns as a member of the Council by notice in writing given to the Secretary; or
 - (c) fails to attend 3 consecutive meetings (other than special or urgent Council meetings) without leave of absence; or
 - (d) otherwise ceases to be a member of the Council by operation of Section 78 of the Act.
 - (2) If the Corporate Member under whose authority the member was a candidate for membership of the Council becomes an insolvent within the meaning of the Corporations Law or is wound up or is dissolved.
31. (1) The Council shall meet at least four times in each financial year at such place and at such times as the Council may determine.
- (2) A special meeting of the Council may be convened by the President or by any four of the members of the Council.
 - (3) Not less than 14 days' notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (4) Any six members of the Council shall constitute a quorum for the transaction of the business of a meeting of the Council.
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the day in the following week unless the meeting was a special meeting in which case it lapses.
 - (6) At meetings of the Council –

- (a) the President or, in the absence of the President, one of the Vice-Presidents shall preside; or
 - (b) if the President and the Vice-Presidents are absent, one of the remaining members of the Council present may be chosen by those members to preside.
- (7) Questions arising at a meeting of the Council or of any committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Council or of any committee appointed by the Council (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.
- (9) Written notice of each meeting of the Council or of a committee of the Council shall be served on each member by delivering it to the member at a reasonable time before the meeting, by sending it by pre-paid post addressed to the member at the usual or last known place of abode of the member or by electronic means at least two business days prior to the meeting.
- (10) Subject to sub-Rule (4) the Council or a committee of the Council may act notwithstanding any vacancy on the Council or on the committee.
- (11) A member of the Council or of a committee of the Council who is not physically present at a meeting may participate in the meeting by the use of technology that allows that member and the members present to clearly and simultaneously communicate with each other.
- (12) For the purpose of these rules, a member of the Council or of a committee of the Council participating in meeting as permitted under sub-Rule (11) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (13) A written resolution signed by all the members of the Council or of a committee of the Council is effective as if it had been passed at a meeting duly called and constituted. Such a resolution may consist of several documents in like form each signed by one or more members of the Council, or of a committee of the Council as the case may be.
32. (1) The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each meeting of the Council in books provided for that purpose together with a record of the names of persons present at meetings of the Council.
- (2) Except as otherwise provided in these Rules, the Secretary shall keep custody of or control all accounts, books, securities and relevant documents of the Friends and, subject to privacy considerations or commercial sensitivities or legal matters, make them available for inspection free of charge and for copying by any Member on request. In this rule 'relevant documents' includes membership records, the register of Members, financial statements, financial records and minutes (other than minutes of meetings of the Council unless the Council chooses to relax this exclusion in any particular case).

33. The Treasurer of the Friends –
- (1) shall collect and receive all moneys due to the Friends and make all payments authorized by the Friends; and
 - (2) shall keep correct accounts and books showing the financial affairs of the Friends with full details of all receipts and expenditure connected with the activities of the Friends.
34. (1) The Friends in general meeting may by resolution remove any member of the Council before the expiration of the term of office of that member and appoint another member to hold that office until the expiration of the term of office of the first-mentioned member.
- (2) Where the member of the Council to whom a proposed resolution referred to in sub-Rule (1) makes representations in writing to the Secretary or the President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the member may require that they be read out at the meeting.

ENTWISLE MEDAL

35. The Council shall accept, via the Secretary, nominations for the Entwisle Medal by no later than 31 July each year. The Council at its sole discretion shall award the Entwisle Medal to a Member who has provided benefits to the Gardens or the Herbarium, or benefits or services to the Friends, which the Council declares to be outstanding. The award when granted will, under normal circumstances, be presented at the Annual General Meeting.

AUDIT

36. The Council shall cause the accounts of the Friends to be audited and the correctness of the balance sheet and profit and loss account to be ascertained as soon as possible after 30 June of every year so that such audited accounts, balance sheet and profit and loss account may be tabled at the annual general meeting of the Friends.

MISCELLANEOUS

37. The Council shall determine from time to time:
- the methods of payment employed by the Friends for goods or services it acquires
 - the person(s) authorised by the Council to effect such payments; and
 - the scope, limits and conditions applying to such authorisations.

The Council may confirm the terms of any such determinations by an instrument of delegation.

38. (1) The common seal of the Friends shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Secretary of the Friends.

39. These Rules of the Friends shall not be altered except in accordance with the Act.
40. (1) A notice may be served by or on behalf of the Friends upon any Member either personally or by sending it by email or post to the Member at the address of the Member shown in the register of Members.
- (2) Where an email is transmitted successfully to the address provided by a Member, it shall be deemed to have been properly served.
- (3) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post notwithstanding that it may subsequently be returned through the post unclaimed.
41. If the Friends is wound up or its registration is cancelled, and there remains any net assets after payment or satisfaction of all its debts and liabilities, they shall be transferred to such other charitable or community organisation with similar purposes as the Council determines.
42. Except as otherwise provided in these rules, all books, documents, correspondence and securities of the Friends shall be kept in the custody or under the control of the Secretary.
43. The funds of the Friends shall be derived from, annual subscriptions, donations and such other sources as the Council determines.
44. (1) The Friends shall indemnify and keep indemnified any person who is, or at any time has been, a Council member, against every action or suit that shall be brought and maintained for anything done or omitted pursuant to the duties imposed as a Council member, provided that such indemnity shall not apply in respect of any fraudulent or criminal act or omission by that individual.
- (2) A liability includes, but is not limited to, any loss, cost or expense suffered or incurred by the Council member:
- (a) in defending any criminal proceedings in which that person is acquitted;
- (b) in defending any civil proceedings where the person has acted in good faith; and
- (c) in connection with an application in relation to such proceedings, in which the court grants a relief to that person.
- (3) The Friends may pay the premium on any policy of insurance in relation to any liability of a Council member, to the fullest extent permitted by law.

APPENDIX 1

FRIENDS OF THE ROYAL BOTANIC GARDENS, MELBOURNE INCORPORATED

FORM OF APPOINTMENT OF PROXY

I,(full name of applicant)
of(address),

being a financial member of Friends of the Royal Botanic Gardens, Melbourne Incorporated ("the Friends"), hereby appoint (full name)

of.....(address),
being a financial member of the Friends, as my proxy to vote for me on my behalf at the general meeting of the Friends (annual general meeting or special general meeting, as the case may be) to be held on (date) and at any adjournment of that meeting.

Delete My proxy is authorized to vote in favour of/against the resolution(s) to be put
if not before the meeting (insert details).
required

(Signed)

(Date)

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