



RULES OF CAMBERWELL COMMUNITY CENTRE INCORPORATED

ABN: 87 604 030 494

1. **NAME**

- 1.1. The name of the incorporated Association is CAMBERWELL COMMUNITY CENTRE INCORPORATED (in these Rules called the Association).

2. **PURPOSE**

- 2.1. The purpose of the Association is to strengthen and enhance our community by facilitating an ongoing, creative and supportive environment for community based social, recreational, educational and cultural activities.

3. **ACTIVITIES**

- 3.1. The Association will aim to achieve its Purpose (Rule 2) by providing:
 - a. A varied program of classes and activities to develop participants' skills in a friendly, supportive and accessible environment.
 - b. Access to community facilities for use by community groups, associations, individuals and businesses.
 - c. Opportunities for people to be involved in community activities to help reduce social isolation and contribute towards enriching our community.
 - d. Opportunities to develop affiliations with other local service providers to exchange information and network.
 - e. A program that responds to the needs of the community.
 - f. An opportunity for volunteers to be involved in the management and services of the Association.

4. **DEFINITIONS**

In these Rules, unless the contrary intention appears –

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).

Act means the *Associations Incorporation Reform Act 2012 (Vic)*, and includes any Regulations made under that Act and the Model Rules for an Incorporated Association.

Board means the governing body of the incorporated association.

Board member is a person who sits on the governing body.

Board meeting means a meeting of the Board held in accordance with these Rules.

Chair means Chair person of the Association.

Disciplinary meeting means a meeting of the Board convened for the purposes of Rule 11.

Ex-officio member of the Board is a person appointed by the Board to support the activities of the Board. Such a member does not vote.

Financial year means the 12 month period specified in Rule 5.

Funding Agreement means the Neighbourhood House Funding Agreement between Boroondara Council and the Camberwell Community Centre Inc.

General meeting means a general meeting of the members of the Association convened in accordance with Rule 20 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

Member means a member of the Association.

Minutes secretary is a member of the committee who is responsible for recording the minutes of meetings.

Officers of the Association means the Chair and the Treasurer.

Ordinary Board member means a member of the committee who is not the Chair or Treasurer.

Regulations means Regulations under the Act.

Rules means the constitution of the Association.

Secretary means the Secretary of the Association.

Special resolution means a resolution that requires not less than three quarters of the members voting at a general meeting, in favour of the resolution.

Treasurer means the Treasurer of the Association.

5. FINANCIAL YEAR

- 5.1. The financial year of the Association starts on the 1st January each year and ends on the 31st December of that year.

6. POWERS OF THE ASSOCIATION

- 6.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 6.2. Without limiting Rule 6.1, 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, and
 - g. enter into any other contract it considers necessary or desirable.
- 6.3. The Association may only exercise its powers and use its income and assets (including any surplus) of the Association for the purposes of the Association and in accordance with the requirements of the Funding Agreement.

7. MEMBERSHIP

- 7.1. The Association must have at least 5 members.
- 7.2. Any person who supports the purposes of the Association and will comply with the Association's Rules is eligible to be a member of the Association.
- 7.3. Application for membership is made by paying the annual membership fee and completing the membership form or enrolling in a class.
- 7.4. 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 (if any) and write to the person to tell them their application has been rejected.
- 7.5. Each member's liability is limited to the annual membership fee (if any).
- 7.6. The Secretary shall keep and maintain a register of members in which shall be entered the name, contact phone number and postal address or the name, contact phone number and email address of each member and the date on which membership commenced.
- 7.7. Members have rights and liabilities as set out in the Act and in these Rules.

8. ENTRANCE FEE AND ANNUAL MEMBERSHIP

- 8.1. There is no entrance fee for membership of the Association.
- 8.2. The membership fee for individual, family and group membership as determined by the Board falls due on 1st January in each year.

- 8.3. Persons under the age of eighteen (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.
- 8.4. The Association may provide group membership to groups using the centre facilities.
- 8.5. Groups who have applied for group membership must nominate one person from the group who has the right to vote at meetings and/or be elected to the Board.

9. **GENERAL RIGHTS OF MEMBERS**

- 9.1. A member of the Association 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 meeting
 - d. to vote at a general meeting, and
 - e. to obtain documents per Rule 14.
- 9.2. A member is entitled to vote if
 - a. the member is a member, having joined and paid the membership fee
 - b. more than ten (10) business days have passed since he or she became a member of the Association, and
 - c. the member's membership rights are not suspended or expired for any reason.

10. **EXPIRATION AND RESIGNATION OF MEMBERSHIP**

- 10.1. All Memberships of the Association expire on 31st December of each year, or on resignation, expulsion or death. A membership which has expired at the end of each year can be reinstated on payment of the current year's Annual Fee.
- 10.2. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any membership fee already paid.
- 10.3. If a person resigns as a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

11. **DISCIPLINING MEMBERS**

- 11.1. The Board 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.
- 11.2. The Board must write to the member to tell them why disciplinary action is proposed to be taken.
- 11.3. The Board must arrange a disciplinary procedure that meets these requirements:

- a. the outcome must be determined by an unbiased decision-maker
 - b. the member must have opportunity to be heard and may have a representative for the hearing, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
- 11.4. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.
- 11.5. Where the member is unhappy with the outcome of the disciplinary procedure, they may Appeal. Notice of an Appeal against a decision must be given in writing to the Secretary within three (3) business days of the decision.
- 11.6. If a person has given notice under Rule 11.5, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than twenty-one (21) days, after the notice is received.
- 11.7. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote per Rule 21.1 as soon as practicable and must
- a. specify the date, time and place of the meeting, and
 - b. state
 - i. the name of the person 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 person should be upheld or revoked.

12. **CONDUCT OF A DISCIPLINARY APPEAL MEETING**

- 12.1. At a disciplinary appeal meeting
- a. no business other than the question of the appeal may be conducted
 - b. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action, and
 - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 12.2. After complying with Rule 12.1, 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 person should be upheld or revoked.
- 12.3. A member may not vote by proxy at the meeting.
- 12.4. The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

13. GRIEVANCE PROCEDURES

- 13.1. If there is a dispute between a member and another member, a member and the Association, or a member and the Board, the parties involved must first attempt to resolve the dispute between themselves for at least fourteen (14) days from the date the dispute is known to all parties involved.
- 13.2. 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 Board must appoint an independent, accredited mediator as agreed by the parties, who will mediate between the people involved. The Board must give the people involved reasonable notice of the time and place of the hearing.
 - c. where the dispute is between two members, it may be mediated by a Member of the Board.

14. MEMBER ACCESS TO DOCUMENTS

- 14.1. A member may, subject to Rules 14.2 to 14.5, inspect the Rules of the Association, general meeting minutes, relevant documents (as defined in the Act), and the members' register at a reasonable time.
- 14.2. A member can write to the Secretary asking for copies of these documents (with the exception of the members' register). The Secretary can charge a reasonable fee for providing copies.
- 14.3. The Secretary can refuse a request to inspect or get copies of relevant documents 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 harm to the Association.
- 14.4. Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- 14.5. Members can write or email the Secretary to ask that the Secretary restrict access to their details on the members' register if they have special circumstances. The Secretary will decide if there are special circumstances and will write or email the member outlining their decision.

15. BOARD OF MANAGEMENT

- 15.1. The affairs of the Association shall be managed by a Board of management (the Board) that is made up of a maximum of twelve (12) and a minimum of six (6) Board members (Board Members) elected at the annual general meeting. All Members elected to the Board must be of good character.
- 15.2. At the first Board meeting after each annual general meeting, the Board will appoint the Officers. All other Board members shall be known as Ordinary Board members. A Deputy Chair and Minutes Secretary may be selected from the Ordinary Board members. The Officers are:

- a. The Chair
 - b. The Treasurer
- 15.3. In the event of a casual vacancy in the office of Chair, Minutes Secretary, or Treasurer, the Board may appoint one of its members to the vacant office and the member so appointed shall hold office until the conclusion of the next annual general meeting.
- 15.4. In the event of a casual vacancy occurring in the office of an ordinary Board member, the Board may appoint any member of the Association to fill the vacancy and the member so appointed shall hold office until the conclusion of the next annual general meeting.
- 15.5. A person ceases to be a Board member of the Association if that person:
- a. ceases to be a member of the Association, or
 - b. delivers a written resignation to the president or Secretary, or
 - c. is absent from all Board meetings within a three month period without prior leave of the Board, or
 - d. becomes insolvent under administration, or
 - e. is found to be of not good character, or
 - f. becomes of unsound mind, or
 - g. Is removed by a special resolution of members of the Association, or
 - h. become a represented person (under the Guardianship and Administration Act 2019), or
 - i. dies.

16. DUTIES OF BOARD

- 16.1. The Board shall meet at least eight (8) times in each year at such times and in such place as the Board may determine.
- 16.2. The Board 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).
- 16.3. The Board can delegate any of its powers and functions to a Board member, a sub-committee, a staff member or a member other than the power of delegation of a duty imposed by the Act. The delegation must be in writing and can be revoked by the Board in writing.
- 16.4. Among its other responsibilities, the Board is responsible for making sure that:
- a. accurate minutes of general meetings and Board meetings of the Association are made and kept

- b. all records, securities and relevant documents of the Association are kept properly
- c. Board members must exercise their powers and discharge their duties with reasonable care and diligence
- d. Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association, and for a proper purpose, and
- e. members and former Board members must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

17. ELECTION OF BOARD

- 17.1. At the first annual general meeting of the Association after the adoption of these Rules, four (4) members of the Board shall be elected for one (1) year, two to four (2-4) members of the Board shall be elected for two (2) years and remaining members of the Board for three (3) years. This Rule shall expire at the annual general meeting following the annual general meeting at which this election is completed.
- 17.2. At subsequent annual general meetings, elections to fill the expired positions will be for a three (3) year term.
- 17.3. A Board member may be re-elected, however, following this change, a Board member, having served for a maximum of nine (9) years, must take a break of at least one (1) year.
- 17.4. Nominations of candidates for election as Board members of the Association shall be:
 - a. in writing, signed by a nominator and a seconder, both 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 at least one day before the date fixed for the holding of the annual general meeting.
- 17.5. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 17.6. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.7. A ballot for the election of Board members (if required as per Rule 17.6) must be conducted at the annual general meeting in such usual and proper manner as the Board may direct. If a ballot is held, Board Members are elected by members of the Association present at the annual general meeting.

18. THE SECRETARY

- 18.1. The Secretary is an Ex-officio Member of the Board and is appointed by the Board. The Secretary can be an employee of the Association and is not required to be an Association member.

- 18.2. The Secretary must be over eighteen (18) years of age and live in Australia.
- 18.3. If the Secretary stops living in Australia, they cannot remain the Secretary.
- 18.4. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within fourteen (14) days.
- 18.5. Consumer Affairs Victoria (CAV) must be informed of a change of Secretary within fourteen (14) days.

19. **BOARD MEETINGS**

- 19.1. The Secretary must give seven (7) days' notice of a Board meeting to Board Members unless the meeting is an urgent meeting. At an urgent meeting, only the issues for which the meeting was called can be considered.
- 19.2. The Chair of Board Meetings is the Board Chair, or if the Board Chair cannot attend, the Board Members must choose one of their number to chair the meeting.
- 19.3. The majority (more than half) of Board Members must be present for the meeting to be validly held (the quorum).
- 19.4. If after 30 minutes of the appointed time of the commencement of a Board meeting a quorum is not present, the meeting may be adjourned to a date, time and place to be determined by the person chairing at the Board meeting.
- 19.5. Voting at a Board meeting shall be by a show of hands or another method that is determined by the chair that is fair and reasonable in the circumstances.
- 19.6. Each member of the Board present at a Board meeting is entitled to one vote, and where the votes cast for and against are equal, the person chairing the Board meeting is entitled to exercise a second and casting vote.
- 19.7. Ex-officio members of the Board cannot vote.

20. **GENERAL MEETINGS**

- 20.1. The Association must, in each calendar year, convene an annual general meeting of its members within five (5) months following the end of the financial year on such a date as the committee determines.
- 20.2. The ordinary business of the annual general meeting is to confirm the minutes of the previous annual general meeting, receive reports and statements on the previous financial year, appoint an Auditor (if required) and elect Board Members. The notice of annual general meeting must include any special business or motions to be considered.
- 20.3. The annual general meeting will be additional to any other general meeting that may be held in the same year.
- 20.4. All general meetings other than the annual general meeting are special general meetings.
- 20.5. The Chair of a general meeting will be the Chair of the Board, or if this Chair is not in attendance, the members at the meeting can choose another Board Member to be Chair.

- 20.6. The Board or a group of at least 10% of all members may call a Special General Meeting.
- 20.7. The Secretary must call a general meeting within twenty-one (21) days of being directed to do so by:
- a. a resolution by the Board, or
 - b. a written request by at least 10% of the members, stating the object of the meeting.
- 20.8. At least fifteen (15) members (a quorum) must be present at a general meeting for the meeting to be held.
- 20.9. No item of business can be transacted at a general meeting unless a quorum of members is present during the time when the general meeting is considering that item.
- 20.10. Members may vote by proxy at general meetings (except for the election of the Board and for Disciplinary Appeal meetings).
- a. A member may appoint another member as their proxy to vote and/or speak on their behalf.
 - b. The appointment must be in writing, signed by the member making the appointment and given to the meeting chair before or at the commencement of the meeting.
 - c. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
 - d. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
 - e. Notice of a general meeting given to a member under Rule 21.1 must state that the member may appoint another member as a proxy for the meeting.
- 20.11. The Secretary must notify all members of the Association of the annual general meeting in accordance with Rule 21.1.

21. NOTICE OF GENERAL MEETINGS

- 21.1. The Secretary must, at least twenty-one (21) days before the date determined for a general meeting, notify all members of the place, date, time and nature of the business of the general meeting, by posting a notice at the registered office of the Association and on the Association's Website.

22. VOTING AND RESOLUTIONS AT GENERAL MEETINGS

- 22.1. Votes may be held by a show of hands or written ballot, or another method determined by the Chair 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.

- 22.2. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
- 22.3. The Chair may adjourn the meeting if there are not enough members at the meeting (see Rule 20.8) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be given to members in accordance with Rule 21.1 before the adjourned meeting (but does not have to comply with time for notice requirements unless the adjourned meeting is more than twenty-one (21) days after the original meeting date).

23. ALTERATION TO RULES, STATEMENT OF PURPOSES OR NAME

- 23.1. A special resolution at a General Meeting must be carried in order to:
- a. amend the statement of purposes
 - b. amend these Rules
 - c. amend or change the name of the Association, or
 - d. decide to wind up the Association.
- 23.2. A special resolution is carried if at least three-quarters of the votes cast are in favour of it.
- 23.3. Where a special resolution has been proposed, the notice (as per Rule 21.1) must be given at least twenty-one (21) days before the date fixed for the general meeting at which the special resolution will be proposed, and such notice must specify that the proposed resolution is a special resolution.

24. FINANCIAL MATTERS

- 24.1. The Treasurer of the Association shall be responsible for:
- a. presentation at each Board meeting a report of the financial transactions of the Association since the last Board meeting
 - b. arranging for the accounts to be prepared as per the Australian Charities and Not-for-profits Commission (ACNC) financial reporting obligations
 - c. ensuring that the financial statements are presented to the annual general meeting, and
 - d. authorising the Manager to make payments up to a limit, as decided by the Board from time to time.
- 24.2. All cheques and electronic payments (except for those authorised by the Manager per Rule 24.1.d) made from the Association's funds must be authorised by two members of the Board as determined by the Board and whose signatures are lodged with the bank for that purpose.
- 24.3. The funds of the Association will be derived from membership subscriptions, fees for courses and activities, room hire, proceeds from fundraising activities, interest on investments and any other sources approved by the Board that are consistent with furthering the Association's Purposes.

- 24.4. Surplus funds may be invested with a bank or authorised trustee investment, at the discretion of the Board.
- 24.5. Financial records must be kept and stored for seven (7) years, and in accordance with any other applicable laws.
- 24.6. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations with similar purpose, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
- 24.7. The Association has a common seal which is kept at the registered offices of the Association.

25. **INCOME AND PROPERTY**

- 25.1. 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.
- 25.2. Subject to Rule 25.1, no portion of the income or property or any surplus funds of the Association may be distributed directly or indirectly to or among any members.
- 25.3. Nothing in Rule 25.2 prevents the following payments being made to a member in good faith on terms no more favourable than if the member was not a member:
- a. interest on or repayment of money lent to the Association by that member
 - b. payment for goods or services (work done) by a member, an officer, employee or agent of, or consultant to, the Association, or
 - c. out-of-pocket expenses properly incurred or reasonable rent for hire or use of property owned by a member.
- 25.4. Nothing in Rules 25.2 or 25.3 prevents the Association providing its services to a member for the same price it would provide such services to any other person.

26. **BOOKS AND RECORDS**

- 26.1. All minute books, records, common seal and securities of the Association shall be kept at the registered office.
- 26.2. All financial books and records of accounts shall be kept at the registered office.