

STATEMENT OF PURPOSE
AND
STANDARD RULES
(CONSTITUTION)
For
YARRAM YARRAM LANDCARE NETWORK
(YYLN)

(Adopted 31st October 2006
Version 5 29/10/2018)

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Definitions

Yarram Yarram Landcare Network Inc.

A network of Landcare groups and members in South Gippsland operating in the catchments of Albert/ Jack Rivers, Tarra River, Bruthen Creek, Merrimans Creek, Jack Smith Lake and Nine Mile Creek .

Our Role

Yarram Yarram Landcare Network exists to coordinate and encourage sustainable land management and productivity

Statement of purpose

YYLN shall devote itself to increasing public awareness of environmental issues, and to fostering activities which enhance the natural environment through its work with Landcare.

Its main objectives shall be to:

- uphold and respects the rights and privileges of individual Member Groups who choose to remain autonomous
- make provisions for individuals to join the Network
- Support the various Landcare Member Groups, Sub-Groups and individuals in YYLN
- Promote the protection of biodiversity by retaining existing vegetation
- Promote the protection of remnant and riparian vegetation
- Increase indigenous vegetation by facilitating the planting of suitable species
- Control erosion and salinity
- Encourage landholders to increase indigenous vegetation on their properties
- Promote the collection, storage and distribution of local provenance seed
- Promote Landcare and Landcare activities
- Encourage community ownership and involvement
- Promote skills development and education across the Catchments within the YYLN boundaries

Our charter

Provide a forum for discussion and communication between member groups and individuals

Support the protection and management of the environment within our catchments

Educate our land managers in best practice

Maintain a high profile for Landcare in the broader community

Obtain and coordinate funding and resources

Standard Rules

1. Name

- 1.1. The name of the Incorporated Association is the "Yarram Yarram Landcare Network Incorporated" (in these rules called "YYLN")

2. Interpretation

- 2.1. In these rules, unless the contrary intention appears:-
 - "Financial Year" means the year ending 30th June
 - "Member Group" means a Landcare Group that is approved for membership of YYLN as a Group
 - "Member" means an Individual Member or Member of a Group as defined in these Rules
 - "The Board" means the YYLN Board as defined in these Rules
 - "Objects" means the objects contained in the Statement of Purposes of YYLN
 - "The Act" means the Associations Incorporation Reform Act 2012
 - "The Regulations" means regulations under the Act
 - "YYLN" means the Yarram Yarram Landcare Network
 - "WGCMA" means the West Gippsland Catchment Management Authority
 - "AGM" means Annual General Meeting
 - "Registrar" means the government body responsible for incorporated associations
- 2.2. In these Rules, a reference to the Secretary of YYLN is a reference: -
 - (a) where a person holds office under these Rules as Secretary of YYLN, to that person; and
 - (b) in any other case, to the designated staff member.
- 2.3. 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.

3. Assets and income

- 3.1. The assets and the income of YYLN shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of YYLN except as bona fide remuneration for services rendered or expenses incurred on behalf of YYLN.
- 3.2. The YYLN shall govern the financial and human resources available to it in order to achieve the goals defined in the Statement of Purpose.
- 3.3. The Treasurer shall be responsible for controlling the finances and assets. The Network Co-ordinator shall provide reports and all accounts to the Treasurer for approval.
- 3.4. The funds of the Association shall be derived from Government grants, annual subscriptions, donations and other such sources as the committee determines.

4. Application for membership

4.1. Individual Members

- (a) An individual may make application for membership of the YYLN. The application must be in writing and shall be subject to the same conditions as laid down for all members.
- (b) Fees for individual membership shall be set by the Board.

4.2. Member Groups

- (a) A Group with objects the same or similar to YYLN located or have an interest within YYLN may make application and be approved for Group Membership of YYLN as provided in these Rules.
- (b) An application of a Group for membership of YYLN shall:
 - (a) be made by the Chairperson and Secretary of the Group
 - (b) include a list of existing members of the Group
 - (c) be lodged with the Network Coordinator
 - (d) be financial and independently insured and incorporate
- (c) At the next scheduled meeting, the Network Coordinator shall refer the application to the Board to determine whether to approve or reject the application.
- (d) Upon an application being approved by the Board, the Network Coordinator shall, with as little delay as possible, notify the applicant Group in writing that the Group is approved for membership of YYLN.
- (e) Network Coordinator or assigned staff member shall enter the successful applicant Group member's names in the Network's register of members and upon the names being so entered, the applicant Group becomes a Member Group of YYLN.
- (f) Upon an application being rejected by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing that the Group is not approved for membership and the reasons for rejection.
- (g) A right, privilege, or obligation of a Member Group by reason of its membership of the YYLN:
 - (a) cannot be transferred or transmitted to another Group and
 - (b) terminates upon the cessation of their membership whether by resignation or otherwise
- (h) Annually, each Member Group, will provide YYLN with
 - (a) a list of its members (full name and address) for that financial year
 - (b) a list of its officers
 - (c) an annual report of its activities
- (i) A collection of members not affiliated with a Member Group may also form a subgroup of the YYLN for the purpose of project delivery and/or socialisation. These subgroups should notify YYLN of their intentions in writing.

5. Register of members

- 5.1. A YYLN designated staff member shall keep and maintain a register of all members of the YYLN including full name and address and date of entry of member, and type of membership (Individual or Member Group).

6. Resignation of members

- 6.1. A Member of YYLN that has paid all moneys due and payable by it to YYLN, may resign from YYLN by first giving one (1) months' notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.
- 6.2. Upon the expiration of a notice given under the sub-clause (6.1), the YYLN designated staff member or Secretary shall make in the register of members an entry recording the date on which the Member by whom the notice was given, ceased to be a member.

7. Expulsion of members

- 7.1. Subject to these Rules, the Board may by resolution:
- (a) expel a Member from YYLN or
 - (b) suspend a Member from YYLN for a specified period;
- If the Board is of the opinion that the Member
- (a) has refused or neglected to comply with these rules; or
 - (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of YYLN.
- 7.2. A resolution of the Board under sub-clause (7.1) to expel or suspend:
- (a) does not take effect unless the Board, at the next scheduled meeting confirms the resolution
 - (b) where the Member Group exercises a right of appeal to YYLN does not take effect unless YYLN confirms the resolution in accordance with this clause.
- 7.3. Where the Board passes a resolution to expel, suspend, under sub-clause 7.1, the Secretary shall for the purpose of giving notice in accordance with rule 7.2(a), as soon as practicable, cause to be served on the secretary of the Member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it was based
 - (b) stating that a representative of the Member may address the Board at the next scheduled meeting after the service of the notice
 - (c) stating the date, place and time of the meeting
 - (d) informing the Member that they may do one or more of the following:
 - (i) have a representative attend the Board meeting
 - (ii) give to the Board before the date of the meeting written statement seeking revocation of the resolution

- (iii) lodge with the Secretary, not later than 24 hours before the date of the meeting, a notice to the effect that the Member wishes to appeal to YYLN in a Special Meeting against the resolution
- 7.4. At a meeting of the Board held in accordance with sub-clause 7.2, the Board:
- (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.
- 7.5. Upon the receipt of a notice under sub-clause 7.3 d (iii), the Secretary shall notify the Board and the Board shall convene a Special Meeting of YYLN to be held within 21 days after the date on which the Secretary received the notice.
- 7.6. At a Special Meeting of YYLN convened under sub-clause 7.5.
- (a) no business other than the question of the appeal shall be transacted
 - (b) the Board may place before the meeting details of the grounds for the resolutions and the reasons for the passing of the resolution
 - (c) the member shall be given the opportunity to be heard
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.7. If at the Special Meeting:
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed, or
 - (b) in any other case, the resolution is revoked.

8. Disputes and mediation

- 8.1. The grievance procedure set out in this rule applies to disputes within the jurisdiction of the YYLN under these Rules between:
- (a) a Member and another Member, or
 - (b) a Member and YYLN
- 8.2. 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 the parties.
- 8.3. 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.
- 8.4. The Mediator must be:
- (a) in the case of a dispute between a Member and another Member, a person appointed by the Board of YYLN, or
 - (b) in the case of a dispute between a Member and YYLN, a person who is a Mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 8.5. A Member of YYLN can be a Mediator.
- 8.6. The Mediator must be unbiased and not be a party to the dispute.
- 8.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8. The Mediator in conducting the mediation must:

- (a) give the parties to the mediation process every opportunity to be heard
 - (b) allow due consideration by all parties of any written statement submitted by any party
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 8.9. The Mediator must not determine the dispute.
- 8.10. 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

9. Member groups

- 9.1. As provided in these Rules, a Group with objectives the same or similar to YYLN may be approved for Group membership of YYLN.
- 9.2. Each Member Group may create its own by-laws for the administration of their activities provided that in the absence of any such by-laws, the Rules of YYLN shall as far as practicable be adopted by a Member Group. Where any inconsistency of purpose exists between YYLN and a Member Group, the purposes of YYLN shall prevail.
- 9.3. Each Member Group may also create its own procedure for the nomination and approval of a person who wishes to become a member of that Group.
- 9.4. A Member Group nor any of its representatives shall not enter into a contract or incur an obligation or liability on behalf of the YYLN, without the written approval of the Board.
- 9.5. The Board shall, from time to time, recommend a type and amount of insurance cover Member Group shall be required to have in effect. Such insurance cover as determined by the Board shall be compulsory for all Member Groups.
- 9.6. A Member Group may be dissolved by a resolution of members making up that Group according to the Rules of Constitution of the Member Group. In the absence of such Rules or Constitution of the Member Group, a resolution requiring a three quarters majority of the members of the Group present at a meeting convened for that purpose. Upon dissolution of a Member Group, all funds of that Group will be distributed according to the rules of that Member Group or in the absence of the group's own rules according to YYLN's rules.
- 9.7. The Board may subject to Section 7 expel a Member Group from YYLN. Upon expulsion the Member Group affected will immediately cease to associate itself with YYLN and YYLN will no longer be responsible for the Group liabilities
- 9.8. For the purposes of ensuring compliance with these rules a Member Group shall provide any information pertaining to the Group activities and membership that may be requested by the Secretary or the Board from time to time.

10. Sub groups

- 10.1. Any collection of individual members within the YYLN not affiliated with any Member Group shall be designated a Sub Group.
- 10.2. Any sub group shall be subject to the direction of the YYLN Board.
- 10.3. Each Sub Group's finances shall be administered by YYLN. A Sub Group can make nonbinding recommendations about the income and expenditure of that Sub Group.
- 10.4. Upon dissolution of a Sub Group, all funds of that Sub Group are retained by YYLN
- 10.5. Each individual is an individual member of YYLN.

11. Administrative support

- 11.1. The YYLN may employ staff to carry out the administration and affairs of the YYLN.

11.2. The selection of persons employed by the YYLN shall be a function of the Board in accordance with the Agreement with employing agency.

12. The board

12.1. The Board

- (a) shall control and direct the business and affairs of YYLN
- (b) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by YYLN other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of YYLN
- (c) subject to these Rules, the Regulations and the Act, has the power to perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of YYLN.

12.2. Board membership shall consist of

- (a) Chairperson
- (b) Vice Chairperson
- (c) Secretary, who also acts as the Public Officer,
- (d) Treasurer
- (e) Five Ordinary Board Members
- (f) Immediate Past Chairperson (The position of Immediate Past Chairperson will be an ex officio member of the board for a maximum of one year)

12.3. Each member will be elected for a 2 year term.

12.4. No individual Board member shall hold more than 3 consecutive terms in the one position on the Board

13. Annual General Meeting (AGM)

13.1. YYLN shall at the beginning of each financial year convene an AGM of its members. The AGM will be held prior to 31st October each year.

13.2. The AGM shall be held on such day and at such time and location as the Board determines.

13.3. Notice of the AGM shall be sent 14 days prior to the meeting

13.4. The ordinary business of the AGM shall be:

- (a) to confirm the minutes of the last preceding AGM and any general meeting held since that meeting
- (b) to receive from the Board reports upon the transactions of YYLN during the preceding financial year
- (c) to elect members of the Board.in accordance with Clause 15.
- (d) to receive and consider the financial statement submitted by YYLN in accordance with the Section 40 of the Act.

13.5. The AGM may transact special business with at least 21days notice.

- 13.6. The AGM shall be in addition to any other general meetings that may be held in the same year.
- 13.7. Ten (10) members personally present shall constitute a quorum for the transaction of the business of the meeting.

14. Special general meetings

- 14.1. In addition to the annual general meeting, other general meetings may be held and shall be deemed a special general meeting.
- 14.2. The board may, whenever it thinks fit, convene a special meeting of the YYLN.
- 14.3. Ten (10) members shall constitute a quorum.
- 14.4. A request made to the Board by members for a special meeting must:
- (a) state the general nature of any business and any resolution to be proposed
 - (b) be signed by 10 members requesting the meeting
 - (c) be sent to the Secretary
- 14.5. If the Board 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 3 months after the date.
- 14.6. If a special meeting is convened by members in accordance with Rule 14.5 rule, it must be convened in the same manner so far as possible as a meeting convened by the board and all reasonable expenses incurred in convening the special general meeting must be refunded by the YYLN to the persons incurring the expenses.

15. Special business

- 15.1. 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.
- 15.2. No item of business may be conducted at a special general meeting unless a quorum of members under these rules to vote is present at the time when the meeting is considering that item.
- 15.3. If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present:
- (a) In the case of a meeting convened upon the request of members, the meeting must be dissolved
 - (b) In any other case the meeting shall stand adjourned to the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 15.4. 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 3) shall be a quorum.

16. Notice of general meetings

- 16.1. The Secretary, 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 YYLN, must be sent to each member of YYLN, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting. Notice may be sent by electronic transmission or prepaid post to the address appearing in the register of members.

- 16.2. 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.
- 16.3. No business other than that set out in the notice convening the meeting may be conducted at the meeting
- 16.4. No item of business may be conducted at a special general meeting unless a quorum of members under these rules to vote is present at the time when the meeting is considering that item.
- 16.5. 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 3) shall be a quorum.

17. Presiding at special general meetings

- 17.1. The chairperson, or in the chairperson's absence, the vice chairperson shall preside as chairperson at each special general meeting of YYLN.
- 17.2. If the Chairperson and Vice Chairperson are absent from a general meeting, or unable to preside, the members present must select one of their number to act as chairperson.

18. Adjournment of special general meetings

- 18.1. No business may be conducted at an adjourned meeting other than unfinished business from the meeting that was adjourned.
- 18.2. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with YYLN's procedure for meeting notification except that it is not necessary to give notice of the business to be conducted at an adjourned meeting.

19. Voting at special general meetings

- 19.1. Upon any question arising at a general meeting of YYLN, a member has one vote only.
- 19.2. All votes must be made personally. Proxy votes are not permitted.
- 19.3. In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise only a casting vote.
- 19.4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to YYLN have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

20. Poll at special general meetings

- 20.1. If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at a meeting in such a 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.
- 20.2. 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.

21. Manner of determining whether resolution carried

- 21.1. If a question arising at a general meeting of YYLN is determined on show of hands, a declaration by the chairperson that a resolution has been
 - (a) carried; or
 - (b) carried unanimously; or

- (c) carried by a particular majority; or
- (d) lost

An entry to that effect in the YYLN minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. Election of officers and vacancy

- 22.1. Nominations of candidates for election as officers of YYLN or as ordinary members of the YYLN Board
- (a) Nomination forms will be distributed with notice of the Annual General Meeting.
 - (b) Nomination forms shall be made in writing, signed by any two Members of YYLN and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination)
 - (c) Nomination forms shall be delivered to the "Returning Officer" of YYLN not less than 7 days before the date fixed for the holding of the annual general meeting.
 - (d) The returning officer will be appointed by the board and must not be a candidate in the election. In the event that insufficient nominations be received to fill positions, nominations may be accepted at the AGM, or at future Board Meetings if necessary.
- 22.2. If the number of nominations received is equal to the number of vacancies to be filled the Member nominated shall be deemed to be elected.
- 22.3. If there is more than one nomination for a position on the Board a secret ballot shall be held at the AGM.
- 22.4. The position of Chairperson shall be elected first then other office bearers followed by ordinary Board positions.
- 22.5. The ballot for the election of members of the Board shall be conducted at the AGM in such usual and proper manner as the Board may direct.
- 22.6. A member shall only hold one elected position on the Board.
- 22.7. For the purposes of the Rules, the position held by a Board member becomes vacant if the member:
- (a) ceases to be a member of YYLN
 - (b) resigns his/her office by notice in writing given to the Secretary
 - (c) has been asked to vacate their position by the vote of the Board for reasons identified below in section 23
 - (d) becomes an employee of YYLN
 - (e) dies
 - (f) becomes insolvent
 - (g) becomes mentally incompetent
- 22.8. In the event of a casual vacancy occurring for any board position, the board may appoint a YYLN member to the vacant position and that member may continue in office up to and including the conclusion of the next annual general meeting following the date of appointment.

23. Chairperson

23.1. The Chairperson's role is to:

- (a) chair Board Meetings
- (b) provide leadership to the network
- (c) liaise with staff and other volunteers
- (d) represent the organisation and act on its behalf
- (e) be the authorised individual to sign correspondence, cheques and other official documents
- (f) be the delegate and/or liaison to other organisations where appropriate
- (g) act as spokesperson for the Network
- (h) be the point of contact if needed when staff are unavailable
- (i) provide media releases
- (j) prepare board agenda with Secretary
- (k) undertake other functions and duties as determined by the Board

24. Vice-chairperson

24.1. The Vice-Chairperson's role is to:

- (a) act as support for the chair
- (b) undertake the duties of the Chair when the chair is unavailable
- (c) provide other duties as determined by the Board and the Chairperson

25. Secretary

25.1. The Secretary's role is to:

- (a) attend Board meetings and record the minutes
- (b) be responsible for the distribution and filing of minutes, correspondence and other records.

25.2. The Chairperson and Secretary will prepare the Board Agenda.

25.3. The Secretary shall notify the Registrar of:

- (a) the appointment of a Public Officer (or any changes to their details)
- (b) a change to the association's registered address
- (c) a special resolution relating to winding up the association or distribution of assets.

25.4. Lodging with the Registrar:

- (a) the annual statement and any supporting documents
- (b) particulars of any trusts

25.5. Applying to the Registrar for approval to:

- (a) alter the Association's statement of purpose or rules, or
- (b) change the Association's name.

26. Treasurer

26.1. The Treasurer of YYLN will work with the YYLN designated staff member to

- (a) provide oversight and direction on the handling of all funds
- (b) report to the Board on the financial situations of the YYLN
- (c) prepare or oversee the preparation and maintenance of an asset register
- (d) arrange for an independent financial audit of the YYLN's Financial Management Books
- (e) act as Chair of the Finance committee

26.2. The YYLN Coordinator and appropriate staff:

- (a) shall collect and receive all moneys due to YYLN and make all payments authorised by YYLN
- (b) shall keep correct accounts and books showing the financial affairs of YYLN with full details of all receipts and expenditure connected with the activities of YYLN.

26.3. The accounts and books referred to in sub-clause (26.1.d) shall be available for inspection by members

26.4. Notwithstanding sub-clause 19.1 the Board may appoint a competent person or organisation to perform the duties of the Treasurer on behalf of YYLN. The Treasurer however shall always be responsible for submitting the statement of accounts to the annual general meeting in accordance with Section 40 of the Act.

27. Proceedings of the board

27.1. In addition to the AGM, the Board shall meet at least 4 times in each year at such place and such times as the Board may determine.

27.2. Special meetings of the Board may be convened by the Chair or by any 4 of the members of the Board.

27.3. Notice shall be given to members of the Board of the general nature of the business to be transacted.

27.4. Each member of the Board shall be given at least 7 days' notice of any meeting to be sent by the Secretary/Coordinator with an agenda issued at least two days in advance of the meeting.

27.5. Five (5) board members personally present shall constitute a quorum for the transaction of the business of a meeting of the Board.

27.6. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to an agreed time and place.

27.7. At the meetings of the Board:

- (a) the Chairperson or in his/her absence the Vice-Chair shall preside; or
- (b) if the Chairperson and the Vice-Chairperson are absent, one of the remaining members of the Board may be chosen by the members present to preside.

27.8. 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.

28. Voting procedures for board meetings

28.1. A question arising at a Board Meeting of YYLN shall be determined on a voice vote, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a voice vote, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of YYLN is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, of acceptance of that resolution.

28.2. The Chairperson of the meeting is only entitled to exercise a casting vote.

28.3. If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner and at such time before the close of the meeting as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

28.4. A poll that is demanded on the election of a Chairman 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 current financial year.

28.5. A Board member is not entitled to vote at any Board Meeting unless all moneys due and payable to YYLN have been paid or that the Board member is a financial member of a Member Group/Sub Group; other than the amount of the annual subscription payable in respect of the current financial year.

29. Committees of the YYLN board

29.1. The Board will create committees to review in more depth the functioning and/or policies of specific areas of operations.

29.2. Committees may be continuous or sunset committees designed to explore and report to the Board on a specific issue or item with a designated time frame.

29.3. The Chairperson of each Committee shall initiate meetings in conjunction with Committee members.

29.4. The Employment Steering Committee will be responsible for managing the employment concerns with the YYLN Coordinator.

29.5. Committees will report to the Board. Recommendations of the Committees will be presented for ratification at Board meetings.

29.6. The appointment of Committees' chairpersons will be approved by the Board.

29.7. Where practicable, Committees should be chaired by Board members.

30. Removal of board members

30.1. YYLN may by resolution of the Board remove any member of the Board before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.

30.2. Possible reasons for asking a Board member to resign might include, a member who:

(a) is convicted of any offence punishable on conviction with imprisonment for more than one month

(b) without the consent of a general meeting holds any office of profit under the YYLN

- (c) becomes directly interested in any contract or proposed contract with the YYLN and fails to declare that interest to the YYLN
- (d) is unable to carry out Board duties effectively
- (e) has failed to attend two or more consecutive Board meetings without providing notice.

31. Payments

- 31.1. All payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments with the exception of incurring a cost with the YYLN credit card or debit card shall be authorised /signed jointly by any two of the following signatories – Chairperson, Secretary, Treasurer, designated staff member or any persons approved by the YYLN Board.
- 31.2. Designated staff cannot co-sign another staff member's signature.

32. Alteration of rules and statement of purposes

- 32.1. These Rules and the Statement of Purposes of YYLN shall not be altered except in accordance with the Act (Section 77)

33. Honorariums

- 33.1. Honorariums may be paid to Board members. The purpose of the honorariums is to partly offset expenses incurred by Board members whilst carrying out YYLN business.
- 33.2. The total honorarium that may be paid is to be set at the AGM.
- 33.3. The amount paid to individual members will be determined by the Board.
- 33.4. The honorariums will be paid within 4 months following the approval at the AGM

34. Custody of records

- 34.1. Except as otherwise provided in these Rules, the Secretary/designated staff member shall keep in his/her custody or under his/her control all books, documents and securities of YYLN.

35. Winding up or cancellation

- 35.1. In the event of the winding up or the cancellation of the Incorporation of YYLN, the assets of YYLN shall be disposed of in accordance with the provisions of the Act (Section 76). Any assets that remain after winding up or cancellation and the satisfaction of the debts and liabilities of YYLN, shall be paid and applied by YYLN in accordance with its powers to any organisation which has objects the same as or similar to YYLN and which has rules prohibiting the distribution of its assets and income to its members.