

NEERIM DISTRICT PROGRESS ASSOCIATION INC.

(Vic. Inc. Association No. A0045805R)

RULES AND STATEMENT OF PURPOSES

(CONSTITUTION)

1. Name

- (1) The name of the Association is Neerim District Progress Association, referred to as 'NDPA' or 'the Association'.
- (2) The *Associations Incorporation Act* (1981) is referred to as 'the Act'.

2. Statement of Purposes

The purposes of the Association are to support and progress the Neerim District, specifically:

- (1) to provide community leadership and to promote community spirit;
- (2) to provide a central liaison between the community and Baw Baw Shire, and other organisations and public authorities as required;
- (3) to support community groups to access grants and other funding for their activities and projects;
- (4) to promote and encourage developments that will benefit the district, including but not limited to tourism;
- (5) to provide an umbrella group for community organisations within the district;
- (6) to ensure development and maintenance of community assets;
- (7) to ensure that the community has access to appropriate services, including but not limited to public transport;
- (8) to provide a forum for gathering community input on relevant issues; and
- (9) to do any such things as are incidental or conducive to the attainment of the purposes and powers of the Association.

3. Eligibility for Membership

Membership is open to individuals, families, clubs, community groups and businesses who or which agree to abide by the rules and purposes of the Association and who live in or have strong ties to the Neerim district.

4. Membership Classes

- (1) The classes of membership of the Association are: Individual, Family, Club, Community Group and Business Organisation.
- (2) Membership requires payment to the Association of the annual subscription fee set by the Committee, and agreement in writing to abide by the purposes and rules of the Association.
- (3) From time to time, the Committee of the Association may recommend at an Annual General Meeting that nominated persons be accepted as honorary, gratis or life members, at the Committee's discretion.
- (4) A nominated person may become an honorary or life member upon a majority vote about such membership at an Annual General Meeting

- (5) The Committee may recommend at an Annual General Meeting that the Association adopt by general vote any other class of membership as may suit the purposes of the Association.
- (6) Should any matter require a vote to be taken at a general meeting, there can be only one vote per membership, regardless of whether that membership represents more than an individual person.

5. Termination of Membership

Membership of a person or organisation ceases –

- a) thirty (30) days after the Annual General Meeting unless the annual subscription due by the date of that meeting has been paid; or
- b) upon disciplinary action taken by Committee for actions by that member materially counter to the purposes or rules of the Association ; or
- c) if the Secretary or Committee is notified in writing by that member of their resignation.

6. Register of Members

- (1) A delegated officer of the Committee must keep a register of members in which are recorded relevant details including the name, contact address, telephone number and date on which original membership commenced, and whether the subscription for the current financial year of the Association has been paid.
- (2) A member of the Association has the right, upon reasonable notice to the delegated officer, to inspect the entry in the register of members pertaining solely to their membership and to seek amendment to any such record.
- (3) The personal privacy of all members is upheld by the Committee, each officer being committed to accessing and releasing member details only for the purposes of the Association.

7. Fees and Subscriptions

There is no joining fee and the annual subscription fees are to be determined by the Committee immediately prior to each Annual General Meeting.

8. Committee

- (1) The Association is managed by an elected Committee comprising President, Vice President, Secretary, Treasurer and up to five ordinary members.
- (2) The Committee has responsibility for the control and management of the Association and has the power to do anything necessary or convenient to achieve the purposes of and to advance the Association, and to comply with any relevant legislated requirements.
- (3) The Committee has the power to delegate to any member any function or responsibility consistent with the purposes and rules of the Association.
- (4) The Secretary, or delegated member, 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.
- (5) Upon a Committee officer or member vacating that position for any reason that officer or member will return to the Committee all records and assets of the Association.

9. Election of the Committee

The Committee officers and members are elected at the Annual General Meeting from members nominated at that meeting, and hold office from the end of that meeting to the next Annual General Meeting.

10. Vacancies on the Committee

A member ceases to be a Committee officer if the member –

- a) ceases to be a member of the Association;
- b) is absent without leave from three consecutive meetings of the Committee;
- c) resigns by notice in writing to the Secretary or Committee;
- d) is dismissed by a two-thirds majority of other Committee officers present at a Committee meeting called to discuss such dismissal.

11. Public Officer

Should the Act require there to be a Public Officer role, such role will be filled consistent with the provisions of the Act.

12. Filling Casual Vacancies

Any casual vacancy in the membership of the Committee will be filled by the invited co-option of another member of the Association. The so co-opted committee member will fill that office only until the next Annual General Meeting.

13. Quorum at Committee Meetings

The quorum for a Committee Meeting is five Committee members.

14. Time of Meetings

Meetings of the Committee are to be held at least four times per calendar year and are to be called at the request of the President or two other Committee officers.

15. Notice of Meetings

At least one week's notice is to be given of a meeting of the Committee unless a majority of Committee officers agrees that a meeting be held at shorter notice.

16. Committee Meetings to be Open

Any member of the Association is entitled to attend, to speak, but not to vote at any meeting of the Committee. If for agreed sensitivity or confidentiality reasons two thirds of Committee officers present vote to close all or part of the meeting, all persons who are not Committee officers must leave the meeting.

17. Decisions at Committee Meetings

All decisions at Committee meetings except a decision to close a meeting are to be made by simple majority of Committee officers present and voting. The person presiding does not have a casting vote.

18. Discipline of Members

- (1) The Committee has the powers to expel a member for any breach of the rules or behaviour or conduct which in the opinion of the Committee is not in keeping with the stated purposes of or in the best interests of the Association.
- (2) In the event of a member being subject to possible expulsion, such member will be accorded the rules of natural justice including rights of appeal under the grievance procedures applying within these rules.

19. Annual General Meeting

An Annual General Meeting is to be held within three months of the end of the financial year of the Association.

20. Business of Annual General Meeting

The business of the Annual General Meeting is to –

- a) receive the President's Report;
- b) receive and consider the financial statements as required by the Act;
- c) elect the Committee; and
- d) consider any other business of which one week's notice has been given by a member to the Secretary.

21. Special General Meetings

- 1) All general meetings other than the Annual General Meeting are Special General Meetings.
- 2) Only business set out in the notice of meeting may be transacted at a Special General Meeting.
- 3) A Special General Meeting can be called by the President with the agreement of the Committee.

- 4) The Committee must, on the request in writing from a minimum of 25% of current members, convene a special general meeting of the Association.
- 5) The request for a Special General Meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.

22. Notice of General Meeting

Notice of at least two weeks is to be given of all general meetings. The notice is to state the place, date and time of the meeting and the business to be transacted at the meeting.

23. Quorum at General Meetings

The quorum at General Meetings is six members personally present.

24. Proxies

- (1) Each membership is entitled to one vote only, regardless of the class of that membership.
- (2) A member is entitled to appoint a proxy for any general meeting provided such intended proxy is advised in writing to the Secretary before the commencement of that general meeting.

25. Decisions at General Meetings

All decisions at general meetings other than -

- (1) a resolution to alter the Name, the Statement of Purposes and the Rules,
- (2) any other resolution required by the Act to be a Special Resolution,
- (3) a resolution to dismiss a member of the Committee

are to be decided by simple majority of those members voting.

26. Conflict of Interest

- (1) Where the Committee or the general membership is to vote on a matter in which either a Committee officer or an ordinary member has a material interest, that officer or member must declare that interest and abstain from voting on the matter.
- (2) Where a Committee officer or ordinary member represents a club or business enterprise and a vote to be taken may amount to a conflict of interest, that officer or ordinary member must abstain from voting.
- (3) Where there may be any question on whether an actual or perceived conflict of interest exists and may be material, in relation to any member and a vote about to be taken, the Committee excluding any member to which the issue applies, may confer and determine the matter.

27. Special Resolutions

As prescribed by the *Act*, a special resolution is a resolution of which at least three quarters of the members present and voting vote in favour at a general meeting of which a minimum 21 days notice specifying the proposed special resolution was given in the manner required by these Rules.

28. Derivation of Funds

The funds of the Association are to be derived from sources including but not limited to membership subscriptions, fees, donations, grants, sponsorships and fund raising.

29. Management of Funds

- (1) The assets and income of the Association shall be applied solely in furtherance of its stated purposes and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) The Treasurer must keep correct records of accounts and the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association. Such records must be open to inspection upon request by any Member.
- (3) All moneys received must be deposited in a bank account in the name of the Association. Any payment for an amount in excess of ten dollars (\$10.00) must be by cheque signed both by the Treasurer or other officer as the Committee determines and one other Committee officer.
- (4) The Association may make payments by electronic funds transfer, provided that two signatories to the Association's account approve such payments.
- (5) The Committee may at its discretion invest any surplus funds for the benefit of the Association. The performance of any such investment will be reported in the financial statements presented at each Annual General Meeting.
- (6) The Committee will reimburse any Member for any authorised expenses which that Member has incurred on behalf of the Association, with such reimbursement to be based on evidence of expenditure satisfactory to the Committee or its delegate.

30. Financial Year

The financial year of the Association ends on 30th June each year.

31. Books and Records

- (1) The Secretary and any other officers so delegated by the Committee are responsible for the custody of all books, documents and securities of the Association.
- (2) Within three (3) months of the end of the Association's financial year the financial records of the Association are to be subject to an independent audit by a registered accountant or similarly qualified professional.

32. Inspection of Documents by Members

The members of the Association are entitled, upon reasonable notice to the Secretary, to inspect all records of the Association, including but not limited to all meeting minutes and the register of members, subject to clause 6(2) of these Rules.

33. Grievance Procedures

- (1) This grievance procedure applies to any dispute under these Rules between any member of the Association and another member, or any member and the Association.
- (2) The parties to the dispute must meet and endeavour to resolve the matter as soon as it comes to the attention of the parties or the Committee.
- (3) If the parties are unable to resolve the matter within fourteen days of meeting to do so, the parties must hold a further meeting in the presence of an independent person engaged as mediator.
- (4) Such independent person may be a member of the Association but must have neither interest in the dispute nor any conflict of interest with the parties to the dispute.
- (5) The mediator must treat all parties to the dispute fairly, affording them due process, natural justice and adequate time to present their cases.
- (6) The mediator must mediate but not determine the outcome of the dispute.
- (7) Should the dispute not be resolved by the mediator the parties may seek resolution under the provisions of the Act or through other lawful remedies.

34. Alteration to Statement of Purposes and Rules

The Statement of Purposes and Rules may only be amended by a Special Resolution of which a minimum 21 days notice has been given to members and which has been passed by a minimum three quarters majority vote at a general meeting. Any alteration so passed does not take effect until it has been lodged with and approved by the Registrar of Incorporated Associations.

35. Disposal of Surplus Assets on Winding up.

Any surplus assets remaining on the dissolution of the Association are to be given to any such not-for-profit community organisation having similar purposes to those of the Association as decided by a Special Resolution of the members present at the meeting at which the resolution to wind up the Association is passed, or if no such decision is made, by a special resolution of members at a general meeting called to discuss the same. Failing the making of such a Special Resolution, the assets of the Association are to be disposed of in accordance with the provisions of the Act and any requirements of the Australian Taxation Office.