



## PROPOSED CHANGES TO RULES OF INCORPORATION

Rule (using existing rule numbering)	Proposed change	Rationale
2 Purposes	<p><del>The purposes of the association are to—</del></p> <p><del>(1) — heighten awareness and understanding of issues that impact on rural communities;</del></p> <p><del>(2) — assist with building the capacity of rural councils to face challenges;</del></p> <p><del>(3) — provide leadership on local governance;</del></p> <p><del>(4) — develop and support rural councils; and</del></p> <p><del>(5) — develop policy and advocate for rural councils.</del></p> <p>The purposes of the Association are to—</p> <p>(1) Promote a collective voice for rural councils and provide an avenue for engagement with State and Federal governments;</p> <p>(2) Heighten awareness and understanding of issues that impact on rural communities;</p> <p>(3) Build the capacity of rural councils to face current and future challenges and provide effective and sustainable services;</p> <p>(4) Develop and advocate for policies, strategies and initiatives to improve outcomes for rural Councils and their communities; and</p> <p>(5) Provide leadership on local governance.</p>	<p>The current purposes of the association do not encompass the scope of the work that RCV is undertaking. The proposed purposes have a great focus on outcomes for rural communities, as well as rural councils.</p>
4 Definitions	<p><del><b>associate member</b> means a member referred to in rule 14(1);</del></p> <p><b>Chairperson</b> of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;</p>	<p>Associate memberships have been removed. All references to associate memberships have been deleted/ changed throughout the document.</p> <p>To reflect the modern accepted term of Chair. All references to Chairperson have been changed throughout the document.</p>



	<b><del>Chairperson appointment meeting</del></b> means a meeting of all of the <del>of the CEOs</del> <u>Committee members</u> , in accordance with rule 53;	The Chair is appointed by all committee members, not solely the CEO members.
	<b><del>special resolution</del></b> means a resolution that requires not less than three quarters of the members voting at a general meeting; <del>whether in person or by proxy</del> , to vote in favour of the resolution;	Member Councils nominate a delegate for each general meeting who must attend in person, so do not require a proxy.
5 Powers of Association	(a) raise <del>and borrow</del> money on any terms and in any manner as it thinks fit;	RCV does not borrow money.
	(e) secure the repayment of money raised <del>or borrowed</del> , or the payment of a debt or liability;	RCV does not borrow money.
8 Who is eligible to be a member	(1) <del>Subject to subrule (02) o</del> Only Councils located in the State of Victoria and listed in Schedule 1 are eligible for membership.	Subrule (2) has been deleted to remove references to associate members.
	(2) <del>Any other person who is approved by the Committee (at its absolute discretion) in accordance with rule 63-14 is eligible for associate membership.</del>	Associate membership has been removed. References to persons, he, she, they and whom have been changed throughout the document.
9 Application for members	(a) must be signed by the <u>CEO of the</u> applicant; and	To clarify who must sign the application for membership.
12 Annual subscription and fee on joining	(2) <del>The Association may determine that a higher or lower annual subscription is payable by associate members.</del>	Associate membership has been removed.
13 General rights of members	(a) <del>The member is a member other than an associate member; and</del>	Associate membership has been removed.
14 Associate members	(1) <del>Associate members of the Association include any members who are not listed in Schedule 1 to these Rules;</del> (2) <del>An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.</del>	Associate membership has been removed.
18 Register of members	(iv) <del>if the member is an associate member, a note to that effect;</del>	Associate membership has been removed.
29 Annual general meetings	(c) <del>To elect the members of the Committee;</del>	Committee members are not elected at AGMs, but through the Committee election process

34 Delegates	(2) Appointment of a delegate must be notified to the Committee <u>in writing</u> at least 24 hours before a general meeting.	To ensure proper governance of the delegate appointment process.
	(3) <del>A delegate, once appointed, will remain as the delegate until a member appoints a new delegate and notifies the Committee of that appointment.</del>	The alternate delegate provision has proven confusing and difficult to administer. It is considered more efficient for each council to nominate a delegate for each meeting.
	(4) <del>A member may appoint another Councillor or employee of that Council as an alternate delegate to vote and speak on its behalf at a general meeting.</del>	As above.
	(5) <del>The appointment of an alternate delegate must be in writing and signed by the CEO member making the appointment.</del>	As above.
	(6) <del>The member appointing the alternate delegate may give specific directions as to how the alternate delegate is to vote on his or her behalf, otherwise the alternate delegate may vote on behalf of the member in any matter as he or she sees fit.</del>	As above.
	(7) <del>If the Committee has approved a form for the appointment of an alternate delegate, the member may use any other form that clearly identifies the person appointed as the member's alternate delegate and that has been signed by the member.</del>	As above.
	(8) Notice of a general meeting given to a member under rule 33 must state that the member <u>must</u> appoint <del>another member as an alternate delegate for the meeting</del> a delegate in accordance with subrules (1) and (2); and (a) <del>include a copy of any form that the Committee has approved for the appointment of an alternate delegate.</del>	As above.
	(9) <del>A form appointing an alternate delegate must be given to the Chairperson of the meeting before or at the commencement of the meeting.</del>	As above.
	(10) <del>A form appointing an alternate delegate sent by post or electronically is of no effect unless it is received by the Association no later than 24</del>	As above.



	<del>hours before the commencement of the meeting.</del>	
	(11) <del>Notice of appointment of an alternative delegate does not affect the continued appointment of the delegate originally notified to the Committee.</del>	As above.
36 Quorum at general meetings	(2) The quorum for a general meeting is the presence <del>(physically, by delegate or alternate delegate)</del> of over 50% of the members <del>delegates</del> entitled to vote.	As above.
37 Adjournment of general meeting	(1) The Chair <del>person</del> of a general meeting at which a quorum is present may, with the consent of a majority of members <del>delegates</del> present at the meeting, adjourn the meeting to another time at the same place or at another place.	To clarify that it is member delegates who are present at the meeting.
38 Voting at general meeting	(a) Members <del>may</del> vote by their delegates <del>or by alternate delegate</del> ; and	The provision for alternate delegates has been removed.
39 Special resolutions	A special resolution is passed if not less than three quarters of the members <del>delegates</del> voting at a general meeting <del>(whether in person or by alternate delegate)</del> vote in favour of the resolution.	The provision for alternate delegates has been removed.
41 Minutes of general meeting	<del>(b) —alternate delegate forms given to the Chairperson of the meeting under rule 34(8); and</del>	The provision for alternate delegates has been removed.
42 Role and powers	<del>(c) —The Committee may — establish subcommittees with terms of reference it considers appropriate. appoint and remove staff; and (6)(2) establish subcommittees consisting of members with terms of reference it considers appropriate.</del>	RCV does not employ staff.
43 Delegation	(1) The Committee may delegate to a member of the Committee <del>or</del> a subcommittee <del>or staff</del> , any of its powers and functions other than—	RCV does not employ staff.
46 Chair <del>person</del>	(b) in the case of a committee meeting—a <u>Councillor</u> committee member elected by the other committee members present.	Only Councillors can fulfil the role of Chair.



52 Committee member elections	(1) Within 10 weeks after each Election Day, the Committee must call for member <del>Councils listed in Schedule 1</del> to nominate eligible persons for election as CEO and Councillor <del>committee</del> members.	Schedule 1 lists eligible member Councils, and is not a list of actual member Councils.
	(3) On the date 10 business days after the date on which nominations are called for in accordance with subrule (1), the time during which members may nominate persons for election as CEO and Councillor <del>Committee</del> members closes.	To clarify that the process is for Committee member elections.
53 Ballot	(1) If a ballot is required for the election for a CEO <del>member</del> or a Councillor member position in a particular Region, the Committee, within 3 business days of nominations closing, must send to each of the members listed under that Region, <del>a ballot paper</del> <u>an electronic ballot form</u> .	Grammatical change. To clarify that ballot processes will be conducted electronically to ensure proper governance of the ballot process.
	(2) The <del>ballot paper</del> <u>electronic ballot form</u> must list each of the nominated persons for the relevant Committee position in that Region.	As above.
	(3) Each member provided with <del>a ballot paper</del> <u>an electronic ballot form</u> must within 10 business days, <del>mark it, indicating</del> <u>select</u> the single person for whom they wish to vote, <del>and return the ballot paper to the Association and submit the electronic ballot form</del> .	As above.
	(4) <del>Ballot papers</del> <u>Electronic ballot forms</u> that do not comply with subrule (3) are not to be counted.	As above.
	(5) Each <del>ballot paper</del> <u>electronic ballot form</u> on which the name of a candidate has been <del>marked</del> <u>selected</u> counts as one vote for that candidate.	As above.
54 Chair <del>person</del> appointment meeting	(2) At the <del>Committee Chair</del> appointment meeting separate elections must be held for each of the following positions—	To clarify that the meeting is a Chair appointment meeting. See Division 3 for explanation of committee member election process.
	(4) Only CEO members may be elected as Secretary <del>or Treasurer</del> .	To clarify that the Treasurer role can only be fulfilled by a CEO member.



	(10) <u>All appointments are made for a 2 year period.</u>	To set a term appointment period for office bearers.
55 Vacation of office	(3) <u>in the case of a CEO Committee member, ceases to be a CEO of a member of the Association within the same Region from which they were elected; or</u>	To clarify the circumstances in which a CEO ceases to be a Committee member.
57 Meetings of Committee	(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after <del>the annual general meeting of the Association at which the members of the Committee were elected</del> <u>completion of the election of committee members.</u>	Committee members are not elected at annual general meetings. See Division 3 for explanation of committee member election process.
63 Voting	<del>(5) A committee member may appoint another person as a proxy to vote and speak on its behalf at a general meeting, provided that a committee member who is a:</del> <ul style="list-style-type: none"> <li><del>(a) Councillor member may only appoint another Councillor of that member of the Association as a proxy; and</del></li> <li><del>(b) CEO member may only appoint another employee of that member of the Association as a proxy.</del></li> </ul>	A committee member who is absent from a committee meeting relinquishes their right to vote.
Various	Minor punctuation, formatting and spacing changes.	To ensure consistency throughout the document.