



## North East Neighbourhood House Network Constitution

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## **PART 1 – PRELIMINARY**

### **1. Name**

The Incorporated Association is North East Neighbourhood House Network - in these Rules called "**the Association**".

### **2. Purposes**

- To work together with members to build and strengthen all members through networking for information exchange, skill sharing and mutual support and provision of training, resources and professional development opportunities.
- To work together with individual members of the Association to strengthen strategic direction, operation and governance of the organisations to meet the needs of their communities.
- To advocate on relevant issues on behalf of members of the Association.
- To promote the Neighbourhood House Sector within the wider community.
- To work with other networks and organisations at regional, state and national levels to strengthen and enrich the Neighbourhood House Sector.

### 3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

### 4. Definitions

In these Rules:

**“absolute majority”**, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

**“chairperson”**, of a general meeting or Committee meeting, means the person chairing the meeting as required under Rules 26.1;

**“committee”** means the Committee having responsibility for the governance of the Association;

**“committee meeting”** means a meeting of the Committee held in accordance with these Rules;

**“committee member”** means a member of the Committee elected or appointed under Rules 29 & 31;

**“disciplinary appeal meeting”** means a meeting of the members of the Association convened under Rule 17.3;

**“disciplinary meeting”** means a meeting of the Committee convened for the purposes of Rule 16;

**“disciplinary subcommittee”** means the subcommittee appointed under Rule 14;

**“financial year”** means the 12 month period specified in Rule 3;

**“general meeting”** means a general meeting of the members of the Association convened in accordance with Part 4 - General Meetings of the Association and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**“member”** means a member of the Association;

**“member entitled to vote”** means a member who under Rule 11.1 is entitled to vote at a general meeting;

**“special resolution”** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**“the Act”** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**“the Registrar”** means the Registrar of Incorporated Associations.

## PART 2 – POWERS OF ASSOCIATION

### 5. Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting subrule 5.1, the Association may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6. Not for profit organisation**

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Subrule 6.1 does not prevent the Association from paying a member:
- (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member:
- if this is done in good faith on terms no more favourable than if the member was not a member.

# **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

## **Division 1 – Membership**

### **7. Minimum number of members**

The association must have at least 10 members.

### **8. Criteria of membership**

A member of the Association is an organisation that is:

- 8.1 a Neighbourhood / Community House or Learning Centre that supports the purposes of the Association;
- 8.2 committed to working with the Association to achieve its purposes;
- 8.3 approved by the Association's Committee;
- 8.4 a financial member.

### **9. Application for membership**

- 9.1 A written application for membership can be obtained from the Network office and website. Completed membership forms can be sent to the Network office for consideration by the Committee of Governance.
- 9.2 When applying for membership a member must nominate a representative to act on their behalf within the Association. It is the responsibility of the member to inform the Association of any changes to their representation within 30 days.

### **10. Annual subscriptions and member register**

- 10.1 Annual subscriptions shall be determined by the Committee and made payable (if any is set by the Association) within 30 days of receipt of invoice. The Committee may determine proportional subscription for members admitted during the year. The Committee may at its discretion waive all or part of the subscription fees for any member who, in its opinion, is in disadvantaged or necessitous circumstances.
- 10.2 The Secretary must keep and maintain a register of members that includes
- a) for each current member
    - i) name and address of member organisation
    - ii) nominated representative
    - iii) any other information as determined by the Committee
  - b) for each former member
    - i) the date of ceasing to be a member

- 10.3 Any member may, at a reasonable time and free of charge, inspect the register of members as per Rule 42.

## **11. Rights and obligations and liabilities of members**

- 11.1 A member organisation:
- a) has voting rights
  - b) may nominate a candidate for the Committee
  - c) can access membership services, and
  - d) may view and obtain records and documents as referred to in (Rule 42)
- 11.2 A member organisation must commit to the Purposes of the Association and abide by its Constitution.

## **12. Resignation of a member or cessation of membership**

- 12.1 Members may resign from or cease membership of the Association by written notice.
- 12.2 Upon the expiration of such notice the Secretary shall ensure that in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 12.3 Cessation may occur in the event of unpaid annual subscription.

## **Division 2 – Disciplinary Action**

### **13. Disciplinary action**

- 13.1 The Association may take disciplinary action against a member in accordance with these Rules if it is determined that the member:
- a) has failed to comply with these Rules;
  - b) refuses to support the Statement of Purposes of the Association; or
  - c) has engaged in conduct prejudicial to the Association.

### **14. Disciplinary subcommittee**

- 14.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- 14.2 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.

### **15. Notice to member**

- 15.1 Before disciplinary action is taken against a member, the Committee must give written notice to the member:
- a). stating that the Association proposes to take disciplinary action against the member;
  - b) stating the grounds for the proposed disciplinary action;
  - c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting);
  - d) setting out the member's appeal rights as per Rule 17; and
  - e) advising the member that they may do one or both of the following:
    - e) advising the member that they may do one or both of the following:
      - (i) a member representative (as per Rule 9.2) may attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting or
      - (ii) the member may give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting.

15.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **16. Decision of disciplinary subcommittee**

16.1 At the disciplinary meeting, the Disciplinary Subcommittee must:

- a) give the member representative (as per Rule 9.2) an opportunity to be heard; and
- b) consider any written statement submitted by the member.

16.2 After complying with subrule 16.1, the Disciplinary Subcommittee may:

- a) take no further action against the member; or
- b) reprimand the member; or
- c) suspend the membership rights of the member for a specified period; or
- d) expel the member from the Association.

16.3 The Disciplinary Subcommittee may not fine the member.

16.4 The suspension of membership rights or the expulsion of a member by the Disciplinary Subcommittee under this Rule takes effect immediately after the vote is passed.

## **17. Appeal rights**

17.1 A member whose membership rights have been suspended or who has been expelled from the Association under Rule 16 may give notice to the effect that they wish to appeal against the suspension or expulsion.

17.2 The notice must be in writing and given:

- a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
- b) to the Committee not later than 48 hours after the vote.

17.3 If a member has given notice under subrule 17.2, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but not later than 21 days after the notice is received.

17.4 Notice of the Disciplinary Appeal Meeting must be given to full members of the Association who are entitled to vote as soon as practicable and must:

- a) specify the date, time and place of the meeting; and
- b) state:
  - (i) the name of the member against whom the disciplinary action has been taken;
  - (ii) the grounds for taking that action; and
  - (iii) that at the Disciplinary Appeal Meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

## **18. Conduct of a Disciplinary Appeal Meeting**

18.1 At a Disciplinary Appeal Meeting:

- a) no business other than the question of the appeal may be conducted;
- b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

18.2 After complying with subrule 18.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.

18.3 A member may not vote by proxy at the meeting.

18.4 The decision is upheld if passed by a majority of not less than three quarters (3/4) of member representatives (as per Rule 9.2) present and voting.

## **Division 3 – Grievance Procedure**

### **19. Grievance Procedure**

- 19.1 The grievance procedure set out in this rule applies to disputes under these Rules between
- a) a member and another member;
  - b) a member and the Committee; or
  - c) a member and the Association.
- 19.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 19.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days:
- a) notify the Committee of the dispute;
  - b) agree to or request the appointment of a mediator; and
  - c) attempt in good faith to settle the dispute by mediation.
- 19.4 The mediator must be:
- a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 19.5 A member of the Association can be a mediator.
- 19.6 The mediator cannot be a member who is a party to the dispute.
- 19.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 19.8 The mediator, in conducting the mediation, must:
- a) give the parties to the mediation process every opportunity to be heard; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 19.9 The mediator must not determine the dispute.
- 19.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – GENERAL MEETINGS OF THE ASSOCIATION**

### **20. Annual General Meetings**

- 20.1 The Committee shall convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 20.2 The Annual General Meeting shall be held on such a day as the Committee determines and 21 days' notice of the meeting shall be given to all members.
- 20.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 20.4 The ordinary business of the Annual General Meeting shall be:
- a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

- b) to receive from the Committee reports on the transactions of the Association during the preceding financial year;
  - c) to elect officers of the Association and the members of the Committee;
  - d) to receive and consider the statement submitted by the Association in accordance with the Associations Incorporation Reform Act 2012.
- 20.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 20.6 The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

## **21. Special General Meetings**

- 21.1 The Committee may convene a special general meeting whenever it thinks fit.
- 21.2 No business other than that set out in the notice under Rule 23 may be conducted at the meeting.

## **22. Special General Meeting held at request of members**

- 22.1 Special General Meetings of all members may be called by the written request of not less than 10% of the total number of members of the Association as per sub-rule 22.2
- 22.2 A request for a special general meeting must:
- a) be in writing
  - b) state the business to be considered at the meeting and any resolutions to be proposed
  - c) include the names and signatures of the full member representatives (as per Rule 9.2) requesting the meeting; and
  - d) be given to the Secretary
- 22.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 22.4 A special general meeting convened by members under subrule 22.3:
- a) must be held within 3 months after the date on which the original request was made; and
  - b) may only consider the business stated in that request.
- 22.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 22.3.

## **23. Notices of General Meetings and notices of motions**

- 23.1 The Secretary of the Association shall at least 21 days before the date fixed for holding a General Meeting of the Association, notify all members of the Association verbally or in writing stating the place, date, time of the meeting and the nature of the business to be transacted at the meeting.
- 23.2 The non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association.
- 23.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

## **24. Use of technology**

- 24.1 A member representative (as per Rule 9.2) not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 24.2 For the purposes of this Part, a member representative (as per Rule 9.2) participating in a general meeting as permitted under subrule 24.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.



## **25. Quorum at General Meetings**

- 25.1 Five (5) member representatives (as per Rule 9.2) in attendance (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a general meeting.
- 25.2 If within half an hour after the appointed time the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day and time in the next week and (unless another place is specified by the Chairperson at the same time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 25.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five (5)) shall be a quorum.

## **26. Proceedings at General Meetings**

- 26.1 The Chairperson of the Association shall preside at all General Meetings of the Association.
- 26.2 If the Chairperson is absent or if unwilling to chair the meeting, another office bearer must preside as Chairperson at that meeting.
- 26.3 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.4 All business that is transacted at a Special General Meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being in the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 26.5 No item of business shall be transacted at a General Meeting unless a quorum of member representatives (as per Rule 9.2) entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 26.6 Minutes of the proceedings of every General Meeting shall be kept and be available for inspection by members. At each meeting a member shall be appointed to keep full and correct minutes of all resolutions and proceedings of every meeting.
- 26.7 A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on a declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the meeting is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 26.8 Upon any question arising at a General Meeting of the Association, a member has one vote only cast by their member representative (as per Rule 9.2).
- 26.9 All votes shall be given personally by the member representatives (as per Rule 9.2).
- 26.10 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 26.11 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 26.12 When a poll is taken the number of votes in favour and against the resolution shall be recorded.

## PART 5 – COMMITTEE

### Division 1 – Powers of Committee

#### 27. Powers of the Committee

The affairs of the Association shall be managed by the Committee. The Committee:

- 27.1 shall control and manage the business and affairs of the Association; and
- 27.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
- 27.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

#### 28. Membership of the Committee

28.1 The Committee shall consist of seven (7) members:

- a) four (4) ordinary members and
- b) three (3) executive positions namely:
  - Chairperson
  - Secretary
  - Treasurer

28.2 The executive positions have primary responsibility for their area; however, functions and aspects can be delegated to other members of the Committee and to paid staff as per an Instrument of Delegation approved by the Committee.

#### 29. Election of the Committee

29.1 Members of the Committee will be elected at the Annual General Meeting when all Committee positions of the Association shall be declared vacant.

Separate elections must be held for each of the following positions:

- a) Chairperson
- b) Secretary
- c) Treasurer

29.2 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee shall be made only by another member of the Association, in writing to the Secretary not less than half an hour before the holding of the Annual General Meeting.

29.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

29.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

29.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

29.6 If election at the AGM fails to fill all positions then the Committee is empowered to fill all unfilled positions as if a casual position as per Rule 31.

#### 30. Vacation of the office of a Committee member occurs if the member:

- 30.1 resigns office by written notice addressed to the Committee
- 30.2 is removed from office by special resolution of members

- 30.3 dies or becomes insolvent or becomes a represented person (under the Guardianship and Administration Act 1986)
- 30.4 stops living in Australia.

### **31. Casual vacancies**

- 31.1 In the event of a casual vacancy in any executive position referred to in subrule 28.1b) the Committee may appoint one of its members to the vacant office and the member appointed may continue to hold office until the positions of the Committee are declared vacant at the next Annual General Meeting following the date of appointment.
- 31.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a full member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

### **32. Appointment and removal of the Secretary**

- 32.1 The secretary will be elected at the AGM
- 32.2 The Secretary must be over 18 years of age and live in Australia.
- 32.3 If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days and inform Consumer Affairs Victoria.

### **33. Appointment and removal of other Committee members**

- 33.1 The Association in a General Meeting may by resolution remove any member of the Committee, including the Secretary before the expiration of their term of office and appoint another member in their stead to hold office until expiration of the term of the first-mentioned member.
- 33.2 Where the member referred to in the above resolution makes representations in writing to the Secretary or Chairperson of the Association and requests that they notify the other members of the Association. The Secretary or the Chairperson may send a copy to each member of the Association or, if they are not so sent, the member may send a copy.

## **Division 2 – Meetings of Committee**

### **34. Meetings of the Committee**

- 34.1 The Committee must meet at least 4 times in each year at such place and times as the Committee may determine.
- 34.2 Extraordinary meetings of the Committee may be convened by the Chairperson or by any 4 members of the Committee.

### **35. Notice of Committee Meetings**

- 35.1 Notice of each Committee meeting, stating the date, time and place of the meeting, must be given to each member of the Committee at least 2 business days before the date of the meeting.
- 35.2 Notice must be given to members of the Committee of any extraordinary meeting as per subrule 34.2 specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **36. Urgent Meetings of the Committee**

- 36.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 34 provided that as much notice as possible is given to each Committee member by the quickest means practicable.

- 36.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 36.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **37. Use of Technology for Committee Meetings**

- 37.1 A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology, if practicable, that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 37.2 A Committee member participating in a Committee meeting as permitted under sub-rule 37.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **38. Quorum of the Committee**

- 38.1 Any four (4) members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee-and at least one must be an office bearer.
- 38.2 No business may be conducted unless a quorum is present. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
- a) in the case of an urgent meeting – the meeting lapses;
  - b) in any other case, the meeting must be adjourned and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 35.

### **39. Preparation and retention of accurate minutes**

At each meeting a minute secretary shall be appointed to keep the records of all the minutes of each General Meeting and each Committee meeting together with a record of the names of persons present at Committee meetings.

## **PART 6 – FINANCIAL MATTERS**

### **40. Sources of Funds**

The funds of the Association shall be derived from annual subscriptions, grants, donations and such other sources as the Committee determines.

### **41. Management of Funds**

All cheques, electronic transactions and other negotiable instruments shall be authorised by two people as delegated by the Committee.

## **PART 7 – GENERAL MATTERS**

### **42. Custody and inspection of books and records**

- 42.1 Members may on request inspect free of charge:
- (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule 42.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 42.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 42.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

42.4 Subject to subrule 42.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

42.5 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.

### **43. Alteration of Rules and Purposes**

These Rules and Purposes of the Association shall not be altered except in accordance with the Act.

### **44. Winding up or Cancellation**

44.1 The Association may be wound up voluntarily by special resolution.

44.2 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

44.3 No portion shall be distributed directly or indirectly to the members of the Association.

44.4 The body to which the surplus assets are to be given must be decided by special resolution.