

STATEMENT OF PURPOSES

The purposes for which the proposed incorporated association is established are:

1. To manage the Steels Creek Community Centre.
2. To maintain the physical condition of the assets on site.
3. To provide facilities for the use and benefit of local clubs.
4. To encourage community activities.

STEELS CREEK COMMUNITY CENTRE

CONSTITUTION

NAME

1. The name of the incorporated association is the Steels Creek Community Centre Incorporated. (in these rules called "The Association".)

INTERPRETATION

- 2.(1) In these rules, unless the contrary intention appears:-
 - "Committee" means the Committee of Management of the Association.
 - "Financial Year" means the year ending the 30th of June when all subscriptions are due.
 - "General meeting" means a general meeting of members convened in accordance with Rule 11.
 - "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.
 - "The Act" means the Associations Incorporation Act 1981.
 - "The Regulations" means regulations under the Act.
 - "President" to be read to mean both male and female gender.
- (2) In these rules, a reference of the secretary of an Association is a reference:-
 - (a) where a person holds office under these rules as secretary of the Association - to that person; and
 - (b) in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

MEMBERSHIP

- 3.(1) Membership of the Association shall occur as a result of attendance at the Community Centre, completion of the attendance register, and the payment of any applicable fee, and who is in agreement with the Associations objectives and is prepared to abide by its Constitution. Each Ordinary Member shall pay an annual subscription', as determined by the Committee, which shall entitle them:
 - (a) To attend the Annual General Meeting and any other general meeting and vote on matters properly raised.
 - (b) To nominate any Member for office or to accept nomination for office of the Association.
 - (c) To receive any publication which may be issued by the Association from time to time.
- (2) Membership shall include:
 - (a) Ordinary Members
 - (1) Individual Members
 - (2) Life Members.
 - (b) Honorary Members (Whose entitlements and rights shall be as defined for Individual Members)
 - (1) Honorary member - a person who shall be elected by a resolution passed by a three-fourths majority of those present at the meeting of

- the Executive Committee as an Honorary Member of the Centre for a stipulated period of time.
- (2) Honorary Life Member - a person who in the opinion of the Executive Committee has given outstanding service to the Association and is for this reason elected by resolution passed by three fourths majority of those present at an Executive Committee meeting. (Notice of such motion having been given at the previous Executive Committee meeting.)
 - (3) A right, privilege, or obligation of a person by reason of his/her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person.
 - (b) terminates on the cessation of their membership whether by death, or upon resignation or otherwise.

REGISTER OF MEMBERS

4. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION OF MEMBERS

- 5.(1) A member of the Association who has paid all monies due and payable by him/her to the Association may resign from the Association by first giving ones months notice in writing to the secretary of his/her intention to resign and upon the expiration of this period of notice, the member shall cease to be a member.
- (2) Upon the expiry of notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date at which the member, by whom the notice was given, ceased to be a member.

ANNUAL GENERAL MEETING

- 6.(1) The Association, in each calendar year, shall convene an annual general meeting of its members. **(Section 30 of the Act provides that each incorporated association shall, at least once in each calendar year, convene a general meeting, to be called an annual general meeting.)**
- (2) The annual general meeting shall be held on such a day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports on the transactions of the Association during the preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee;
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act; and
 - (e) to appoint an auditor for the ensuing year.

SPECIAL GENERAL MEETINGS

7. All general meetings, other than the annual general meeting, shall be called special general meetings.
- 8.(1) The Committee may, when ever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiry of that period.
 - (2) The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of members, convene a special general meeting of the Association.
 - (3) The requisition for the special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
 - (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.,
 - (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which these meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.

NOTICE OF MEETING

- 9.(1) The Secretary of the Association shall, at least 14 days or, if the special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be publicised in the Community Newsletter and local newspapers, or sent by prepaid post to each member of the Association at his address appearing in the register of members, a notice stating the place, date, and time of the meeting and the nature of the business to be transacted at the meeting.
 - (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 10.(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
 - (3) 20% of financial members, personally present (being members entitled under these rules to vote at a general meeting), constitute a quorum for the transaction of business at a general meeting.

- (4) If within half an hour of the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (Unless another place is specified by the Chairman at the time of the adjournment or by giving written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the set time appointed for, the commencement of the meeting, the members present being not less than three) shall be a quorum.
- 11.(1) The President, or in his /her absence, the Vice President, shall act as chairman at each general meeting of the Association.
 - (2) If the President and Vice President are absent from a general meeting, the members present shall elect one of their number to act as chairman at the meeting.
- 12.(1) The Chairman at a meeting at which a quorum is present may, with the consent of the meeting, may adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) When a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
13. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority, or lost, and 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 votes recorded in favour of, or against that resolution.
- 14.(1) Upon any question arising at a general meeting of the Association, a member has only one vote.
 - (2) A vote shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 15.(1) If at a meeting a poll is demanded by not less than three members, it shall be taken at the meeting in such a manner as the chairman 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 chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.
16. A member is not entitled to vote at any general meeting unless all monies due and payable by him/her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 17.(1) Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy shall be in the form set out in appendix 2.

COMMITTEE OF MANAGEMENT

- 18.(1) The affairs of the Association shall be managed by a Committee constituted as provided in Rule 22.
- (2) The Committee: -
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act, 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 members of the Association; and
 - (c) subject to these rules, the regulations and the Act, have 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.
 - (d) make procedural rules for the good management of the centre.
- 19.(1) The officers of the Association shall be:-
- (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer, and
 - (d) a Secretary.
- (2) The provisions of Rule 22 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 mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election and is eligible for re-election annually. President and Secretary may not hold office for longer than three consecutive years.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next after the date of his/her appointment.
- 20.(1) Subject to section 23 of the Act, the Committee shall consist of:-
- (a) the officers of the Association;
 - (b) up to 5 ordinary members, of which 2 shall be nominated representatives by other Steels Creek clubs;
 - (c) the Committee of Management may at its discretion, invite the Immediate Past President to join the Committee of Management as a member with full voting rights. Each of the ordinary committee members shall be elected at the annual general meeting of the Association in each year.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his/her election but is eligible for re-election, but may not hold office for longer than five consecutive years.
- (3) In the event of a casual vacancy occurring 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 so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his/her appointment.

ELECTION OF OFFICERS AND COMMITTEE MEMBERS

- 21.(1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee: -
 - (a) shall be 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); and
 - (b) shall be delivered to the secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
 - (2) If insufficient nominations are received to fill all the vacancies on the Committee, the candidates shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) 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.
 - (4) If the number of nominations exceed the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
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22. For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or the member: -
 - (a) ceases to be member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victorian) Code; or
 - (c) resigns his/her office by notice in writing given to the secretary;
 - (d) the office of any Committee member absent for three consecutive Committee meetings without reasonable explanation may at the discretion of the Committee be declared vacant.

PROCEEDINGS OF THE COMMITTEE

- 23.(1) The Committee shall meet at least two times in each year at such place and times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall be transacted unless a quorum is present and, if within an half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day of the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:
 - (a) The President, or in his absence the Vice President shall preside; or
 - (b) if the President and the Vice President are both absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.

- (7) Questions arising at a meeting of the Committee, or of any sub-committee appointed by the Committee, shall be determined by a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or 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.
- (9) Notice of each Committee meeting shall be served on each member of the Committee by advice through the Community Newsletter, or verbally from the Secretary, or by delivering to him/her at a reasonable time before the meeting or by sending by pre-paid post addressed to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to clause (4) the Committee may act notwithstanding any vacancy on the committee.

SECRETARY

24. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

- 25.(1) The Treasurer of the Association:-
 - (a) Shall open banking accounts at the discretion of the Committee in the name of the Steels Creek Community Centre;
 - (b) Shall collect and receive all monies due to the Association and make all payments authorised by the Association;
 - (c) Shall make all withdrawals from the Association account only on the signature of two of the three signatories appointed by the Committee;
 - (d) Any amount of expenditure over the amount of \$50.00 shall be approved for payment by the Committee; or in cases of emergency by agreement between the President, Treasurer, and one other member of the Committee;
 - (e) Shall keep correct accounts and books showing the financial affairs of the Association with full details of the receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBERS OF THE COMMITTEE

- 26.(1) The Association in a general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first mentioned member.
- (2) When the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations

to each members of the Association or, if they are not so sent, may request that they be read out at the meeting.

CHEQUES

27. All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

- 28.(1) The Common Seal of the Association shall be kept in the custody of the Secretary.
(2) The Common Seal shall not be affixed to any instrument except by authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee, or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

29. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act. *
- * Section 22 of the Act provides that an incorporated association may, by special resolution, alter its statement of purposes and rules. Section 29 of the Act defines a special resolution.

NOTICES

- 30.(1) A notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the address shown in the Register of Members.
(2) Where a document is correctly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time that the letter would have been delivered in the ordinary course of the post.

WINDING UP OR CANCELLATION

31. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of by resolution of a general meeting.

CUSTODY OF RECORDS

32. Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

FUNDS

33. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, and such other sources as the Committee determines.

34. GRIEVANCE PROCEDURE.

- 34.1. The grievance procedure set out in this rule applies to disputes between -
- (a) a member and another member, or
 - (b) a member and the Association.
- 34.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 34.3. 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 10 days, hold a meeting in the presence of a mediator.
- 34.4. 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, the committee of the association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice).
- 34.5. A member of the Association can be a mediator.
- 34.6. The mediator cannot be a member who is a party to the dispute.
- 34.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 34.8. The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 34.9. The mediator must not determine the dispute.
- 34.10. 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 otherwise at law.

NOTE:

(This rule provides for resolution of a dispute by a referee. Note that section 14A of the Act provides another procedure whereby application may be made to the Magistrates' Court for an order declaring and enforcing rights or obligations of members between themselves, or of the Association and a member between themselves. The Court may refuse to make an order, or may make an order for costs, if the Court is of the opinion that the application is unreasonable or the issue trivial.)