



Landcare
Victoria Inc.

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Governance Standards Policy

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Landcare Victoria Inc.
ABN 69 561 995 226 | INC A0011936S
PO Box 509, FLINDERS LANE VIC 8009
landcarevictoria.org.au

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1 Introduction

1.1 Overview and purpose of this Policy

As the Association's governing document, the Constitution of Landcare Victoria Inc takes precedence over all organisational policies.

In accordance with clause 17.4 and 17.5 of the Constitution, Landcare Victoria's Board has the power to make binding policies for the activities and operations of members in their capacity as members of the association. The Governance Standards Policy is one such binding policy.

This Policy provides standards and expectations for the implementation of requirements from legislation, external regulators and capstone organisational documents such as the Constitution.

The Governance Standards Policy is intended to:

- Set out the minimum standards members must meet to ensure compliance with obligations imposed by Landcare Victoria
- Outline any statutory requirements or governance standards imposed by government or other regulators or authorities that may apply to Landcare Victoria members

All governance documentation Landcare Victoria requires members to have in place is set out in this Policy. Landcare Victoria's Governance Standards Guidelines and Templates supplement this Policy by providing guidance on complying with the governance standards described in this Policy, describing additional policies members may adopt to ensure high standards of governance, and providing examples and templates members may utilise according to their needs. Any policy described in the Governance Standards Guidelines that is not included in this Policy should be considered a recommendation rather than a requirement.

All organisational documents referenced in this Policy may be accessed on Landcare Victoria's website.

1.2 Updating the Policy

The Board of Landcare Victoria Inc is responsible for the accuracy and currency of organisational policies and to the extent reasonable and practicable, will consult with the Members' Council in relation to any policies that will affect the operations of members. The Governance Standards Policy is managed on behalf of the Board by the Chief Executive Officer of Landcare Victoria.

This Policy will be reviewed and updated at least once every three years or when capstone requirements change, including legislative amendments or updates to the Board's strategic policy settings. The Chief Executive Officer with support from staff will prepare recommendations for changes, subject to approval by the Board.

1.3 Definitions

In this Policy:

- a) **Association** means Landcare Victoria Incorporated A0011936S.
- b) **Board** means the board having management of the Association for the time being.
- c) **Chair** means a person appointed to the position of Chair of the Association under **clause 16.10(a)** of the Constitution.
- d) **Committee of Management** means a committee granted powers and assigned responsibilities to manage Crown land reserves by an Act of Parliament such as the *Crown Land (Reserves) Act 1978*.
- e) **Company** means an organisation registered as a company limited by guarantee or proprietary limited company with the Australian Securities and Investments Commission (ASIC) under the *Corporations Act 2001* (Cth).
- f) **Constitution** means the governing document of the Association as amended from time to time.
- g) **Co-operative** means an organisation registered as co-operative with Consumer Affairs Victoria (CAV) under the *Co-operatives Act 1996*.
- h) **Deductible Gift Recipient** means an entity to which income tax deductible gifts may be made under Division 30 of the *Income Tax Assessment Act 1997* (Cth).
- i) **External regulator** means any government or non-government body or authority other than Landcare Victoria Inc that sets rules, monitors compliance, and enforces regulations for specific industries or organisations.
- j) **Full Member** means a member of the Association meeting the requirements set out in **clause 5.3** of the Constitution.
- k) **Incorporated association** means an organisation registered as an incorporated association with Consumer Affairs Victoria (CAV) under the *Associations Incorporation Reform Act 2012*.
- l) **Landcare Victoria** means Landcare Victoria Incorporated A0011936S.
- m) **Member** means a member of the Association as defined in the Constitution and **Membership** has the corresponding meaning.
- n) **Member Policy** means a policy that meets the description in **clause 17.4(a)(ii)** of the Constitution.
- o) **Not-for-profit** means an organisation that does not operate for the profit, personal gain or other benefit of particular people, where the assets and income of the organisation are applied solely to further its purposes and no portion is distributed directly or indirectly to the members of the organisation, except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

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- p) **Objects** mean the purposes for which the Association is established, as set out in **clause 4.1** of the Constitution.
- q) **Registered Australian body** means an organisation registered with the Australian Securities and Investments Commission (ASIC) to operate throughout Australia under the *Corporations Act 2001* (Cth).
- r) **Registered charity** means an organisation deemed charitable under the *Charities Act 2013* (Cth) that has registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC) under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- s) **Unincorporated** means an organisation without any formal legal structure.

2 Governance standards

2.1 Overview of governance standards

Environmental volunteering organisations may be subject to a number of obligations that must be addressed to ensure compliance with legislation and other regulatory requirements. The minimum standards organisations must meet may be set out in Commonwealth or state government legislation or imposed by other authorities the organisation is associated with or regulated by.

Governance standards may be explicit – for example, an organisation may be required to have a particular clause in its governing document or specific policies in place – or they may be principle-based, where organisations are responsible for determining how they will meet each standard.

The specific governance standards that apply to an environmental volunteering organisation may vary depending on the particular organisation's location, legal structure and registrations.

Contractual obligations may also apply to landcare organisations entering into contracts which require specific governance standards or policies to be implemented as a condition of the agreement. Relevant contracts may include funding agreements, such as those entered into by organisations taking part in the Victorian Landcare Facilitator Program (VLFP) or Victorian Landcare Grants (VLG) administered by the state government Department of Energy, Environment and Climate Action (DEECA).

Members of Landcare Victoria must meet any requirements set out in the Constitution and any binding Member Policy endorsed by the Landcare Victoria Board, and all members are expected to comply with any additional governance standards applicable to their organisation, whether from legislation, external regulators or contractual agreements.

2.2 Capstone requirements

In accordance with clause 5.3 of the Constitution, full members of Landcare Victoria must be established for purposes similar to the objects of Landcare Victoria, must operate as a not-for-profit, and must have a minimum of five members within the organisation at the time of application for membership. It is expected that members continue to meet these requirements for the duration of their membership of the Association.

All organisations in Victoria are bound by state legislation, including the *Crimes Act 1958*, *Equal Opportunity Act 2010*, *Crimes Amendment (Bullying) Act 2011* and *Occupational Health and Safety Act 2004* and associated regulations, which impose standards of behaviour to protect people and property. Commonwealth legislation including the *Work Health & Safety Act 2011* (Cth) and *Fair Work Amendment Act 2013* (Cth) also applies, requiring organisations to take reasonable steps to

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ensure the health and safety of workers, including volunteers. Many such Acts of Parliament require a proactive approach and encourage adoption of suitable policies and procedures to ensure organisations are equipped to manage relevant risks.

Charities and not-for-profit organisations in Victoria are also bound by the *Child Wellbeing and Safety Act 2005*, which requires compliance with the Child Safe Standards to ensure that applicable entities are operating with consideration to the safety and wellbeing of children under 18 years of age.

Members of Landcare Victoria that have registered with, or are otherwise regulated by, one or more external regulators are expected to meet all governance standards imposed by those authorities and the applicable legislation, including:

- Registered charities regulated by the Australian Charities and Not-for-profits Commission (ACNC), subject to legislation including the *Charities Act 2013* (Cth) and *Australian Charities and Not-for-profits Commission Act 2012* (Cth)
- Incorporated associations and co-operatives regulated by Consumer Affairs Victoria (CAV), subject to legislation including the *Associations Incorporation Reform Act 2012* or *Co-operatives Act 1996*
- Companies and registered Australian bodies regulated by the Australian Securities and Investments Commission (ASIC), subject to legislation including the *Corporations Act 2001* (Cth)
- Endorsed Deductible Gift Recipients regulated by the Australian Tax Office (ATO), subject to legislation including the *Income Tax Assessment Act 1997* (Cth)
- Indigenous corporations regulated by the Office of the Registrar of Indigenous Corporations (ORIC), subject to legislation including the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth)
- Organisations incorporated in some other way (such as through an Act of Parliament), including committees of management regulated by the Victorian Department of Energy, Environment and Climate Action (DEECA), subject to the *Crown Land (Reserves) Act 1978*

2.3 Required governing documents

All members of Landcare Victoria that are incorporated, registered charities, or otherwise required by a regulator to do so must adopt a suitable governing document, which may also be known as its rules, constitution, articles of association, or trust deed.

A governing document adopted by a member must include, at minimum:

- The organisation's name
- The organisation's purposes or objectives, which must align with Landcare Victoria's objects as defined in clause 4.1 of the Constitution
- One or more clauses establishing the not-for-profit status of the organisation, preventing it from distributing any income or assets to its members while operating and upon winding up
- Clauses setting out the way the organisation's committee makes decisions and remains accountable to members
- Any additional clauses required by external regulators by whom the member is regulated

Members of Landcare Victoria that are unincorporated and not required by any regulator to have a governing document may instead adopt a statement of purpose. A statement of purpose must include the organisation's name and its purposes or objectives, which must align with Landcare Victoria's objects as defined in clause 4.1 of the Constitution.

All members of Landcare Victoria are expected to update and amend their governing document or statement of purpose accordingly if the purpose or operations of the organisation change. Any substantive change to a member's governing document or statement of purpose must be reported to Landcare Victoria.

2.4 Required policies

Code of Conduct

In accordance with capstone requirements, all full members of Landcare Victoria must have in place a Code of Conduct which sets standards of behaviour for individuals acting on behalf of or in connection with the member organisation.

A suitable Code of Conduct will set out organisational expectations regarding matters including bullying, sexual harassment, discrimination and respect. Refer to Landcare Victoria's Governance Standards Guidelines and Templates for further guidance on drafting your organisation's Code of Conduct.

Child Safety

In accordance with capstone requirements, all full members of Landcare Victoria must have in place a policy compliant with the Victorian Child Safe Standards which addresses matters of child safety.

A suitable policy will outline how your organisation prioritises the safety and wellbeing of children and will set out expectations for child safe practices to be undertaken by individuals, including staff and volunteers.

Refer to Landcare Victoria's Governance Standards Guidelines and Templates for further guidance on drafting a suitable policy to address this requirement.

2.5 Breaches of the Policy

Any breach of the Governance Standards Policy may lead to disciplinary action in accordance with the Constitution. Depending on the severity of the breach, such disciplinary action may include reprimand, formal warning, suspension of membership or termination of membership.

Breaches of applicable laws or statutory regulations may also result in prosecution by the appropriate authorities.