
Kerang and District Community Centre Inc. trading as Kerang Neighbourhood House.

ASSOCIATION RULES

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

The Association

1. The name of the Association is: Kerang and District Community Centre Inc. trading as Kerang Neighbourhood House.
2. Kerang Neighbourhood House is a Public Institution which has the charitable purpose of advancing social and public welfare and providing benevolent relief to members of the community who are in need, by: -
 - a. Empowering the marginalised and vulnerable through participation in activities and education, regardless of cultural, socio-economic status or educational background.
 - b. Creating programs that respond to identified need, particularly for those who are 'at risk'.
 - c. Providing education and programs for people from diverse backgrounds.
 - d. Promoting social inclusion to prevent and/or relieve social isolation.
 - e. Providing services with learning and development outcomes to enhance the opportunities of disadvantaged individuals and groups, including the long-term unemployed.
 - f. Alleviating hardship by operating a community Food Pantry and providing culturally appropriate food and care packages to those suffering financial distress.
 - g. Assisting those suffering distress and/or experiencing financial hardship to access services and supports.
 - h. and to pursue benevolent purposes as the Board of Management deems appropriate and are consistent with the strategic direction of the Association.
3. The Association has power to do all things that help it to achieve these Purposes.
4. 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

5. The financial year of the Association starts on 1st July of each year.

Members

6. Anyone who supports the Purposes of the Association can apply to join the Association as a member. Honorary Life Members may be elected by the Board. Life members shall not be required to pay membership subscriptions, nor have voting rights and shall not hold office but may enjoy all other privileges of membership.

7. The Board of Governance (Board) can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.

8. A person can apply to join the Association by applying to the Secretary in writing on an application to join form and paying the joining fee.

9. The Board can approve or reject an application to join the Association. If the Board rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.

A person becomes a member when:

- a. the Board has approved their application to join the Association
- b. the Association has received the person's joining fee (if any), and
- c. 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, and if they have to pay any annual subscription fee (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.

10. 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 joining and subscription fees already paid.

11. A member can request a leave of absence from their duties as a Board Member. This must be agreed to by the President.

12. Members must pay the annual subscription fee (if any) within 28 days of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)).

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13. Members have rights and liabilities as set out in the Act and in these rules.
 14. Each member's liability is limited to the joining and annual subscription fees.

Members' Access to Documents

15. A member may, subject to rules 17 to 19, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
16. 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.
17. 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 damage or harm to the Association.
18. Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
19. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

The Board of Governance

20. The Association is governed by a management committee (the Board) that is made up of Directors.
21. The Board can exercise all powers and functions of the Association (consistently 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).
22. The Board can delegate any of its powers and functions, other than the power of delegation or a duty imposed by the Act, to a committee member, a sub-committee, a staff member or a member. The delegation must be in writing and can be revoked by the committee in writing. At least 10% of the members (a quorum) must be present at a sub-committee meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.
23. Board Members are elected by members of the Association at the AGM by ballot.
24. The Board is made up of the following roles:
 - a. The President
 - b. The Deputy President

c. The Treasurer

d. The Secretary

(These are the Directors)

e. Up to 6 Ordinary Committee Members.

25. At the first Board meeting after each AGM, the Board will elect Directors to each Office and will decide the responsibilities of each Office.

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

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

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

29. Each Director finishes their time on the Board (term) at the next AGM after they were appointed, but they can be elected again. The maximum number of consecutive terms is three (to four), but they must be off the board for one term and then can re-apply.

30. A member can nominate to be on the Board by applying to the Secretary in the form approved by the Board, and another member must support their nomination in writing. The supported nomination must be received at least 21 days before the AGM.

31. If the number of members nominated to be Board Members is equal to or less than the number of Board Positions, the AGM Chair may declare the positions filled without holding a ballot.

32. A Director stops being on the Board if they:

a. Resign, by writing to the Board or the Secretary

b. Are removed by a special resolution of members of the Association

c. Become insolvent (as the term is used in the Corporations Act 2001)

d. Become a represented person (under the Guardianship and Administration Act 1986), or

e. Die.

f. Fail to attend or communicate a written apology for two consecutive meetings.

33. If a director stops being on the Board before the end of their term in accordance with rule 32, the Board can temporarily appoint a member of the Association to fill the vacancy on the Board until the next AGM.

34. Among its other responsibilities, the Board 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.

Board Meetings

35. The Secretary must give 7 days' notice of a Board meeting to Directors unless the meeting is an urgent meeting.

36. The Board can decide how often it meets.

37. Directors may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.

38. The Board of Governance can vote on matters external to Board Meetings, Executive Meetings and General Meetings, via electronic means (i.e., Email) so long as the required quorum provides a response. Where a vote is tied, the President will make the final decision. Matters for voting and discussion via this method include:

- a) Emergency matters, as decided by the Manager or President;
- b) New applications for potential Board Members;
- c) New, revised or updated policies that require implementation prior to the next scheduled Board Meeting; and
- d) Other extraordinary matters that require a decision by Board vote prior to the next scheduled Board Meeting.

39. The Chair of Board Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Directors can choose who will be Chair for that meeting.

40. If a vote of the Board is tied, the Chair of the meeting has the deciding vote.

41. The majority (more than half) of Directors must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

42. The Association must hold an AGM within 5 months of the end of the Association's financial year.

43. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Directors. The notice of AGM must include any special business or motions to be considered.

44. The Board or a group of at least 10% of all members may call a Special General Meeting.

45. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.

46. Members may vote by proxy at general meetings.

47. Proxy forms must be received by the Secretary 1 day before a meeting.

48. Notice of general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).

49. Notices of general meetings must include proposed matters to be dealt with at that meeting.

50. The Chair of General Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Directors can choose who will be Chair for that meeting.

51. 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.

52. If a vote of the members is tied, the Chair of the meeting has the deciding vote.

53. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 44) 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 time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance Disputes

54. 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 14 days from the date the dispute is known to all parties involved.

55. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:

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- 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 unbiased mediator to hear from all the parties involved and try to find a solution. The Board must give the people involved reasonable notice of the time and place of the hearing.
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decisionmaker must determine the outcome of the dispute.

Disciplining Members

56. 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.
57. The Board must write to the member to tell them why disciplinary action is proposed to be taken.
58. 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
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
59. 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

60. 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.
61. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Board that are consistent with furthering the Association's Purposes.
62. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
63. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

64. The Association has a common seal.

Alteration of Rules

65. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting. In order for a special resolution to pass 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution.

Winding Up

66. The members may vote by special resolution at a general meeting to wind up the Association.

67. If at the first occurrence of:

- a. the winding up of the Association; or
- b. the Association ceasing to be an Exempt Entity there remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same will not be paid to or distributed among the Board, or Member of the Association, but will be given or transferred by the Board to one or more funds, authorities or institutions that is an "Exempt Entity" (i.e. registered charity and endorsed by the Australian Taxation Office under item 1.1 of section 50-5 of the Income Tax Assessment Act 1997 (Cth) (ITAA).

In making its determination where to transfer the surplus assets of the Association, excluding gift assets, the Board shall give primary consideration to funds, authorities or institutions having objects similar to the objects of the Association that is an Exempt Entity.

Where the Board is unable to reach agreement as to where the surplus property of the Association, excluding gift assets, should be transferred such decision shall be made by the Members of the Association provided such transfer shall only be made to a fund, authority or institution that is an Exempt Entity.

68. At the first occurrence of:

- a. the winding up of the Association; or
- b. the Association ceasing to be endorsed as a deductible gift recipient under item 1 of the table in section 30-15 of the ITAA 1997, the Board must transfer any surplus gift assets remaining after the payment of all liabilities to an "Eligible Charity" (i.e., a fund, authority or institution, which is a registered charity, and gifts to which are deductible under item 1 of the table in section 30-15 of the ITAA 1997).

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer must be made in accordance with those conditions. In making any determination where to transfer excess gift assets the

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Board shall give primary consideration to Eligible Charities having objects similar to the objects of the that is an Exempt Charity. Where the Board is unable to reach agreement as to where the surplus gift assets of the organisation should be transferred such a decision shall be made by the Members of the Association provided such transfer shall only be made to an Eligible Charity.