



Rules of the Association Daylesford Neighbourhood Centre Inc
Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) **(the Act)**

The Association

1. The name of the Association is Daylesford Neighbourhood Centre Incorporated **(the Association)**
2. The purposes of the Association are:
 - a. To be responsive to the current and future needs of the Daylesford district and surrounding community, enabling community development, support and environmental sustainability, training and education, in a collaborative and complementary way with all stakeholders.
 - b. To be a catalyst for community resilience and engagement.
 - c. To be a healthy and effective organization that is professionally managed and operated, financially sustainable, aspires to be up-to-date and is a workplace of choice. **(the Purposes)**
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 1 January of each year.

Members

6. Any person who supports the Purposes of the Association can apply to join the Association as a member.
7. The Committee 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 in writing in a manner determined by the Committee and paying the joining fee.
9. 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 and write to the person to tell them their application has been rejected.
10. 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 and annual subscription fee for the current year, and

- c. the Secretary has entered the person's name, address (postal and/or email) and date they became a member on the members register.
11. 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.
12. Members must pay the annual subscription fee within one month 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 member's rights such as voting at the Annual General Meeting (**AGM**)).
13. If a member does not pay the annual subscription 12 months after being asked under rule 12, the member ceases to be a member of the Association.
14. Members have rights and liabilities as set out in the Act and in these rules.
15. Each member's liability is limited to the joining and annual subscription fees.

Members' access to documents

16. 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.
17. 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.
18. The Secretary can refuse a request to inspect or get copies of relevant documents, 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.
19. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
20. 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 the Secretary's decision.

The Committee

21. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
22. The Committee can exercise all powers and functions of the Association (consistent with the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).
23. 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.

24. Committee Members are elected by members of the Association at the AGM.
25. The Committee is made up of the following roles:
 - a. Chairperson
 - b. Treasurer
 - c. Committee Secretary
(these are the **Offices**) and
 - d. Up to 6 Ordinary Committee Members
26. Separate elections must be held for each Office.
27. A separate election will be held to fill all Ordinary Committee Member positions.
28. Committee Members and former Committee Members must not make improper use of:
 - a. their position; or
 - b. 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.
29. The Manager shall be the Association Secretary (the Secretary), and must be over 18 years of age, and live in Australia.
30. If the Secretary stops living in Australia, they cannot remain the Secretary.
31. When there is no Manager, the Acting Manager or another person appointed by the Committee of Management (within 14 days) will be the Secretary.
32. Each Committee Member finishes their time on the Committee (**term**) at the AGM.
33. A member can nominate to be on the Committee in writing, and two other members must support their nomination in writing. The supported nomination must be received at least 7 days before the AGM.
34. A person is not qualified to be a Committee Member if their membership is suspended under rule 12.
35. If the number of members nominated to be Committee Members is less than or equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
36. If the number of members nominated to be Committee Members (Offices or Ordinary Committee Members) is more than the number of positions available, a ballot must be conducted in the manner the Committee directs. If 2 or more candidates receive an equal number of votes, the candidate to be appointed must be decided by lot.
37. As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules, the Act and the Association's Workplace Behaviours Standard, and sign the Association's Committee of Management Confidentiality Policy Declaration.
38. A Committee Member stops being on the Committee if:
 - a. they resign their Committee Member position by written notice addressed to the Committee
 - b. they are removed by a special resolution
 - c. they become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. they become a represented person (under the *Guardianship and Administration Act 1986*)

- e. they die
 - f. they absent themselves from 3 consecutive ordinary meetings of the Committee without its leave
 - g. their membership is suspended for failing to pay the annual subscription in accordance with rule 12, or
 - h. they fail to sign the Association's Confidentiality Agreement
39. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 32, or if there a vacancy, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
40. If an Office becomes vacant in between AGMs, the Committee will elect a member of the Committee to that Office.
41. 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

42. Committee Members must be given 7 days' notice of a Committee Meeting unless the meeting is an urgent meeting.
43. The Committee must meet at least six times per year.
44. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
45. The Chair of Committee Meetings is the Chairperson or, if the Chairperson cannot attend, the Committee Members can choose who will be Chair.
46. Each Committee Member present at a Committee Meeting (including the Chair) is entitled to one vote.
47. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (**the quorum**).

General Meetings (Annual General and Special 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 confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
50. The Committee or a group of at least 10% of all members may call a Special General Meeting.
51. At least 10 members (a quorum) must be present at a general meeting (either in person or through the use of technology), for the meeting to be held.
52. Members may vote by proxy at general meetings.

53. Proxy forms must be received by the Secretary 2 days before a meeting.
54. Notice of general meetings must be provided to members at least 14 days or, if a special resolution has been proposed, at least 21 days before the meeting in writing to each member's postal or email address listed on the members register.
55. Notices of general meetings must include proposed matters to be dealt with at that meeting.
56. The general meetings will only deal with matters outlined in the notice.
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 Committee Member to be 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 51) 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

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 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 Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must let the people involved know the time and place where the hearing will happen
 - 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. the mediator will 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 or is inconsistent with the Association's Workplace Behaviours Standard.

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 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.
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 that are consistent with furthering the Association's Purposes.
69. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised (signed) by two members of the Committee or one Committee member and an employee authorised by the Committee from time to time.
70. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

Alteration of rules

71. These rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

Winding Up

72. The members may vote by special resolution at a general meeting to wind up the Association.
73. If the Association is wound up, any surplus assets 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 with similar purposes, so long as that other organisation or organisations are not carried on for the profit or gain of its members.