



ASHBURTON  
COMMUNITY  
CENTRE

# **ASHBURTON COMMUNITY CENTRE INCORPORATION**

## **RULES OF THE ASSOCIATION**

# Table of Contents

1.	The Association	3
2.	Definitions	3
3.	The Purposes of the Association	3
4.	Membership	4
5.	General Rights of Members	4
6.	Rights of Inspection	5
7.	Annual Subscription Membership Fee	5
8.	Register of Members	6
9.	Committee of Management	6
10.	Sub-Committees	7
11.	Secretary	7
12.	Nominations & Election Procedures for Committee Members	8
13.	Committee Meetings	8
14.	Annual General Meetings	9
15.	General Meetings	9
16.	Notice of Special General Meetings	10
17.	Proceedings for Special General Meetings	10
18.	Grievance Disputes	11
19.	Removal of a Committee Member	12
20.	Disciplining Members	12
21.	Financial Matters	12
22.	Keeping of Documents	13
23.	Seal	13
24.	Notices	14
25.	Alteration of Rules	14
26.	Validation of the Committee	14
27.	Auditor	14
28.	Winding Up	14

## **1. The Association**

- 1.1 The name of the Association is ASHBURTON COMMUNITY CENTRE INCORPORATED (in these rules called the Association).
- 1.2 The Association has power to do all things that help it to achieve the purposes defined in Rule 3.
- 1.3 The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

## **2. Definitions**

In these Rules, unless the contrary intention appears –

- 2.1 “Act” means the *Associations Incorporation Reform Act 2012*.
- 2.2 “Committee” means the Committee of Management of the Association.
- 2.3 “Committee Member” means a member of the Committee including the President, Secretary and Treasurer.
- 2.4 “Financial Year” means the year ending on 30 June.
- 2.5 “General Meeting” means a General Meeting of members convened in accordance with Rule 15 and 16 and includes an Annual General Meeting and a Special General Meeting.
- 2.6 “Member” means a member of the Association of Ashburton Community Centre.
- 2.7 “Office Bearer” means the President, Secretary or Treasurer of the Association.
- 2.8 “President” means the President of the Association.
- 2.9 “Secretary” means the Secretary of the Association.
- 2.10 “Treasurer” means the Treasurer of the Association.
- 2.11 “Regulations” means regulations under *Associations Incorporation Reform Act 2012*.

## **3. The Purposes of the Association**

- 3.1 Ashburton Community Centre (The Association) exists to:
  - a) encourage a sense of belonging to the wider community by providing a welcoming and inclusive environment where people can come to develop their interests and skills.
  - b) be responsive to the needs of our community by developing and providing a program of classes and activities that enhance health and social wellbeing.

#### **4. Membership**

- 4.1 The Association must have at least 5 members.
- 4.2 Anyone who supports the Purposes of the Association can apply to join the Association as a member and pay the membership fee.
- 4.3 To become a member, an applicant must complete a membership application form, either in writing or online, pay the set membership fee and if in writing must sign the form.
- 4.4 A person becomes a member when they have completed and signed the application and paid the annual membership fee.
- 4.5 The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the membership fee and write to the person to tell them their application has been rejected.
- 4.6 The date of receipt of payment is the date membership has started. The member must be informed of this starting date.
- 4.7 A member may resign from the Association by giving written notice to the Secretary or by ceasing to pay the annual membership fee.
- 4.8 The date of the resignation will be noted in the Register as defined under Rule 8.1.
- 4.9 Membership of the Association expires on 31 December of each year.
- 4.10 The Committee of Management has the authority to install any member who is deemed to have given long and dedicated service to the Centre as a Life Member of the Association.
- 4.11 Life members of the Association have the same rights as all other members of the Association.
- 4.12 Each member's liability is limited to the annual membership fee.

#### **5. General Rights of Members**

- 5.1 A member of the Association (over the age of 18) who is entitled to vote has the right:-
  - a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - b) to submit items of business for consideration at a General Meeting;
  - c) to attend and be heard at General Meetings;
  - d) to vote at a General Meeting (if not suspended for any reason);
  - e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 6
  - f) to inspect the register of members upon request.

## 6. Rights of Inspection

- 6.1 Members may on request inspect:-
  - a) the register of members;
  - b) the minutes of General Meetings;
  - c) the financial records, books, securities and any other relevant document of the Association, including minutes of General Meetings.
- 6.2 A member can write to the Secretary asking for copies of the documents referred to in 6.1c, with the exception of the members' register. The Association may charge a reasonable fee for providing copies.
- 6.3 Members cannot inspect or obtain copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
- 6.4 Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances.
- 6.5 The Committee may refuse a request to inspect or obtain copies of relevant documents as referred to in 6.1c, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- 6.6 The Committee must on request (in writing) make copies of these Rules available to members and applicants for membership free of charge.
- 6.7 For purposes of this Rule:-

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:-

  - a) its membership records;
  - b) its financial statements;
  - c) its financial records;
  - d) records and documents relating to transactions, dealings, business or property of the Association.

## 7. Annual Subscription Membership Fee

- 7.1 The annual membership fees as determined by the Committee fall due on 1 January each year.
- 7.2 Membership will be for the duration of the calendar year in which the enrolment or application was received and will automatically terminate at the end of the said year.
- 7.3 The Committee can set or change the annual membership fee.
- 7.4 The annual membership fee for Life Members is \$ NIL.
- 7.5 The Association will not refund any membership fees already paid, unless in exceptional circumstances.
- 7.6 Persons under the age of 18 years who pay the annual membership fee are eligible for junior membership only and shall not have the right to vote at meetings or be elected to the Committee of Management.
- 7.7 The rights of a member who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **8. Register of Members**

- 8.1 The Secretary shall ensure a Register of members is maintained in which shall be entered the name, address and other contact details of each member and the date on which he or she became a member and the date the membership finished.
- 8.2 The Register of Members shall be available for inspection by members upon request.

## **9. Committee of Management**

- 9.1 The Association is governed by a Committee of Management (the Committee) that is made up of committee members.
- 9.2 Committee members are elected by members of the Association at the AGM by ballot, if the number of nominees exceeds the number of vacancies on the Committee.
- 9.3 A Committee Member must be a member of the Association.
- 9.4 At its first Committee meeting after election, the Committee of Management shall appoint from its number Office Bearers as follows:-
- a) The President
  - b) The Treasurer
  - c) The Secretary
- 9.5 Each Office Bearer of the Association shall hold office until the next Annual General Meeting and is eligible for re-election.
- 9.6 An Office Bearer may hold the same office for no more than three (3) consecutive terms.
- 9.7 An Ordinary Committee Member may hold office for no more than six (6) consecutive terms unless becoming an Office Bearer.
- 9.8 The City of Boroondara may appoint a nominee to serve on the Committee and such nominee shall be an Ordinary Committee member and shall not be subject to the election procedures of these Rules.
- 9.9 A Committee member stops being on the Committee if they:
- a) resign, by writing to the Committee or the Secretary.
  - b) cease to be a member of the Association.
  - c) are absent from all Committee Meetings within a three month period without prior leave of the Committee.
  - d) are removed by a special resolution of members of the Association.
  - e) become insolvent (within the meaning of the *Corporations Law*); or
  - f) become a represented person (under the *Guardianship and Administration Act 1986*) or die.
- 9.10 If a Committee Member stops being on the Committee before the end of their term in accordance with Rule 9.9 the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next Annual General Meeting.
- 9.11 The Committee can exercise all powers and functions of the Association (consistent with these Rules and the Act), except for powers and functions that the members are required to exercise at

a General Meeting (under these Rules or the Act).

9.12 The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.

9.13 Without limiting the generality of Rule 9.12, the Committee has the power or duty to:

- a) prepare the annual budget of the Association;
- b) employ staff, engage consultants and act in accordance with statutory requirements relating to the employment of staff.

9.14 Among its other responsibilities, the Committee is responsible for making sure that:

- a) accurate minutes of General Meetings and Committee meetings of the Association are made and kept, and
- b) the names of persons present at meetings are recorded in the minutes,
- c) all records, securities and relevant documents of the Association are kept properly.

9.15 Committee members that have a material personal interest in any matter being considered must disclose their position, as well as the nature and extent of their interest, to the committee. This must be recorded in a Conflict-of-Interest Register, along with a management plan documenting procedures to mitigate conflict.

## **10. Sub-Committees**

10.1 The Committee may appoint sub-committees and delegate any of its powers to them.

10.2 A sub-committee may not delegate any powers delegated to it by the Committee.

10.3 Two sub-committee members shall constitute a quorum for a sub-committee meeting.

10.4 A resolution of a sub-committee shall not take effect until ratified by the Committee.

## **11. Secretary**

11.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting, together with the names of persons present at meetings. Minutes must be filed in a Minutes folder signed by the officer presiding at the meeting at which the minutes are confirmed.

11.2 The Secretary must be over 18 years of age, and live in Australia.

11.3 If the Secretary stops living in Australia, they cannot remain the Secretary.

11.4 If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

## **12. Nominations and Election Procedures for Committee Members**

- 12.1 Nominations of candidates for election as Committee Members of the Association shall be:
  - a) in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and
  - b) delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting.
- 12.2 Committee Members finish their time on the Committee (term) at the next Annual General Meeting after they were appointed, but they may be elected again.
- 12.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected at the Annual General Meeting and further nominations should be called for at the Annual General Meeting.
- 12.4 If the number of members nominated to be Committee Members is equal to or less than the number of vacancies, the Annual General Meeting Chairperson may declare the positions filled without holding a ballot.
- 12.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 12.6 A ballot for the election of Committee Members must be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

## **13. Committee Meetings**

- 13.1 The Secretary must give 7 days notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
- 13.2 The Committee shall meet at least 10 times in each year at such times and in such place as the Committee may determine.
- 13.3 Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
- 13.4 The President or, in the absence of the President, a member of the Committee appointed for that purpose, must preside at all Committee Meetings.
- 13.4 One-half of the number of Members of the Committee constitutes a quorum for a Committee Meeting. If one-half is not a whole number, the next whole number will be used to calculate the quorum for the meeting of the Committee.
- 13.5 Each member of the Committee present (either in person or through the use of technology) at a Committee meeting is entitled to one vote and where the votes cast for and against are equal, the person presiding at the Committee Meeting is entitled to exercise a second and casting vote.
- 13.6 Voting at a Committee Meeting shall be by a show of hands by those present and all votes shall be given personally, not by proxy.



- 13.7 If, within half an hour of the appointed time of the commencement of a Committee Meeting a quorum is not present, the meeting must be adjourned to a date, time and place to be determined by the person presiding at the Committee Meeting.
- 13.8 Special meetings of the Committee may be convened by any three members of the committee and the Secretary must, within seven days of receiving a request for a Special Committee Meeting, give verbal or written notice to members of the Committee of the place, date and time of the Special Committee Meeting and the business to be transacted at the Special Committee Meeting.
- 13.9 If the Secretary fails to comply with Rule 13.8 any member of the Committee may call, determine the place and time for and notify Members of the Committee of the Special Committee Meeting.

#### **14. Annual General Meetings**

- 14.1 The Association must, in each calendar year, convene an Annual General Meeting of its Members.
- 14.2 The Annual General Meeting must be held within three (3) months following the end of the financial year on such date as the Committee determines.
- 14.3 The Secretary must ensure that members of the Association of the Annual General Meeting are notified in accordance with Rule 16.4 and 16.5.
- 14.4 The ordinary business of the Annual General Meeting will be:
- a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting.
  - b) to receive from the Committee the reports on the transactions of the Association during the last preceding financial year.
  - c) to receive any other reports of which notice has been given in accordance with Rule 16.4 and 16.5.
  - d) to elect a minimum of five (5) and a maximum of thirteen (13) Committee Members.
  - e) to appoint an Auditor in accordance with Rule 27.1.
  - f) to transact any other business of which notice has been given in accordance with these Rules.
- 14.5 The notice of AGM must include any special business or motions to be considered.
- 14.6 The Annual General Meeting will be additional to any other General Meeting that may be held in the same year.
- 14.7 At the Annual General Meeting 5 members shall constitute a quorum for the meeting to be validly held.

#### **15. General Meetings**

- 15.1 All General Meetings other than the Annual General Meeting will be called Special General Meetings.

## **16. Notice of Special General Meetings**

- 16.1 The Secretary must call a Special General Meeting within fourteen (14) days of being directed to do so by:
  - a) a resolution of the Committee;
  - b) any member of the Committee;
  - c) a written request by not less than 5 members, stating the object of the meeting.
- 16.2 A Member desiring to bring any business before a Special General Meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the meeting.
- 16.3 The Special General Meeting must be held within 3 months of the date on which the original request was made.
- 16.4 Notice of Special General Meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
- 16.5 Subject to Rule 16.4, the Secretary must notify all members of the place, date, time and the nature of the business of the Special General Meeting.
- 16.6 If the Secretary fails to comply with Rule 16.1 and 16.4 any member of the Committee or a Member who requested the meeting may call, determine the date of and notify Members of a Special General Meeting by posting a notice at the Registered Office of the Association.

## **17. Proceedings for Special General Meetings**

- 17.1 At all Special General Meetings, five members present (either in person or through the use of technology) for the meeting to be held constitute a quorum.
- 17.2 The President or, in the absence of the President, a member of the Committee appointed for the purpose, must preside at all Special General Meetings of the Association.
- 17.3 No business, other than that of which the members have been given notice, can be transacted at a Special General Meeting or at an Annual General Meeting of the Association.
- 17.4 No item of business can be transacted at a Special General Meeting unless a quorum of members is present during the item when the Special General Meeting is considering that item.
- 17.5 Members may vote by proxy at Special General Meetings.
- 17.6 Proxy forms must be received by the Secretary one day before a meeting.
- 17.7 The Secretary must record the proceedings of the Special General Meetings of the Association in the Minutes folder.
- 17.8 The person presiding at a Special General Meeting may determine any matter of procedure not referred to in these Rules.

- 17.9 Votes may be held by a show of hands or written ballot, or another method determined by the Chairperson that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
- 17.10 A Member is not entitled to vote at any Special General Meeting unless all monies due and payable by him or her to the Association have been paid.
- 17.11 An entry in the minute folder of the Association is conclusive proof that a resolution was, or was not carried.
- 17.12 If within half an hour of the appointed time of the commencement of a Special General Meeting a quorum is not present (see Rule 17.1), or if there is not enough time at a meeting to address all business the Special General Meeting must be adjourned to a date, time and place to be determined by the person presiding at the Special General Meeting.
- 17.13 If a Special General Meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given to all Members in accordance with Rule 16.4 and 16.5.
- 17.14 Each Member present at any meeting of the Association is entitled to one vote, and, where the votes cast for and against are equal, the person presiding at the meeting is entitled to exercise a second or casting vote.
- 17.15 Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can participate.

## **18. Grievance Disputes**

- 18.1 If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
- 18.2 If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- a) the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about;
  - b) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing;
  - c) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d) if the parties cannot resolve the dispute with the assistance of the mediator or cannot agree on a mediator, then an unbiased decision-maker must determine the outcome of the dispute. (an unbiased decision maker may be sourced from the Dispute Settlement Centre of Victoria – Department of Justice)
  - e) Any costs of mediation are to be met by agreement between the two parties, or where there is no such agreement by the committee.

## **19. Removal of a Committee Member**

- 19.1 The Association in a Special General Meeting may, by resolution, remove from office any Committee member before the next Annual General Meeting and appoint another Member to hold that office until the next Annual General Meeting.
- 19.2 If a resolution under Rule 19.1 is proposed, the Committee member must be informed of the proposed resolution and invited to present a verbal or written representation at the Special General Meeting at which the matter is to be considered.

## **20. Disciplining members**

- 20.1 The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- 20.2 The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
- 20.3 The Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 20.4 The members of the disciplinary subcommittee:
  - a) may be Committee members, members of the Association or anyone else; but
  - b) must not be biased against, or in favour of, the member concerned.
- 20.5 The Committee must arrange a disciplinary procedure that meets these requirements.
- 20.6 At a disciplinary meeting the disciplinary subcommittee must:
  - a) give the member an opportunity to be heard; and
  - b) consider any written statement submitted by the member.
- 20.7 The disciplinary procedure must be completed as soon as reasonably practicable.
- 20.8 The outcome of a disciplinary procedure can be that the member is reprimanded, must leave the Association, for a period of time or be expelled.
- 20.9 The Association cannot fine a member.
- 20.10 Where a member has been suspended or expelled by a disciplinary committee, that member has 7 days to lodge an appeal with the Secretary of the Association, and the appeal must be heard by an appeal subcommittee made up of at least 3 unbiased persons who were not members of the disciplinary subcommittee that decided to suspend or expel that person.

## **21. Financial Matters**

- 21.1 The financial year of the Association shall be from 1 July to 30 June each year.
- 21.2 The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
- 21.3 As a Not for Profit the Association may derive or generate funds from annual subscription

fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.

- 21.4 Surplus funds may be invested with a bank or authorised trustee investment at the discretion of the Committee.
- 21.5 The Treasurer of the Association shall:
- a) delegate the collection and receiving of all monies due to the Association and make all payments authorised by the Association
  - b) ensure that all accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association are kept correctly;
  - c) present at each Committee Meeting a report of the financial transactions of the Association since the last Committee Meeting; and
  - d) ensure that the required audited financial statements are presented to the Annual General Meeting.
- 21.6 EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee or the responsibility delegated to a responsible person except for those items which normally constitute petty cash items.
- 21.7 Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
- 21.8 The income and property of the Association must be used solely for the promotion of its purposes or the exercise of its powers as set out in these Rules.
- 21.9 Subject to Rule 21.9, no portion of the income or property of the Association may be distributed directly or indirectly to or among any members.
- 21.10 Nothing in Rule 21.9 prevents the following payment being made to a member in good faith:
- a) out of pocket expenses or reasonable rent for hire or use of property owned by a member;
  - b) payment for work done by an officer, employee or agent of, or consultant to, the Association.
- 21.11 Nothing in Rule 21.9, 21.10 or 21.11 prevents the Association providing its services to a member for the same price it would provide such services to any other person.

## **22. Keeping of Documents**

- 22.1 All securities and records, registers and other documents of value shall be held at the Registered Office of the Association.

## **23. Seal**

- 23.1 The Common Seal of the Association shall be kept at the Registered Office.
- 23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

- 23.3 A register shall be maintained of all instruments to which the Common Seal has been affixed, stating:
- a) the nature of the instrument;'
  - b) the names of the signatories attesting the seal; and
  - c) the date the seal was affixed.

#### **24. Notices**

- 24.1 Any notice in writing may be served by or on behalf of the Association upon any member either personally, by post, or electronically to the Member at the address shown in the Register of Members
- 24.2 A notice properly addressed and posted (or sent electronically) to the member will be deemed to have been served on the member.

#### **25. Alteration of Rules**

- 25.1 These Rules may be changed, added to, or replaced by special resolution of the Association's members at a Special General Meeting.
- 25.2 Where a special resolution has been proposed, notice as in Rule 16.4 and 16.5 must specify that the proposed resolution is a special resolution.

#### **26. Validation of the Committee**

- 26.1 No procedural defect in the appointment or election of a person as a Committee member or any ineligibility of a person so appointed or elected, invalidates any act done by the Committee or a sub-committee.

#### **27. Auditor**

- 27.1 The Auditor shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants

#### **28. Winding Up**

- 28.1 The members may vote by special resolution at a Special General Meeting to wind up the Association.
- 28.2 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall, after satisfying all liabilities of the Association, be given to an institution or institutions:
- a) having purposes similar to those of the Association.
  - b) which prohibits the distribution of its income among its ~~M~~ members; and
  - c) which is named in a special resolution at a General Meeting of the Association or, in the absence of such a resolution, named by the Registrar of Incorporated Associations.