

# **ELWOOD and ST KILDA NEIGHBOURHOOD LEARNING CENTRE**

## **INCORPORATED ASSOCIATION RULES**

### **(‘The ESNLC Constitution’)**

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)

#### **Vision Statement:**

To be a warm, vibrant and inclusive hub, supporting, educating and empowering members of the Elwood and St. Kilda communities, with links to surrounding communities.

#### **Mission Statement:**

To provide a quality learning environment and opportunities for community connection through the active commitment of the ESNLC committee, staff, teachers and volunteers.

#### **The Association**

1. The name of the Association is Elwood St Kilda Neighbourhood Learning Centre (**‘ESNLC’**) Incorporated (**‘the Association’**).
2. The purposes of the Association (**‘the Purposes’**) are:
  - a. To operate as a non-profit entity for the public benefit to provide charitable benefits within the community, particularly quality educational programmes that reflect community needs and support the disadvantaged.
  - b. That ESNLC is a not-for-profit organisation which fosters life-long learning and community development, and encourages initiatives from the community to continue to explore new dimensions of adult learning.
  - c. The ethos of the ESNLC is to express a warm welcome to all, including students, those seeking information and casual visitors.
  - d. The ESNLC is located at 87 Tennyson Street, Elwood in a house provided by the Port Phillip Council and may run programs in other venues to facilitate access throughout the community.
  - e. The ESNLC acknowledges the essential support of the Port Phillip Council and accepts a duty of care in preserving the character of the house.
  - f. ESNLC will use its resources, facilities and whatever other means are at its disposal to relieve disadvantage faced by people of non-english speaking backgrounds, including asylum seekers and refugees.

- g. ESNLC will use its resources, facilities and whatever other means are at its disposal, to actively take steps to relieve disadvantage and provide a safe haven for persons who are isolated, economically disadvantaged, have an intellectual disability or may be discriminated against on the basis of race or other factors.
3. The Association has the power to do all things to help it to achieve these Purposes.
4. The assets and income of Elwood St Kilda Neighbourhood Learning Centre shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
5. 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.

### **Financial year**

6. The financial year of the Association starts on 1 January of each year.

### **Members**

7. Any resident, employee, employer, volunteer or student within the City of Port Phillip over 18 years of age, who supports the Purposes of the Association, is eligible to apply to join the Association as a member.
8. Regular user groups and local community groups are eligible to apply for membership of ESNLC as an entity; a group will be registered as a single member.
9. The Committee can recommend changes to the joining fee and annual subscription fee for members. Changes to the amount must be approved by members at a general meeting.
10. The annual subscription fee is payable on or before the end of January in each year and a member may pay for up to three (3) years in advance.
11. An application for a person to join the Association must be made in writing, on the approved application form, sent to the Secretary and pay the joining fee (if any) and subscription fee.
12. 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 joining fee (if any) , subscription fee and write to the person to tell them their application has been rejected.

13. A person becomes a member when:
  - a. the Committee has approved their application to join the Association
  - b. the Association has received the person's joining fee (if any), and
  - c. the Secretary has entered the person's name, address and date they became a member on the members register.

The Association must inform the person when their membership has started.

14. Members can resign from the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
15. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended and he/she cannot exercise his/her rights (such as voting at the Annual General Meeting (AGM)).
16. Members have rights and liabilities as set out in the Act and in these rules.
17. Each member's liability is limited to the joining and annual subscription fees (if any).

#### **Members' access to documents**

18. A member may, subject to rules 19 to 21, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
19. 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.
20. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, for example 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.
21. Members may inspect or get copies of Committee meeting minutes or parts of the minutes, with permission from the Committee.
22. Members can write to the Secretary to ask that their details on the members register be restricted, if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

## The Committee

23. The Association is governed by a Committee of Management (the **Committee**) that is made up of committee members (**Committee Members**).
24. 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).
25. 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.
26. Committee Members are elected by members of the Association at the AGM by ballot.
27. The Committee is made up of the following roles:
  - a. The Chair person
  - b. The Treasurer
  - c. The Secretary  
(these are the **Officers**)
  - d. Up to five and no fewer than three Ordinary Committee Members.
28. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office.
29. The Secretary must agree to be named or appointed secretary, be over 18 years of age, and live in Australia.
30. If the Secretary stops living in Australia, they cannot remain the Secretary.
31. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
32. Each Committee Member finishes their term on the Committee at the next AGM after they were appointed, but they can be re-elected.
33. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least fourteen (14) days before the AGM.

34. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
35. If the number of applicants for the Committee is less than the number of positions, other members of the Association can be nominated or they can nominate themselves at the AGM.
36. Membership of the Committee ceases if the member:
  - a. resigns, by writing to the Committee or the Secretary
  - b. is removed by a special resolution of members of the Association
  - c. becomes insolvent (as the term is used in the *Corporations Act 2001*)
  - d. becomes a represented person (under the *Guardianship and Administration Act 1986*), or
  - e. dies.
37. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 36, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
38. If for any reason there are less than eight (8) Committee Members, the Committee can temporarily appoint a member or members of the Association to fill a vacancy on the Committee until the next AGM.
39. The senior staff person, the Manager or Co-Ordinator, within ESNLC shall be an ex-officio and non-voting member of the Committee, and is not included in the count of Committee Members.
40. 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. all records, securities and relevant documents of the Association are kept properly.

### **Committee Meetings**

41. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
42. The Committee shall hold at least six (6) ordinary meetings per year.
43. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as that technology allows any member to clearly and simultaneously communicate with members present at the meeting.

44. The Chairperson will chair Committee Meetings. If the Chairperson is absent, the Committee Members can choose who will Chair that meeting.
45. If a vote of the Committee is tied, the Chair has the deciding vote.
46. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) to provide a quorum for the meeting.
47. Any individual or user group representative who is not a member of the Committee and who wishes to address the Committee must submit their request in writing to the Secretary.

### **General Meetings**

48. The Association must hold an AGM within five months of the end of the Association's financial year.
49. The ordinary business of the AGM is to:
  - a. Confirm the minutes of the previous AGM,
  - b. Receive reports and statements on the previous financial year
  - c. Elect Committee Members; and
  - d. Consider any special business or motions.
50. In addition to ESNLC members, ESNLC shall invite other Community representatives to ESNLC's AGM, such as representatives of the City of Port Phillip, ESNLC user group representatives and relevant community organisations.
51. Each member, who is not in attendance at the Annual General Meeting, is entitled to receive an electronic copy of the Annual Report including the audited financial statement following the Annual General Meeting.
52. The Committee, or a group of at least 10% of all members, may call a Special General Meeting.
53. At least 10 members or 10% of the members (a quorum), whichever is the lesser amount must be present at a general meeting (either in person or through the use of technology for the meeting to be held).
54. Members may not vote by proxy at general meetings.
55. Notice of general meetings must be provided in writing to members at least 21 days before the meeting to each member's postal or email address as listed on the members

register (in the case of email addresses, so long as the email address was provided for receiving notices).

56. Notices of general meetings must include proposed matters to be dealt with at that meeting. Only items listed in the notice of the general meeting can be considered by the general meeting.
57. The Chair of a general meeting will be the Chairperson, or if the Chairperson is not in attendance, the members at the meeting can choose another member to Chair.
58. 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.
59. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
60. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 53) 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 sent to members before the adjourned meeting but does not have to comply with normal time for notice requirements, (unless the adjourned meeting is to be held more than 21 days after the original meeting date).

### **Grievance disputes**

61. 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.
62. If the dispute cannot be resolved between the parties 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 the nature of their grievance;
  - 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 agree to do their best to resolve the dispute, and
  - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

## **Disciplining members**

63. 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.
64. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
65. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by a unbiased decision-maker
  - b. the member must have opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
66. 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.

## **Funds**

67. 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.
68. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee, consistent with furthering the Association's Purposes.
69. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by either:
  - a. two members of the Committee; or,
  - b. one member of the Committee and the ex-officio member (ESNLC Manager or Co-ordinator) of the committee.
70. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
71. A statement of accounts shall be presented by the Treasurer at each Committee meeting.
72. The annual accounts of ESNLC shall be audited by an independent and qualified accountant who is appointed and overseen by the Committee.

73. The Common Seal of the Association is kept in the custody of the ESNLC staff as determined by the Committee.
74. The Common Seal may not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested to by the signatures of either:
- a. two (2) members of the Committee; or,
  - b. one (1) member of the Committee and the ex-officio member ((ESNLC Manager or Co-ordinator) ) of the Committee.

### **Registered address**

75. The registered address of the Association is—
- a. the address determined from time to time by resolution of the Committee; or,
  - b. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **Notice requirements**

76. Any notice required to be given to a member or a committee member under these Rules may be given, except for notices given to members in relation to general meetings at rule 55 —
- a. by handing the notice to the member personally; or
  - b. by sending it by post to the member at the address recorded for the member on the register of members; or
  - c. by email or facsimile transmission.
77. Any notice required to be given to the Association or the Committee may be given—
- a. by handing the notice to a member of the Committee; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. if the Committee determines that it is appropriate in the circumstances—
    - i. by email to the email address of the Association or the Secretary; or
    - ii. by facsimile transmission to the facsimile number of the Association.

### **Alteration of rules**

78. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.
79. All ESNLC members must be given at least 21 days' notice of the proposed special resolution. The notice must state the:
- e. time, date and place where the meeting to vote on the special resolution will be held;
  - f. proposed resolution in full; and,
  - g. intention to propose the resolution as a special resolution.

The notice can be included as an agenda item on the notice to an AGM.

### **Winding Up**

80. The members may vote by special resolution at a general meeting to wind up the Association.
81. If the Association is dissolved or wound up, any surplus assets after the satisfaction of all debts and liabilities, must not be distributed to the members or former members of the Association, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its individual members.