

RULES OF [INSERT NAME OF ROUNDTABLE]

A Roundtable within the Mornington Peninsula and Western Port Biosphere Reserve Foundation Limited ACN 107 484 408 (Foundation)

DEFINITIONS AND INTERPRETATION

Unless the context requires otherwise, words which are defined in the Constitution have the same meaning in these Rules.

The following terms have the meaning set out below:

Committee has the meaning given in Rule 6.

Constitution means the constitution of the Foundation, as amended from time to time.

financial Roundtable Member means a Roundtable Member who has paid all fees required under the Constitution.

Member means a member of the Foundation.

Roundtable means [insert name of Roundtable].

Roundtable AGM means the annual general meeting of the Roundtable.

Roundtable EM means a Roundtable General Meeting other than a Roundtable AGM.

Roundtable General Meeting means a Roundtable AGM or a Roundtable EM

Roundtable Member means a Member who is attached to this Roundtable.

Rules means these rules, as amended from time to time.

special resolution means a resolution passed by at least 75% of Roundtable Members present and voting.

In the case of a conflict between these Rules and the Constitution, the Constitution prevails.

OBJECTIVES

The general objectives of the Roundtable are to promote:
the purposes and Charter of the Foundation; and

the aims of the UNESCO “Man and the Biosphere” program

with particular reference to [insert geographic area].

The Roundtable may determine from time to time its specific objectives.

ATTACHMENT TO A ROUNDTABLE

Clause 8 of the Constitution sets out the general provisions relating to General Member attachment to a Roundtable. This Rule sets out additional provisions as follows:

Each Director Member and Council Member may select a Roundtable to which they wish to become attached. The selection is subject to the approval of the Board.

The Committee will keep a register of Roundtable Members.

Only a Member may be attached to the Roundtable.

ROUNDTABLE MEMBERSHIP FEES

Clause 30 of the Constitution sets out the general provisions relating to fees for Membership. This Rule sets out additional provisions as follows:

After consultation and agreement with the Committee, the Board may prescribe an annual fee for Roundtable Membership and when and in what circumstances such fee is payable.

If the Board authorises the operation of a Roundtable bank account, the Board will direct any such fees collected to that account.

PAYMENTS TO MEMBERS

Clause 7 of the Constitution sets out the general provisions relating to payments and transfers to Member. This Rule sets out additional provisions as follows:

Except as provided in the Constitution and Rule 5, no Roundtable Member is permitted to derive personal pecuniary profit or advantage from the transactions of the Roundtable.

Subject to clause 7 of the Constitution, the Committee may, however, pay an honorarium to any Member performing services for the Roundtable, as it sees fit. Such honorarium will not constitute a salary or wages and the Member performing the services will not an employee of the Foundation for any purposes.

ROUNDTABLE GENERAL MEETINGS

The Roundtable AGM will be convened in accordance with Rule 7.

The Committee may call a Roundtable EGM at any time in accordance with these Rules for the purposes of the Roundtable.

The Committee must convene a Roundtable EGM on receiving a written request signed by fifteen financial Roundtable Members or 20% of financial Roundtable Members, whichever is the lesser.

The Roundtable Convenor will be the chairperson of any Roundtable General Meeting. If he or she is not present or is not willing to act, the chairperson will be the Roundtable Secretary. If he or she is not present or is not willing to act, the chairperson will be the Roundtable Treasurer and if he or she is not present or is not willing to act, the Roundtable Members present will elect one of their number to act as chairperson for the meeting.

Members attached to another Roundtable and interested individuals who are not Members are eligible to attend meetings and other functions of this Roundtable but have no vote.

ROUNDTABLE AGM

The Roundtable AGM will be held each year within four months of the end of the financial year.

Before setting the date for the Roundtable AGM, the Convenor must liaise with the Board to ensure that the Roundtable AGM is held:

in sufficient time prior to the Foundation AGM to ensure that the Foundation AGM is able to complete all necessary business; and

at a time that does not clash with the time of the AGM held by another Roundtable.

Subject to Rule 7, the Committee will determine the time, date and place for the Roundtable AGM.

The business of the Roundtable AGM includes:

consideration of the Roundtable annual report as described in Rule 22;

election of Committee members and the Roundtable nominee for Director (where relevant); and

any other business for which notice has been given.

NOTICE OF MEETING

The Committee must give to Roundtable Members not less than:

14 days' written notice of a Roundtable General Meeting other than a Roundtable AGM; and

21 days' written notice of a Roundtable AGM.

The notice must specify the date, hour and place of meeting, the general nature of the business to be transacted and the details of any special resolutions to be proposed at the meeting. Notice may be given personally, by mail, fax or by electronic mail, if this medium is acceptable to the Roundtable Member.

QUORUM

The quorum for a Roundtable General Meeting is fifteen financial Roundtable Members or 20% of the financial Roundtable Members, whichever is the lesser.

If a quorum is not present within 30 minutes of the time appointed for the meeting, then: if convened on the requisition of Roundtable Members, the meeting will be dissolved; and

in any other case, the meeting will be adjourned to a time, date and place determined by the chairperson, but not later than 30 days from the meeting. If at the adjourned meeting a quorum is not present within 15 minutes of the appointed time for holding the meeting, the financial Roundtable Members present will be a quorum.

VOTING

Except as provided in Rule 10, each financial Roundtable Member is entitled to one vote at a Roundtable General Meeting.

In accordance with clause 8.4 of the Constitution, a Roundtable Member who is also a Director Member or Council Member is not entitled to vote on the election of the Roundtable nominee for Director.

Votes on matters other than the election of Roundtable Committee members or the Roundtable nominee for Director will be conducted in the first instance by a show of hands. Any person present and entitled to vote may demand a poll before or on the declaration of the result of the show of hands.

A secret ballot may be conducted by postal vote or ballot during a meeting, as directed by the chairperson.

The provisions relating to appointment and voting by proxy under clauses 18 and 19 of the Constitution apply to these Rules, with the following variations:

the instrument appointing a proxy must be delivered to the Roundtable Secretary at the address nominated on the notice of meeting not less than twenty-four hours before the time for holding the meeting;

a proxy must be a Member or Representative, but need not be a Roundtable Member or its Representative.

COMMITTEE

The Committee will manage the affairs of the Roundtable.

The Committee will consist of a maximum of ten members, unless the maximum number is varied by a resolution passed at a Roundtable General Meeting. Each of the Roundtable Director and his or her Alternate Director will be appointed automatically as a general member of the Committee if not elected to a Committee position. Otherwise, all members of the Committee will be elected in accordance with these Rules.

Except as provided in Rule 11, each Committee member will be elected annually by the Roundtable Members at the Roundtable AGM each year, when he or she will retire, but will be eligible for re-election.

Each Committee member must be a financial Roundtable Member or its Representative.

The office holders of the Committee will consist of a Roundtable Convenor, a Roundtable Secretary and a Roundtable Treasurer, each of whom will be elected annually from among the Committee members at the first meeting of the Committee after the Roundtable AGM. A Committee member may hold more than one office, but may not hold the same office for more than four consecutive years.

ELECTION OF COMMITTEE

The election of Committee members will take place in the following manner:

Any two financial Roundtable Members may nominate any financial Roundtable Member or its Representative to serve on the Committee. The nomination must be in writing and signed by the proposer, seconder and the candidate and lodged with the Roundtable Convenor at least 30 days before the Roundtable AGM.

If more persons are nominated than there are positions on the Committee, the Convenor will cause the preparation of a ballot paper containing the names of the candidates in alphabetical order. Each Roundtable Member entitled to vote may vote for any number of candidates not exceeding the number of vacancies.

If there are not sufficient candidates nominated, the Committee may fill up the remaining vacancies. The Committee will determine whether the ballot is conducted by postal vote or by secret ballot conducted at the Roundtable AGM.

If a ballot is not required, the chairperson will declare the candidates elected at the Roundtable AGM.

In the case of a vacancy on the Committee during the year, the Committee may appoint a financial Roundtable Member or its Representative to the Committee. Such appointee will hold office up to the end of the Roundtable AGM following his or her appointment.

PROCEEDINGS OF THE COMMITTEE

The Committee may conduct its affairs as it thinks fit, subject always to the Constitution, the Charter, the policies and direction of the Board and these Rules.

The Convenor will be the chairperson at any meeting of the Committee but if he or she is not present or is not willing to act, the chairperson will be the Roundtable Secretary. If he or she is not present or is not willing to act, the chairperson will be the Roundtable Treasurer and if he or she is not present or is not willing to act, the Committee members present will elect one of their number to act as chairperson for the meeting.

The Convenor may convene Committee meetings as required and at least once every six months. Committee meetings may be conducted by meeting in person or by any means of contemporaneous linking together by instantaneous communication of Committee members constituting a quorum.

The quorum for a Committee meeting is at least half of the total number of Committee members.

ELECTION OF ROUNDTABLE NOMINEE FOR DIRECTOR

The election of the Roundtable nominee for Director will take place in the following manner:

Any two financial Roundtable Members may nominate any financial Roundtable Member or its Representative who is eligible under the *Corporations Act 2001* and the Constitution to hold office as a Director. The nomination must be in writing and signed by the proposer, seconder and the candidate and lodged with the Roundtable Convenor at least 30 days before the Roundtable AGM. If more than one person is nominated, the Convenor will cause the preparation of a ballot paper containing the names of the candidates in alphabetical order. A person eligible to vote may vote for only one candidate.

The Committee will determine whether the ballot is conducted by postal vote or by secret ballot conducted at the Roundtable AGM.

If a ballot is not required, the chairperson will declare the sole candidate elected at the Roundtable AGM.

The Committee must ensure that the Board is notified of the election of the Roundtable nominee for Director within 3 days of the election.

SUB-COMMITTEES

Clause 31.3 of the Constitution sets out the general provisions relating to delegations and committees. This Rule sets out additional provisions.

The Committee may appoint sub-committees to deal with aspects of its affairs. Members of sub-committees must be Members of the Foundation but need not be members of the Committee. Actions and decisions of any sub-committee must be consistent with the Constitution, the Charter, Board policies and the terms of reference of the sub-committee and are subject to approval by the Committee.

A sub-committee may not commit the Committee to any policy or expense, but may make recommendations within its terms of reference to the Committee.

ROUNDTABLE BOOKS OF ACCOUNT

The Board may by resolution authorise the operation of a Roundtable bank account for the purposes of the affairs of the Roundtable. This Rule sets out the requirements for the operation of an authorised Roundtable bank account.

The account will be opened with a banking institution approved by the Board in the name of Mornington Peninsula and Western Port Biosphere Reserve Foundation Limited ([#insert name of Roundtable] Roundtable Account).

The Board must approve the signatories to the bank account. Any transaction other than deposits to the bank account requires two signatories.

The bank account must be operated in accordance with the policies set by the Board, including: limits on the level of payments which may be made without prior approval of the Board, other than payments made in accordance with an annual Roundtable budget approved by the Board;

the secure location of the books and records relating to the operation of the bank account; and

policies for the operation of the Foundation gift fund, which require among other things that any tax deductible gifts are deposited in the Foundation gift fund account.

Subject to Rule 16.1.8, the Roundtable Treasurer will be responsible for: receiving, recording and handling monies paid directly to the Roundtable;

maintaining financial records of the Roundtable in accordance with Board policies;

providing practical assistance to the Foundation book-keeper and auditor in relation to the Roundtable bank account;

presenting the Roundtable financial report at meetings of the Committee; and

presenting the annual Roundtable financial report at the Roundtable AGM.

The Board is responsible for ensuring the Roundtable Treasurer is provided in a timely manner with:

copies of bank statements and other relevant financial reports;

financial reports for presentation at meetings of the Committee and the Roundtable AGM; and

practical assistance to fulfil his or her responsibilities and a prompt response to queries.

ACTIVITIES

The Committee, or Roundtable Members delegated by the Committee, may arrange periodic public meetings, talks, functions and other activities: to promote the objectives of the Foundation;

to raise funds for the objectives of the Roundtable; or

for other purposes which promote achievement of the Roundtable's objectives.

The Committee must ensure that:

such activities are covered by the Foundation's insurance policies;

such activities are supervised and controlled by a Foundation member;

such activities are publicised to the broader Membership of the Foundation membership through the Foundation newsletter, e-bulletin, website or other appropriate medium; and

it maintains a record of such activities, including, where appropriate, a register of all persons attending or participating in an activity.

The Committee may charge an appropriate fee, which may include a modest surcharge for persons who are not Members of the Foundation, for participation in such activities.

FUNDRAISING

The Roundtable may not apply to external bodies for funds without the prior written approval of the Board.

The Roundtable may engage in fundraising activities in accordance with Rule 17. If the

Roundtable operates an authorised bank account, all funds received must be paid into that account.

If approval from an external body is required for a specific fundraising activity, the Committee must seek that approval through the Board.

CORRESPONDENCE

The Committee may enter into correspondence as it sees fit, but not in any manner that:

may infringe the Constitution, the Charter, Board policies or the principles of the UNESCO "Man and Biosphere" program;

may bring the Foundation into disrepute; or

is inconsistent with any delegations from the Board to the Committee or a Committee member.

The Committee must promptly send to the Board a copy of any correspondence received or sent which has implications for the Foundation beyond the operations of the Roundtable

CONTRACTS

The Roundtable may not enter into contracts in its own name.

In accordance with its powers under clause 31.3, the Board may authorise one or more members of the Committee to execute specific contracts on behalf of the Foundation.

ROUNDTABLE REPRESENTATION

The Committee may appoint one or more Roundtable Members to represent the Roundtable on any body or at any meeting that invites such representation or where the Committee considers such representation is warranted, providing such appointments are consistent with any Board policy on representation on or to external bodies.

The Roundtable representative must not commit the Roundtable to any policy, expense or course of action without prior approval by the Committee.

REPORTS

The Committee must prepare and submit the following reports:

to the Board, a report on activities, events, fundraising and progress with ongoing projects for circulation with the Board papers, at the frequency specified by the Board;

to the Board, for inclusion in the annual report of the Foundation, a report containing a review of the operations of the Roundtable for the financial year, by the date specified by the Board;

to the Roundtable Members, an annual report containing a review of the operations of the

Roundtable and the Roundtable financial report for the financial year, including a report from each of the Roundtable Convenor, Roundtable Secretary, Roundtable Treasurer and Roundtable Director,

to be distributed via the Foundation newsletter or otherwise as the Board may direct; and

to the Foundation for inclusion in the Foundation newsletter and on the Foundation website (once established), reports on the Roundtable's activities from time to time.

The Committee must also provide the Board with a copy of all circulars, newsletters and other publications that it produces (whether in hard copy or electronically) or makes available to Roundtable Members.

AMENDMENT OF RULES

These Rules may be amended:

by the Board; or
by a special resolution passed at a Roundtable General Meeting provided that:
the Board has first approved the proposed amendments; and

a resolution detailing the proposed amendments and signed by two financial Roundtable Members is submitted to the Roundtable Secretary 28 days prior to the date of the Roundtable General Meeting. The Roundtable Secretary must include the resolution in the notice to Roundtable Members of the General Meeting.

PROPERTY

The Roundtable may only acquire property in the name of the Foundation. The Committee must promptly notify the Board of the acquisition capital assets for inclusion on the Foundation asset register.