

# Avenue Neighbourhood House @ Eley Inc.

## Constitution

(Ratified May 2021)



Avenue Neighbourhood House @ Eley Inc.

87 Eley Road

P.O Box 2213

Blackburn South, Victoria 3130

**Phone:** (03) 9808 2000

**Website:** [www.theavenue.org.au](http://www.theavenue.org.au)

**Email:** [info@theavenue.org.au](mailto:info@theavenue.org.au)

**Facebook:** [ANH@E](https://www.facebook.com/ANH@E)



## Name

The name of the incorporated association is Avenue Neighbourhood House at Eley Inc. (ANH@E).

## Mission Statement

Avenue Neighbourhood House aims to be a vital point of contact in our neighbourhood by building stronger, more connected communities. We are a welcoming organisation that encourages personal development and community participation, and which is committed to promoting and protecting the interests and safety of vulnerable people, including children through a zero tolerance policy of child abuse.

## Definitions

(1) In these Rules, unless the contrary intention appears:

- **Committee** means the Committee of Management of the Association.
- **Financial year** means the year ending on 31<sup>st</sup> December.
- **General meeting** means a general meeting of members convened in accordance with Rule 12.
- **Member** means a member of the Association.
- **Ordinary member of the Committee** means a member of the Committee who is not an officer of the Association under Rule 21.
- **Regulations** means regulations under the Act.
- **Relevant documents** has the same meaning as in the Act.
- **The Act** means the *Associations Incorporation Reform Act 2012*.

(2) In these Rules, a reference to the Secretary of an Association is a reference:

- (a) To the person who is both Secretary and Public Officer.
- (b) The dual role will appear as Secretary only throughout documentation unless the Public Officer title appears.

## Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## Remote meetings and digital voting

The COVID-19 crisis of 2020 made it necessary for Not-For-Profit organisations and their Committees of Management to consider the use of alternatives to face-to-face meetings. Various online host platforms (e.g. Zoom, GoToMeeting, Skype for Business) were used to conduct their mandatory (e.g. AGM) and other meetings.

Meeting host platforms offer provisions for, *inter alia*, remote access, audio/visual function, online voting, and ANH@E will invoke the use of an online meeting platform in the future should community circumstances necessitate such use.

## Membership and subscription

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the membership fee and annual

subscription payable under these Rules.

- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
  - (a) He or she applies for membership in accordance with sub-Rule (3).
  - (b) The admission as a member is approved by the Committee.
- (3) An application of a person for membership of the Association must be:
  - (a) Made in writing in the form set out in Appendix 1.
  - (b) Lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee of Management must determine whether to approve or reject the application, based, *inter alia*, on whether they believe the applicant is committed to the objectives and values of the ANH@E, and is a suitable person for membership.
- (6) If the Committee approves an application for membership and if payment has not been made the Secretary must, as soon as practicable, “request payment of membership fees to be paid within 28 days after receipt of notification of membership approval.”
- (7) The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in sub-Rule (6), enter the applicant's name in the Register of Members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members.
- (9) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association:
  - (a) Is not capable of being transferred or transmitted to another person.
  - (b) Terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The entrance fee is the relevant amount set by the Committee each year.
- (12) The annual subscription is the relevant amount set by the Committee each year and is payable on or before the date of the annual general meeting.

## Register of members

- (1) The Secretary must keep and maintain a register of members containing:
  - (a) The name and address of each member.
  - (b) The date on which each member's name was entered in the register.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (3) A member may make a copy of entries in the register.

**NOTE:** Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of the information.

## Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-Rule (1):
  - (a) The member ceases to be a member.
  - (b) The Secretary must record in the Register of Members the date on which the member ceased to be a member.

## Discipline, suspension, and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution:
  - (a) Suspend that member from membership of the Association for a specified period.
  - (b) Expel that member from the Association.
  - (c) Fine that member an amount not exceeding \$500.
- (2) A resolution of the committee under sub-Rule (1) does not take effect unless:
  - (a) At a meeting held in accordance with sub-Rule (3), the Committee confirms the resolution.
  - (b) If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub-Rule (1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with sub-Rule (4).
- (4) For the purposes of giving notice in accordance with sub-Rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - (a) Setting out the resolution of the committee and the grounds on which it is based.
  - (b) Stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member.
  - (c) Stating the date, place and time of that meeting.
  - (d) Informing the member that he or she may do one or both of the following:
    - (i) Attend that meeting.
    - (ii) Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution.
  - (e) Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-Rule (1) the Committee must:
  - (a) Give the member, or his or her representative, an opportunity to be heard.
  - (b) Give due consideration to any written statement submitted by the member.
  - (c) Determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may,

not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.

- (7) If the Secretary receives a notice under sub-Rule (6), he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-Rule (7):
  - (a) No business other than the question of the appeal may be conducted; and
  - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution.
  - (c) The member, or his or her representative, must be given an opportunity to be heard.
  - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
  - (a) A member and another member; or
  - (b) A member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (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 ten (10) days, hold a meeting in the presence of a mediator.
- (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).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) Give the parties to the mediation process every opportunity to be heard.
  - (b) Allow due consideration by all parties of any written statement submitted by any party.
  - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (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.

### Annual general meetings

- (1) The Committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
  - (a) To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting.
  - (b) To receive from the committee reports upon the transactions of the Association during the last preceding financial year.
  - (c) To elect the members of the Committee.
  - (d) To receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-Rule, more than fifteen (15) months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The Committee must, on the request in writing of members representing not less than five (5) per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:
  - (a) State the objects of the meeting.
  - (b) Be signed by the members requesting the meeting.
  - (c) Be sent to the address of the Secretary.
- (7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, all reasonable expenses incurred in convening the special general meeting must be refunded

by the Association to the persons incurring the expenses.

### Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

### Notice of general meetings

- (1) The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent by:
  - (a) Prepaid post to the address appearing in the register of members OR
  - (b) Electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting **must** notify the Secretary of that business in writing or by electronic transmission, no later than fourteen (14) days before the meeting, who must include that business in the notice calling the next general meeting.

### Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Twenty (20) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within thirty (30) minutes after the appointed time for the commencement of a general meeting, a quorum is not present:
  - (a) In the case of a meeting convened upon the request of members: the meeting must be dissolved; and
  - (b) In any other case: the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the President at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (2) If at the adjourned meeting the quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the members personally present (being not less than three (3)) shall be a quorum.

### Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as convenor at each general meeting of the Association.

- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as convenor.

### **Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteenn (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- (4) Except as provided in sub-Rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one (1) vote only.
- (2) All votes must be given personally.
- (3) A proxy vote shall not be permitted.
- (4) In the case of an equality of voting on a question, the President of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Association have been paid.

### **Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than three (3) members, it must be taken at that meeting in such manner as the President may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a President or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the President may direct.

### **Method of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) A declaration by the President that a resolution has been:
  - (i) Carried; or
  - (ii) Carried unanimously; or
  - (iii) Carried by a particular majority; or
  - (iv) Lost; and
- (b) An entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## Committee of Management

- (1) The affairs of the Association shall be managed by the Committee of Management.
- (2) The Committee:
  - (a) Shall control and manage the business and affairs of the Association.
  - (b) 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.
  - (c) 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.
- (3) Subject to section 23 of the Act, the committee shall consist of:
  - (a) Eight (8) members shall be elected at the annual general meeting of the association in each year.
  - (b) Not more than three (3) members may be appointed by the Committee of Management for a term not exceeding one year and who shall retire at the conclusion of the Annual General Meeting following their appointment. Such appointees shall be eligible for re-appointment.
- (3) The election of the Committee of Management members in each year after the year these rules apply shall be affected on the following basis:
  - (a) Four (4) members shall retire at the AGM, followed by the remaining four (4) members at the following AGM. Each member shall be eligible to re-nominate for election for a further term of two (2) years.
  - (b) In the first year, the names of the members of the Committee of Management shall be drawn by lot and shall be recorded as one (1) to eight (8), the first four being the first four to retire at the first AGM after these rules come into effect, the second four shall retire at the AGM following.

## Office holders

- (1) The officers of the Association shall be:
  - (a) President.
  - (b) Vice-President.
  - (c) Treasurer/Finance Manager.
  - (d) Secretary/Public Officer.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-Rule (1).
- (3) The elected eight (8) shall appoint from their numbers four (4) office holders at the first Committee meeting held after the AGM of each year.
- (4) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (5) In the event of a casual vacancy in any office referred to in sub-Rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## Ordinary members of the Committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a 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.

## Election of Committee members

- (1) Nominations of candidates for election as members of the committee must be:
  - (a) Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
  - (b) Delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.
- (3) A candidate may only be nominated as an ordinary member of the Committee, prior to the annual general meeting.
- (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 may be received at the annual general meeting.
- (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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

## Vacancies

The office of a member of the Committee, becomes vacant if the member:

- (a) Ceases to be a member of the Association; or
- (b) Becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) Resigns from the Committee by notice in writing given to the Secretary.

## Meetings of the Committee

- (1) The Committee must meet at least nine (9) times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four (4) members of the Committee.

## Notice of Committee meetings

- (1) Written, emailed or electronic notice of each Committee meeting must be given to each member of the committee at least two (2) business days before the date of the meeting.
- (2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## Quorum for Committee meetings

- (1) Any four (4) plus one (1) of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within thirty (30) minutes of the time appointed for the meeting a quorum is not present:
  - (a) In the case of a special meeting, the meeting lapses.
  - (b) In any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
  - (c) The Committee may act notwithstanding any vacancy on the Committee.

## Presiding at Committee meetings

At meetings of the Committee:

- (a) The President or, in the President's absence, the Vice-President presides; or
- (b) If the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## Voting at Committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## Removal of a Committee member

- (1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-Rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (3) The Secretary or President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at Committee meetings.

## Funds

- (1) The Treasurer of the Association must:
- (a) Collect and receive all monies due to the Association and make all payments authorised by the Association.
  - (b) Keep correct 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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised members of the Committee or one authorised member of the Committee and the manager or other authorised staff member.
- (3) The funds of the Association shall be derived from program fees, annual subscriptions, donations and such other sources as the Committee determines.

## Notice to members

Except for the requirement in Rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) Delivering the notice to the member personally; or
- (b) Sending it by pre-paid post addressed to the member at that member's address shown in the register of members; or
- (c) Facsimile transmission; or
- (d) Electronic transmission; or
- (e) By displaying a notice at the premises of the Association.

## Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the committee must keep under their control all books, documents, and securities of the Association.
- (2) Members may on request inspect free of charge:
- (a) The register of members.
  - (b) The minutes of general meetings.
  - (c) Subject to sub-rule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (3) The Committee may refuse to permit a member or an applicant for membership 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.

(4) Subject to sub-rule (3), 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.

(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.

### Winding up and cancellation

In the event of the winding up or the cancellation of the incorporation of the Association, the remains, after satisfaction of all debts and liabilities in accordance with the provision of the Act and any property whatsoever, shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other like-minded association, institution or institutions to receive this property This shall be determined by a special resolution by members at the time of winding up or cancellation of the Association.

### Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

#### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

**Appendix 1**

Application for Membership of Avenue Neighbourhood House @ Eley Inc.  
87 Eley Road, Blackburn South, VIC 3130

I,-----  
(Please print name)

of ----- / -----  
(Please print address) (Telephone number)

desire to become a member of Avenue Neighbourhood House @ Eley Inc. In the event of my admission as a member, I agree to uphold the Statement of Purpose and Values of the Association.

----- (Signature of applicant) ----- (Date)

We would like to contact you via email regarding membership matters.

Email address (If applicable)-----

Can we contact you at this email address about other events, classes etc at Avenue Neighbourhood House @ Eley.

Yes  No

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Office Use Only

I,----- a member of the Association, nominate the Applicant, who is personally known to me, for membership of the Association.

----- (Signature of Proposer) ----- (Date)

I,----- a member of the Association, second the nomination of the Applicant.

----- (Signature of Seconder) ----- (Date)

Membership confirmed by Committee of Management on ----- (Date)

**SCHEDULE OF FEES**

<i>Fee</i>	<i>Amount</i>
Entrance fee	\$10.00
Annual subscription fee	\$ 5.00