



Landcare Victoria Inc Rules Review Guidance Note (April 2024)

This document is intended to assist Landcare Victoria Inc members to understand the context, content and implications of proposed changes to Landcare Victoria Inc's Rules of Association.

Background

Landcare Victoria Inc (Landcare Victoria) is required by law to have a set of rules (or a 'constitution') that governs how the organisation operates. Landcare Victoria's Rules and their effective application are at the heart of the organisation: they set out the rights and obligations of members, the powers and responsibilities of the Committee (**Board**) and other foundational information such as Landcare Victoria's charitable purposes.

As Landcare Victoria continues to grow and improve support for its 600+ members, it is essential that Landcare Victoria's Rules support its strategic objectives and are appropriate to the scale and complexity of its operations.

Following a comprehensive review of the Rules and member consultations earlier in 2023, the Board is proposing changes to the Rules to ensure that Landcare Victoria has clear, fit-for-purpose rules now and into the future. The Landcare Victoria Annual General Meeting is being held on **Wednesday, 22 May**, at which Landcare Victoria members will be invited to pass a special resolution to adopt proposed new rules (**Proposed Rules**).

Why are new Rules needed?

The current Rules, with some modifications, were passed in 2018. A review of the Rules in 2021 found that while some aspects are still suitable for Landcare Victoria, changes are needed to improve clarity, address deficiencies and ensure that Landcare Victoria's Rules align with contemporary good governance practices.

In early 2023, Landcare Victoria's Board and staff conducted a series of [consultations with Landcare Victoria members](#) to seek feedback on proposed amendments to the Rules. The focus was on four key areas for amendment:

1. **The Board/Committee and Members Council** – changes to the composition and method of appointment of the Landcare Victoria Board and provisions to strengthen the role of the Members Council.
2. **Status of unincorporated Member Groups and management of organisational risk** – changes in relation to acceptance of liability for unincorporated member groups under current rules.

3. **Risk management and insurance** – new and amended rules to enable Landcare Victoria to establish policies that apply to all Member Groups and manage compliance with insurance requirements.
4. **Membership** - clarification and confirmation of who is eligible to be a member of Landcare Victoria and their rights and responsibilities.

Feedback received from members was considered in depth by the Landcare Victoria Board and as a result further drafting changes were made. In addition, the Board decided to defer voting on the Proposed Rules from the May 2023 AGM to the May 2024 AGM. This was intended to afford Landcare Victoria members more time to understand and engage with the final version of the Proposed Rules before the vote is held.

What are the key changes being proposed?

Members are encouraged to read the [Discussion Paper](#) and [Rules Review Presentation](#) (Feb 2023) on the Landcare Victoria website (**Consultation Documents**) for a detailed consideration of key issues associated with Landcare Victoria’s current rules and proposed high-level amendments. These documents formed the basis for member consultations in early 2023 which led to the current final draft of the Proposed Rules.

The below table summarises the landed position in relation to each of the key issues outlined in the Consultation Documents, as further refined by member feedback. Please note this table is for guidance only; it is not an exhaustive list of all drafting changes and is based on Landcare Victoria staff assessments of the amendments in the Proposed Rules that are likely to be of most interest to Landcare Victoria members.

Issue	Current Rules	Proposed Rules	Explanation
Board/Committee¹ composition and method of appointment	<p><i>Number:</i> up to 12</p> <p><i>Appointment and composition:</i></p> <p>Up to 10 members are to be regional representatives elected directly by Member Groups allocated to their respective CMA region (CMR).</p> <p>Up to 2 are to be professional landcarers elected by professional landcarers at large under rule 31.</p>	<p><i>Number:</i> Not more than 9</p> <p><i>Appointment and composition:</i></p> <p>At least a majority of Board members must be nominated by Landcare Victoria Full Members (member groups). Of these, the Board must not comprise of more than one person from each CMR.</p> <p>Other Board members (ie. not Member-nominated) must be nominated by a Selection Committee.² The Board can decide the proportion of Board members that are nominated by the Selection Committee, provided that (as per above) at least a majority are Member-nominated.</p> <p>In appointing Board members, the Board must have regard for the qualifications, skills and experience of the person and the need to ensure appropriate diversity on the Board (including geographical diversity).</p>	<p>Based on Landcare Victoria member feedback, the Board is proposed to be a maximum of nine, with a majority nominated by Full Members (ie. member groups) and provisions to ensure a regional spread of these Board members.</p> <p>The Board would be able to make non-Member-nominated, skills-based appointments (via nomination by the Selection Committee) so long as the Member-nominated Board majority is maintained.</p> <p>All Board appointments would be submitted to Landcare Victoria members at the next AGM for ratification; if a Board appointment is not ratified, that Board member's term would end after that AGM.</p> <p>These arrangements are intended to encourage a healthy, appropriately representative and diverse Board, with members selected on merit from among the Landcare Victoria member community and supplemented with additional skills and knowledge as required.</p>

¹ The current Rules refer to the governing body of Landcare Victoria as the 'Committee.' This is proposed to change to 'Board' in the Proposed Rules to reflect currently used language.

² The Selection Committee must comprise at least 3 people, not more than 1 of whom can be a Board member. The Committee is appointed by the Board which should consult with the Members' Council prior to making any appointments. The Committee is established to consider the skills, experience, qualifications and diversity required for effective governance, and on that basis, to nominate suitable candidates for appointment to the Board.

Issue	Current Rules	Proposed Rules	Explanation
Members' Council	<p><i>Appointment and composition:</i></p> <p>Comprised of individual and professional landcarers in a form determined by the Board and controlled by relevant Landcare Victoria policies (eg Members' Council Charter).</p> <p><i>Purposes:</i></p> <p>To provide a broad base of skilled people who can advise and assist the Board in the development of, and response to, policy that impacts broadly on landcare.</p>	<p><i>Appointment and composition:</i></p> <p>Composition, method of appointment, manner of operating etc are to be determined by the Board through adoption of the Members' Council Charter.³</p> <p><i>Purposes:</i></p> <p>The purposes of the Council are to reflect and represent interests and priorities of Landcare Victoria Members as an advisory committee to the Board, to advise the Board and/or CEO at its own volition or in response to matters referred to it.</p> <p>The Board, to the extent reasonable and practicable, will consult with the Members' Council in relation to any Landcare Victoria policies that are to affect the operations of Members.</p>	<p>A Members' Council Charter already exists and will remain in place. The Proposed Rules provide for governance arrangements for the Council to be set out in the Members' Council Charter, which allows the Council to be flexible about membership and operations without having to amend the Landcare Victoria rules each time it wants to make a change.</p> <p>That said, it was considered important to have the purposes of the Members' Council articulated in the new Proposed Rules, as well as a reference to the Council's role in Landcare Victoria policy development.</p>
Issue	Current Rules	Proposed Rules	Explanation
Organisational risk management, including in relation to unincorporated member groups	<p>Unincorporated Member Groups are required to utilise the Landcare Victoria Rules for their administration 'in so far as they apply'.</p> <p>Provided some conditions are met, Landcare Victoria is responsible for</p>	<p>The Board has power to make (and revoke) policies, regulations or by-laws for the conduct and management of Landcare Victoria, and for the activities/operations of its Members (called Member Policies), as it sees fit.</p>	<p>The current Rules are unclear and untenable for several reasons: for unincorporated groups, the requirement to comply with Landcare Victoria's rules 'in so far as they apply' is confusing and may be unnecessarily restrictive, while for Landcare Victoria, the indemnity afforded to unincorporated groups is not expressly</p>

³ The Members' Council officially appointed by the Board: see proposed rule 17.3.

	all liabilities incurred by unincorporated Member Groups or representatives of them. ⁴	<p>When making policies, the Board should have regard to all matters it considers relevant.⁵</p> <p>If the Board reasonably believes that a Member has, or is likely to, do something that is not consistent with a Member Policy or the constitution or requirements of an insurance policy which covers the activities of that Member, the Board can give written direction to that Member, if it considers it necessary to ensure compliance with the relevant policy etc.</p>	<p>limited to activities falling within the scope of Landcare Victoria's insurance.</p> <p>Landcare Victoria needs appropriate controls in place for risk management and effective operations, including member services to its unincorporated (and incorporated) members. To achieve this, the Proposed Rules give the Board a fettered ability to develop policies that apply to Members and to direct compliance where required (e.g. to ensure Landcare Victoria group insurance is available for a member activity intended to be covered).</p> <p>This arrangement, combined with the Members' Council involvement in policy development (see above), is intended to ensure that policies are developed in ways that meet both Landcare Victoria and Member Group needs.</p>
Issue	Current Rules	Proposed Rules	Explanation
Insurance	<p><i>Insurance fee:</i></p> <p>Separate annual fee for insurance is levied on Members at same time as annual subscription.</p> <p><i>Requirements:</i></p>	<p><i>Insurance fee:</i></p> <p>Insurance fee is included in annual membership fees.</p> <p><i>Requirements:</i></p> <p>Members must ensure they comply with requirements of any insurance policy</p>	<p>To simplify subscription processes, a fee contribution to Landcare Victoria's group insurance will no longer be optional and will be included as part of the annual member subscription.</p> <p>The concept of members having to obtain 'equivalent' insurance to Landcare Victoria</p>

⁴ Note that this indemnity does not extend to incorporated Member Groups.

⁵ The Board can have regard to whether it should take different approaches for incorporated and unincorporated Members, or variations in size and capacity of Members.

	<p>A Member group can join Landcare Victoria provided they hold an equivalent level of insurance to that established by Landcare Victoria.</p> <p>The Board shall determine the type and amount of insurance cover that Member Groups shall be required (compulsorily) to have in effect.</p>	<p>taken out by Landcare Victoria on behalf of Members and must operate in accordance with such policies including regarding disclosure requirements.</p>	<p>is to be removed and additional clauses are proposed to ensure Landcare Victoria is able to ensure compliance with requirements of its group insurance policies.</p>
Membership	<p>Membership categories:</p> <ul style="list-style-type: none"> • Group Member • Associate Member <p>Some rights are also conferred on:</p> <ul style="list-style-type: none"> • Individual Landcarer • Professional Landcarer 	<p>Two membership categories:</p> <ul style="list-style-type: none"> • <u>Full Member</u>, being a Member Group (whether incorporated or not) • <u>Associate Member</u>, being an individual or organisation that supports Landcare Victoria’s Objects <p>Full Members have voting rights (one vote per Member) via a nominated Delegate.⁶</p> <p>Associate Members have no voting rights.</p>	<p>Membership clauses in the current Rules are unclear and inconsistently drafted. These provisions are to be simplified and clarified in the Proposed Rules, with clauses that reflect current Landcare Victoria practices and also articulate the general rights of members.</p>

⁶ This is the same as under the current Rules (ie. Member Groups vote by their nominated Delegate). The definition of “Delegate” is clarified in the Proposed Rules.