

Proposed changes to VEFN's Constitution

Preamble

The purpose of this preamble is to ask the question: Does VEFN need a new constitution?

Constitutions can be fraught things, though they don't need to be! But they need to answer some important questions about an organisation and VEFN's current situation requires that we reconsider and decide these core questions.

VEFN's current constitution was originally adopted in 1999 and minor amendments were made in 2007. A series of practices have been built up based on consensus and informality. Since then people and circumstances have changed. We need to ensure VEFN and its future operations are meaningful to its current membership and priorities.

In the survey of the existing stakeholders early in 2016, it emerged that there was a belief that VEFN had a purpose still, but should focus on:

1. Lobbying on behalf of Friends groups to gain more support, in particular for access to more funds.
2. Advocate for greater funding for parks.
3. Representing to Governments, their Bureaucracies and the public the value of Friends and the environmental causes they champion.
4. Assisting the development of skills among Friends groups, especially through sharing of skills and knowledge.

To achieve these aims it will be necessary to have a constitution that provides a basic structure that allows the flexibility and legal underpinning for those activities.

The detail of such a constitution will need to be developed and considered in due course, but we believe there are three key areas that require approval and change. **We propose to discuss these at the AGM. These would then be formally considered at an Extraordinary General Meeting to be held in the second quarter of 2017, with any new rules to come into effect from 1 July 2017. Because it will require some effort and legal assistance to draft a formal document for consideration, we need approval in principle from the AGM before proceeding further.**

Membership and voting rights

Is VEFN going to be an organisation of individuals, or one of organisations (i.e. Friends groups and possibly others) or somehow both? If the former, a relatively simple "model rules" constitution can be adopted. But that could seriously limit the "representative" nature of the organisation, and leave it subject to the continuing interest and availability of the individuals involved (a problem for the existing structure). If the latter, which groups can be members and how their representation is determined needs to be defined.

In order to clarify and tighten up these matters it is proposed to:

Formalise a category of membership comprised of any Friends group that applies for and is accepted by the VEFN committee as a member and which completes an annual membership form by the specified due date and pays the annual membership fee. While the membership fee has to be decided, it is suggested that it should be in the range \$20 per year. VEFN currently has

about 300 affiliated groups. While it is unlikely that all currently affiliated groups would pay a fee at this level, an annual fee base of a few thousand dollars would at least provide VEFN with the ability to develop and maintain its own modest website and to better manage its mailing lists and data collections. Members will have voting rights at AGMs and also have the rights to nominate representatives for the committee.

Formalise a category of individual or organisational membership, being any person or other type of organisation (non-friends group) interested in the aims and objectives of VEFN. The VEFN committee would have the right to accept any individual or organisation as a member, subject to their completion of an annual membership application and payment of the requisite fee. It is suggested that an appropriate initial annual fee would be \$10. Individual members would be added to the VEFN mailing lists, have the right to attend AGMs and nominate for the committee, but would not have voting rights.

Voting rights would be tied to membership. A person eligible to vote at an AGM must be:

- A duly appointed representative of a Friends group that must be a current paid up member of VEFN.
- A paid up member of the Friends group in question, or if the Friends group does not have paid memberships, a duly appointed office bearer of the Friends group.

Proposition 1: Affiliation & membership

Formalise voting membership as being only for Friends groups, who must pay an annual fee (say \$20) to be affiliated and have the right to vote at AGMs. Formalise a non-voting category of individual membership which may also apply to non-Friends groups.

Formal status

How “formal” should the organisation be, especially should it seek to become a registered charity for example?

This is important because it determines the degree to which the organisation can operate with grants and other financial matters, including the possibility of seeking “tax deductible gifts” status. If these things can be achieved then the VEFN may be able to sponsor other Friends groups (especially those who themselves have informal structures) in obtaining grants both from Government and from private philanthropic organisations.

DGR status is increasingly important because many philanthropic organisations require applicants for funding to be DGR certified as a part of their eligibility conditions. Substantial funding is potentially available to organisations such as VEFN for environmental activities through organisations such as the Myer Foundation, Potter foundation and Ross Trust for example. DGR status guarantees that investors in such organisations can claim full deductibility of their contributions for tax purposes. This second step requires VEFN to have a much clearer constitution setting out who its members are and their voting rights; it must also have a committee which is comprised of responsible persons (i.e. not disqualified from managing an organisation for example)

and the constitution must include a clause that ensures that, if VEFN is ever wound up, it must distribute its remaining funds to an organisation with like objects.

Proposition 2: That VEFN seek registration as a charity and develop its new constitution in a manner consistent with seeking DGR status

Eligibility and constitution of the committee

It is proposed that the committee be comprised of between 5-9 members. Office-bearers must be paid up members of a Friends group who are a current and paid up member of VEFN at the time of the AGM. Up to 2 members may be people from outside Friends groups, but with experience and capabilities that will contribute to the achievement of VEFN's aims and objectives. Nominations will be accepted for the positions of office bearers, being Convenor/President; Secretary and Treasurer. Any eligible person may nominate for a position of office bearer).

Committee members would be expected to serve for a period of two years, but a maximum of half of any committee will have to face re-election at the AGM. No committee member may serve for more than 3 consecutive terms

Proposition 3: Formalise eligibility and constitution of the Committee as set out above