

# AUSTRALIAN CAPITAL TERRITORY NEIGHBOURHOOD WATCH INCORPORATED (ASSOCIATION) CONSTITUTION

## SECTION 1: GENERAL - INTRODUCTION

### 1.1 Title

- a) The name of the incorporated association is Australian Capital Territory Neighbourhood Watch Inc. (Association).
- b) So far as is permitted by law and unless incapable of application the short title of the Association shall be ACT Neighbourhood Watch Inc, referred to as the Association in this Constitution.

### 1.2 Constitution

- a) These Rules shall be known as the Australian Capital Territory Neighbourhood Watch Inc. (Association) Constitution and shall be binding on all Members of the Association.
- b) Section 48 of the Act provides that these Rules are taken to bind the Association and its members as if the Rules had been signed and sealed by each member and contained covenants on the part of each member to observe all the Rules.

### 1.3 Commencement

These Rules, updated by a resolution of members at the AGM on 20 September 2016, shall be in effect immediately.

### 1.4 Interpretation

**In these Rules, unless the contrary intention appears:**

“**ACT**” means Australian Capital Territory.

“**ACT Neighbourhood Watch Database**” means the Association’s database of member’s details and for the purpose of this Constitution has the same meaning as Register of Members in section 67 of the Act.

“**Area**” means a geographical location within the ACT, however described, approved by the Board of Management for inclusion in the Program. It may consist of a defined suburb, residential precinct within a suburb or a combination of adjoining suburbs.

“**Board of Management**” means the elected or appointed members responsible for the management of the Association. It has the same meaning as “committee” under section 60(1) of the Act.

“**Business Day**” means a day that is not:

- a) a Saturday or Sunday; or
- b) a public holiday or bank holiday in the ACT under the Holidays Act 1958.

“**Deputy President**” means the Association’s Deputy President and member of the Board of Management as elected in accordance with this Constitution.

**“District”** means a geographical area determined from time to time by the Board of Management in consultation with the Areas involved, as being representative of a number of Areas.

**“District Delegate”** means a member properly elected by the representatives of the Areas comprising a particular District, to represent the District at the Board of Management of the Association for a period of two (2) years, such a member being eligible for re-election. Should the District Delegate be unable to represent the District at the Board of Management, the District may nominate a member to act in the full capacity of the District Delegate.

**“Financial Year”** in relation to the Association, means the year ending 30 June.

**“Member”** means a person over the age of 18 years who has successfully completed the application process laid down in this Constitution and has been deemed acceptable to the Association, and remains on the ACT Neighbourhood Watch Database as a current member.

**“Officer”** means a member of the Board of Management elected by the Membership of the Association to fill any one of the positions of President, Deputy President, Vice-President North, Vice-President South, Secretary, Treasurer and District Delegates, in accordance with this Constitution.

**“President”** means the person holding office under this constitution as President of the Association.

**“Program”** means the Neighbourhood Watch Program of the Australian Capital Territory

**“Public Officer”** means an Officer of the Association who has been appointed to carry out the functions of Public Officer of the Association in accordance with the provisions of the Act.

**“Secretary”** means the person holding office under this constitution as Secretary of the Association or, if no such person holds that office, the Public Officer of the association.

**“Sponsor(s)”** means the business entity(s) or organisation(s) being the principal sponsor(s) of the Program and being the only business entity(s) or organisation(s) authorised to promote themselves as being sponsor(s) of the Program.

**“the Act”** means the Associations Incorporation Act 1991.

**“the Executive”** means those member elected in accordance with this Constitution to hold the Executive positions within the Board of Management. The executive positions are President, Deputy President, Vice President North, Vice President South, Secretary and Treasurer of the Association.

**“the Regulation”** means the Associations Incorporation Regulation 1991.

**“Treasurer”** means the person holding office under this constitution as Treasurer of the Association.

**“Vice - President North”** means the person holding office under this Constitution as Vice - President North of the Association.

**“Vice - President South”** means the person holding office under this constitution as Vice - President South of the Association

## **SECTION 2: AIMS AND OBJECTIVES**

### **2.1 Aim**

The Aim of the Association is to promote a sense of safety, security and well being in the Australian Capital Territory community.

### **2.2 Objectives**

The Objectives of the Association are to:

- a) encourage residents' involvement in the safety, security and well-being of their community.
- b) channel community concerns to the appropriate authorities.
- c) actively assist in the promotion of mutual cooperation and caring between neighbours.
- d) minimize the incidence of preventable crime in the community.
- e) increase the incidence of reporting crime and suspicious activity within the Neighbourhood Watch Area to the Police.
- f) improve the level of personal, household, and community security in the Neighbourhood Watch Area through an ongoing education campaign; and
- g) encourage individuals within the community to appropriately identify their property.

## **SECTION 3: MEMBERSHIP**

### **3.1 Eligibility for Membership**

- a) A person who is a resident of the ACT and over the age of 18 years may apply to be a member of the Association by:
  - i. making a written application to the Association, in the form prescribed by the Board of Management, to serve the Program in a voluntary capacity in furtherance of the Association's aims and objectives; and
  - ii. completing an Australian Federal Police criminal records check to a standard that is acceptable to the Association and the Australian Federal Police.
- b) The application and the results of the Australian Federal Police criminal records check must be lodged with the Secretary.
- c) Once approved, the applicant's name and details will be registered on the ACT Neighbourhood Watch Database.
- d) As soon as practicable the Secretary of the Association shall notify the applicant in writing of the success or otherwise of their application.

### **3.2 Transfer of Membership**

A person who is already a member of Neighbourhood Watch in another State, Territory or Country shall not be admitted as a member unless a nomination process is undertaken in accordance with this Constitution.

### **3.3 Cessation of Membership**

A person ceases to be a member of the Association if the person:

- a) dies; or
- b) resigns from membership of the Association by giving written notice to that effect to the secretary; or
- c) is expelled from the Association.

**3.4** If a person ceases to be a member, the Secretary must make an appropriate entry in the Neighbourhood Watch Database recording the date the person ceased to be a member.

### **3.5 Liability of Members**

- a) Members will not be required to pay entrance fees, subscriptions or any other amounts to the Association.
- b) Members will not be liable to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association.

## **SECTION 4: AMENDMENT OF THE CONSTITUTION**

**4.1** Subject to the next three succeeding Rules, this constitution may be amended by a special resolution duly passed at an Annual or Special General Meeting.

**4.2** These Rules shall not be amended unless:

- a) notice of any proposed amendment has been given in writing to the Secretary at least thirty (30) days prior to an Annual or Special General Meeting;
- b) a copy of such proposed amendment has been forwarded by the Secretary to every Member at least twenty one (21) days prior to such meeting; and
- c) the special resolution is carried by at least three-quarters ( $\frac{3}{4}$ ) of the Members present and voting at the meeting.

## **SECTION 5: SERVICE OF NOTICE**

**5.1** For these Rules, a notice or document may be served by or on behalf of the Association on an individual member:

- a) by giving it to the individual; or
- b) by sending it by prepaid post, addressed to the individual, to a home or business address of the individual; or
- c) by faxing it to a fax number of the individual; or
- d) by emailing it to an email address of the individual; or
- e) by leaving it, addressed to the individual, at a home or business address of the individual with someone who appears to be at least 16 years old and to live or be employed at the address.

## **SECTION 6: APPLICATION OF ACTS AND REGULATIONS**

**6.1** The Association is incorporated under the Australian Capital Territory Associations Incorporation Act 1991 and the Australian Capital Territory Associations Incorporation Regulations. These Rules cannot be in conflict with the Act or Regulations, and if such conflict is found to exist then the Act and Regulations shall take precedence.

## **SECTION 7: ORGANISATION AND MANAGEMENT**

### **Board of Management**

**7.1** The Officers of the Association shall be:

- a) President
- b) Deputy President
- c) Vice-President North
- d) Vice-President South
- e) Secretary
- f) Treasurer
- g) District Delegates

**7.2** The Officers of the Association as set out above (collectively “Board of Management”) shall, subject to the Act, the Regulations and anything specified to the contrary in this Constitution:

- a) control and manage the business and affairs of the Association;
- b) exercise all such powers and functions as may be exercised by the Association, other than those powers that are required by these Rules to be exercised by the Association in general meeting; and
- c) have power to perform all such acts and things as appear to the Board of Management to be necessary for the proper management of the business and affairs of the Association, which include but are not limited to:
  - i. the development and implementation of the strategy of the Association and the Program;
  - ii. the development of policies and procedures for the overall conduct of the Association and the Program;
  - iii. the corporate planning process;
  - iv. the selection and appointment of sponsors and supporters for the Association and the Program and the establishment of the terms of agreement to cover that arrangement;
  - v. the preparation of an annual business plan;
  - vi. financial planning for the future of the Association and the Program;
  - vii. the development and employment of routine management information systems for the Association’s and the Program’s day-to-day conduct, including:
    - a. financial reporting against the business plan and against agreed budgets;
    - b. communication channels and procedures;
    - c. annual reporting to the Association; and
    - d. monitoring and evaluation of all aspects of the conduct of the Association and the Program.
  - viii. the appointment of teams for the examination of issues or projects as may be deemed necessary or relevant by the Board of Management and ensuring that these teams report to the Board of Management;
  - ix. appointing consultants to the Board of Management when deemed necessary; and

- x. the power to make, alter and/or repeal policy concerning, amongst other things, the general conduct of Members.

## **SECTION 8: EXECUTIVE OF THE ASSOCIATION**

**8.1** The Executive of the Association shall be:

- a) President
- b) Deputy President
- c) Vice-President North
- d) Vice President South
- e) Secretary
- f) Treasurer

**8.2** The Executive of the Association shall meet as required and shall be responsible to the Board of Management for:

- a) control and management of the business and affairs of the Association;
- b) all such powers and functions as may be exercised by the Association; and
- c) preparing proposals for, or performing all such acts and things as appear to the Executive of the Association to be essential for the proper management of the business and affairs of the Association which include, but are not limited to, those provided for under Rule 7.2.

**8.3** The Executive shall have all such powers as are necessary to deal with all urgent or necessary matters between meetings of the Board of Management.

**8.4** Except in specifically time critical circumstances seven (7) days written notice must be given to the other persons comprising the Executive by the Secretary of the Association when calling an Executive meeting. Such notice must also specify the general nature of the business to be transacted.

**8.5** Any three (3) members of the Executive will constitute a quorum for the transaction of the business of a meeting of the Executive.

**8.6** No business may be transacted at a meeting of the Executive unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the Executive members present form the view that the urgency of an agenda item requires an earlier meeting.

**8.7** The President, and in the President's absence, the Deputy President or a Vice President will preside at all meetings of the Executive. If the Deputy President or a Vice President is also absent those present will elect one of their number to preside at the meeting.

**8.8** Questions arising at a meeting of the Executive shall be determined on a show of hands.

**8.9** Each member of the Executive is entitled to one (1) vote and if there is an equality of votes on any question the person presiding at the meeting may exercise a second or casting vote.

## **SECTION 9: PROCEEDINGS OF THE BOARD OF MANAGEMENT**

**9.1** The Board of Management shall meet not less frequently than bi-monthly in each year at such place and such times as the Board of Management may determine.

**9.2** Additional meetings of the Board of Management (“Special Meetings”) may be convened by any two (2) members of the Board of Management.

**9.3** Fourteen (14) days written notice must be given to the other persons comprising the Board of Management by the Secretary of the Association calling a Special Meeting and specifying the general nature of the business to be transacted. No other business may be transacted at such a meeting.

**9.4** A quorum for a meeting of the Board of Management shall be four (4) members thereof, but such members shall include two (2) members who are also members of the Executive.

**9.5** No business may be transacted at a meeting of the Board of Management unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it will lapse.

**9.6** The President, and in the President’s absence, the Deputy President or a Vice President, will preside at all meetings of the Board of Management. If the Deputy President or a Vice President is also absent those present will elect one of their number to preside at the meeting.

**9.7** Questions arising at a meeting of the Board of Management shall be determined on a show of hands.

**9.8** Each member of the Board of Management present at a meeting of the Board of Management is entitled to one (1) vote and if there is an equality of votes on any question the person presiding at the meeting may exercise a second or casting vote.

**9.9** Notice of each meeting of the Board of Management must be served on each member of the Board of Management not less than fourteen (14) business days before the meeting.

**9.10** In the event of a casual vacancy occurring in the office of an elected member of the Board of Management, the Board of Management may fill the vacancy and the member so appointed will hold office, subject to this Constitution, until the AGM next following the date of the appointment.

**9.11** A casual vacancy in the Board of Management will occur if a member of the Board of Management:

- a) dies, becomes incapacitated or resigns; or
- b) has disciplinary action taken against him or her under Rule 20 of this Constitution; or
- c) absents himself/herself from three (3) ordinary consecutive and properly convened meetings of the Board of Management, without first having provided a written report, or been granted leave of absence, or without an apology having been received and accepted for each meeting.

**9.12** Service of notices and other documents on members of the Board of Management shall be by electronic means where possible.



## **SECTION 10: FUNDING**

**10.1** The funds of the Association will be derived from sponsorship and other such sources as the Board of Management determines from time to time.

**10.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**10.3** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **SECTION 11: ANNUAL GENERAL MEETING**

**11.1** The Board of Management must, in addition to any other meeting it holds, hold an Annual General Meeting ("AGM") once in each calendar year, within the period of five (5) months beginning at the end of the Association's most recently ended financial year.

**11.2** The Secretary must, at least fourteen (14) days before the date fixed for holding the AGM, send to each member of the Association a notice stating the place, date and time of the meeting, that it will be an AGM and the nature of the business to be transacted at the meeting.

**11.3** The ordinary business of the AGM will be:

- a) to confirm the minutes of the previous AGM and of any other special general meeting held since that meeting,
- b) to receive from the Board of Management in accordance with section 73 of the Act:
  - i. the audited financial statements of the Association's accounts for the most recently ended financial year, and
  - ii. a copy of the auditor's report to the Association in relation to the Association's accounts for that financial year,
- c) to receive a report signed by the President and the Secretary stating, in accordance with section 73 of the Act,:
  - i. the name of each member of the Board of Management during the most recently ended financial year of the Association and, if different, at the date of the report;
  - ii. the principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
  - iii. the net profit or loss of the Association for the most recently ended financial year.
- d) to confirm District Delegates to voting positions on the Board of Management; and
- e) to elect the Executive Members of the Board of Management.

**11.4** The AGM may transact special business of which notice is given in accordance with this Constitution.

**11.5** The AGM will be in addition to any Special General Meetings held in the same year.



**11.6** If it is necessary for the Secretary to forward details of any proposed constitutional amendment or other special resolution to Members not less than twenty one (21) days prior to the Annual General Meeting, copies of the Annual Report and Financial Statements may be forwarded at the same time to minimise the expense of distribution.

## **SECTION 12: ELECTION OF EXECUTIVE OFFICERS**

**12.1** Nominations of candidates for election to the Executive Officer positions of President, Deputy President, Vice President South, Vice President North, Secretary and Treasurer of the Board of Management of the Association:

- a) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate, which may be endorsed on the nomination form; and
- b) must be given to the Secretary of the Association not less than 15 days before the date fixed for the annual general meeting at which the election is to take place.

**12.2** Candidates must be a member of the Association with a minimum of two years standing, unless the Board of Management determines that a position may be filled by a coopted member in order to enable the business of the Board of Management to proceed.

**12.3** If the number of nominations received is equal to the Executive Officer vacancies, the candidates nominated are taken to be elected, subject to confirmation at the annual general meeting.

**12.4** If insufficient nominations are received to fill all the Executive Officer vacancies, the candidates nominated are taken to be elected, subject to confirmation at the annual general meeting, and further nominations may be received at the annual general meeting.

**12.5** If further nominations are not received, any vacant Executive Officer positions remaining on the Board of Management are taken to be vacancies.

**12.6** If the number of nominations received exceeds the number of vacancies to be filled, a poll must be held.

**12.7** If the candidates under Rule 12.3 and Rule 12.4 that are taken to be elected subject to the confirmation at the annual general meeting are not so confirmed by a poll of the members present, then those candidates may renominate at the meeting as may other nominees at the meeting.

**12.8** The poll for the election of Executive Officers to the Board of Management must be conducted at the annual general meeting in the way the Board of Management may direct.

**12.9** A member is not eligible to simultaneously hold more than 1 position on the Board of Management.

**12.10** A member is elected to an Executive Officer position for a term of office of two (2) years, and is eligible for re-election.

**12.11** In the event of a casual vacancy occurring in the Executive, the Board of Management may elect a member to fill the vacancy and the member so appointed will hold office, subject to this Constitution, until the AGM next following the date of appointment.

**12.12** A casual vacancy in the Executive will occur if an Executive Officer:

- a) dies, becomes incapacitated or resigns, or
- b) has disciplinary action taken against him or her under this Constitution, or
- c) is absent from three (3) properly convened consecutive ordinary meetings of the Board of Management, without providing a written report, or first having been granted leave of absence or without an apology having been received and accepted for each meeting.

## **SECTION 13: ELECTION OF DELEGATES TO BOARD OF MANAGEMENT**

**13.1** Neighbourhood Watch Areas (Areas) within a District shall vote for a District Delegate to the Board of Management to represent their District. Each Area shall have one vote and the individual with the majority of votes will be the District's nominee to be confirmed or otherwise at the AGM as that District's Delegate. The voting for the nominee shall coincide with the election of other members to the Board of Management and the member will be elected to the position for a term of office of two (2) years, and is eligible for re-election.

**13.2** Where an elected District Delegate is unable to attend a Board of Management meeting or similar representative meeting, then the Delegate may appoint an Alternate Delegate, being a member, from one of the Areas within the District the Delegate represents. The Alternate Delegate is deemed to be an Officer of the Association and shall have the same voting and related powers as the Delegate.

## **SECTION 14: NEIGHBOURHOOD WATCH AREAS (AREAS)**

**14.1** Areas established in accordance with this Constitution shall at the first meeting of members, elect an Area Coordinator, Secretary, Treasurer and other committee members as considered appropriate, who will hold office for a period of twelve (12) months and be eligible for re-election.

**14.2** The procedures to be followed at meetings, the methods of control of funds, and the conduct of elections and the Annual General Meeting are as far as is practicable to follow those required to be followed by the Board of Management under this Constitution.

**14.3** Area Coordinators are to liaise with their District delegate and keep the delegate informed in relation to Area matters and matters that require consideration by the Board of Management.

**14.4** All money raised by an Area is to be used to encourage residents of the Area to be involved in the Neighbourhood Watch Program and to advance the safety, security and well being of the local community.

## **SECTION 15: MEETINGS**

### **15.1 Authority of Member Presiding**

Subject to these Rules, the Member presiding shall be the sole and absolute judge as to the validity of any vote cast on any question, and unless objection to the validity of any vote is raised immediately after the Member presiding has declared the result of the vote thereon, no subsequent objection may be raised as to its validity.

### **15.2 Voting at a Meeting**

- a) Each Member of the Association shall have one (1) vote on each motion before a meeting of the Association and, in the event of an equality of votes, the Member presiding at the meeting shall have a second or casting vote.
- b) Voting shall be by show of hands unless a poll is demanded.
- c) All votes must be given personally; proxy votes are not permitted.

### **15.3 Making of decisions**

- a) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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 the votes recorded in favour of or against that resolution.
- b) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 5 members present in person at the meeting.
- c) If the poll is demanded at a general meeting, the poll must be taken:
  - i) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - ii) in any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **15.4 Quorum for Meetings**

- a) A quorum for an Ordinary General Meeting shall be ten (10) Members.
- b) A quorum for an Annual General Meeting or a Special General Meeting shall be fifteen (15) Members.
- c) A quorum for a meeting of the Executive shall be three (3) members thereof.
- d) A quorum for a meeting of the Board of Management shall be four (4) members thereof, but such members shall include two (2) members who are also members of the Executive.
- e) Should any meeting lapse for want of a quorum, the meeting shall stand adjourned until the same day in the following week, and, in the event of a quorum not being present, then the Members who are present shall be deemed to constitute a quorum.

### **15.5 Adjournment of a Meeting**

Any meeting of the Association, the Executive or the Board of Management, not being a meeting to which Rule 15.4 (e) applies, may be adjourned from time to time or from place to place, by a simple majority vote of the Members present and voting but only the business left unfinished shall be transacted at such adjourned meeting.

## 15.6 Standing Orders

At any meeting of the Association the following Standing Orders shall apply:

- a) Order of Business:
  - i. Confirmation of numbers present and Apologies
  - ii. Minutes of previous meeting to be read and confirmed
  - iii. Correspondence
  - iv. President's Report
  - v. Secretary's Report
  - vi. Treasurer's Report
  - vii. Finance Report
  - viii. Other Reports
  - ix. Notices of Motion
  - x. General Business
- b) Subject to the limitations contained in Rules 15.6 (e), (g) and (k), and unless otherwise resolved every Member may speak once only on:
  - i. any motion before the meeting;
  - ii. any amendment thereto; and
  - iii. in reply, if that person is the mover of the motion or amendment.
- c) When a Member seconds a motion or amendment without speaking to it, that person may subsequently speak on such motion or amendment subject to the limitations of Standing Orders.
- d) Any Member who has spoken to a motion may again be heard by way of explanation only in regard to some material part of his or her speech which has been misquoted, not understood or misunderstood, but shall not introduce any new matter into debate.
- e) Any Member who has spoken to a motion may not speak to any amendment thereto unless and until such amendment has become the motion.
- f) All motions:
  - i. shall be duly proposed and seconded;
  - ii. shall be of an affirmative character;
  - iii. shall be capable of being withdrawn only with the leave of the meeting and at the request of both the mover and the seconder;
  - iv. may be adjourned from time to time; and
  - v. may be altered or amended until a decision is arrived at.
- g) When a motion has been duly proposed and seconded the Member presiding shall at once proceed to take the votes thereon, unless some Member rises to oppose it or propose an amendment.
- h) Only one (1) amendment shall be dealt with at a time. If an amendment be carried it shall become the motion. Whether an amendment has been carried or not, further amendments may be received and dealt with in a like manner until a decision is arrived at.

- i) No more than two (2) speakers shall speak in succession either for or against any question and if, at the conclusion of the second speaker's remarks and upon a call from the Member presiding, no other Member rises to speak on the opposite side, the question shall at once be put to the vote.
- j) The mover of an original motion shall be allowed fifteen (15) minutes to introduce it and five (5) minutes to reply. No other speaker shall be allowed to speak more than ten (10) minutes at any one time.
- k) A motion or an amendment thereto which is not seconded shall lapse without debate and no entry thereof shall be made in the Minutes.
- l) No motion passed by a meeting shall again be debated, amended or rescinded at the same meeting.

### **15.7 Suspension of Standing Orders**

Standing Orders may be suspended on a two thirds majority vote of Members present and voting but such suspension shall be limited to the particular purpose for which suspension has been sought.

## **SECTION 16: SPECIAL GENERAL MEETINGS**

**16.1** The Board of Management may, whenever it thinks fit, convene a Special General Meeting.

**16.2** The Board of Management must, on a written request ("The Requisition") of not less than five per cent (5 %) of the Members of the Association, convene a Special General Meeting.

**16.3** The Requisition:

- a) must state the objects of the meeting;
- b) must be signed by the Members concerned;
- c) must be served on the Secretary; and
- d) may consist of several documents in a like form, each signed by the Members concerned.

**16.4** If the Board of Management fails to hold a Special General Meeting within one (1) month after the date on which the Requisition was served on the Secretary, the Members concerned may convene a Special General Meeting to be held not later than one (1) month after that date by giving notice to all Members.

**16.5** A Special General Meeting convened by Members under Rule 16.4 will be convened in the same manner, or as nearly as possible, as that in which those meetings are convened by the Board of Management and all reasonable expenses incurred by the Members concerned are to be reimbursed by the Association.

## **SECTION 17: DUTIES AND RESPONSIBILITIES OF THE SECRETARY, TREASURER AND PUBLIC OFFICER**

### **17.1** The Secretary of the Association must:

- a) keep and maintain a register of Members;
- b) keep minutes of resolutions and proceedings of each meeting of the Board of Management and record the names of all persons present at such meetings;
- c) keep minutes of all elections and appointments of all office bearers;
- d) keep minutes of resolutions and proceedings of all General Meetings (including Special General Meetings) of the Association; and
- e) ensure compliance with the requirement that minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

### **17.2** The Treasurer of the Association must:

- a) collect and receive all amounts owing to the Association and make all payments authorised by the Association;
- b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- c) keep the accounting records in such a way that:
  - i. true and fair accounts of the Association can be prepared from time to time; and
  - ii. a statement of accounts for the most recently ended financial year of the Association can be presented to the Board of Management in adequate time for it to be considered and audited prior to the Annual General Meeting.

### **17.3 Public Officer**

- a) There shall be a Public Officer to the Association who shall be appointed by the Board of Management.
- b) A person shall not be eligible to be the Public Officer of the Association unless that person:
  - i. is a Member of the Association;
  - ii. is at least eighteen (18) years of age; and
  - iii. resides in the Australian Capital Territory.
- c) The Public Officer may hold Office as a member of the Board of Management.
- d) Notice of the appointment or any change of address of the Public Officer shall be lodged with the Register of Incorporated Associations within one month of such appointment or change of address.
- e) The Public Officer may be removed from Office by an ordinary resolution of the Board of Management.
- f) Where a vacancy occurs in the Office of Public Officer, the Board of Management shall appoint a person to fill the vacancy within fourteen (14) days after the vacancy occurred.

- g) The Office of Public Officer shall be taken to be vacant if the Public Officer:
  - i. is removed from Office pursuant to Rule 20.1;
  - ii. resigns from Office;
  - iii. dies;
  - iv. ceases to be a Member of the Association;
  - v. ceases to reside in the Australian Capital Territory,
  - vi. suffers from such physical or mental infirmity as to prevent him or her from undertaking the full duties of his or her Office;
  - vii. becomes an insolvent under administration within the meaning of the Corporations Law; or
  - viii. is disqualified from holding such Office by reason of conviction in respect of an offence referred to in section 63 (1) of the Associations Incorporation Act 1991.
- h) The Public Officer shall carry out the duties specified under the Act and, in particular, shall be responsible for ensuring that the Association is in possession of an up-to-date copy of the Associations Incorporation Act 1991 and for lodging:
  - i. the Annual Return required pursuant to section 79 of the Act;
  - ii. notification of any change in the membership of the Board of Management or of any change of address of any Member thereof; and
  - iii. notification of any amendment made to this Constitution within the time and in the manner specified in section 30 and section 33 of the Act.

## **SECTION 18: FINANCE**

18.1.1 All payments of accounts or other expenditure by the Association shall be by way of cheques, or by direct debits or other electronic banking services.

### **Authority to Sign**

**18.2** All payments out of the funds of the Association other than from the Petty Cash account shall be made under the signature of at least two (2) members of the Executive, authorised for the purpose by resolution of the Board of Management at an Annual or Special General Meeting.

### **18.3 Limitations on Expenditure**

- a) Regarding expenditure the disposal, transfer or commitment of the Association funds in respect of any single transaction or proposal may be effected or approved by:
  - i. the Secretary, for purchases of office materials and equipment up to an amount of \$500;
  - ii. the Executive up to an amount of \$5,000;
  - iii. the Board of Management up to an amount of \$10,000;
  - iv. an Ordinary General Meeting up to an amount of \$20,000;
  - v. an Annual General Meeting up to an amount of \$40,000; or



- vi. a Special General Meeting called for that particular purpose, up to the limit of available funds.
- b) The Secretary may be required to maintain a Petty Cash Account. Limitations of expenditure shall be as determined by the Board of Management from time to time.

#### **18.4 Authorisation of Accounts**

All accounts shall be presented and passed for endorsement or payment as appropriate at a Board of Management meeting or Ordinary General Meeting. Full details of all such approvals shall be recorded in the minutes of the meeting.

#### **18.5 Reimbursement of Expenses**

The Association may, at its discretion, grant an honorarium to the Secretary and to the Treasurer, and to any Member entrusted by the Association with special duties. The principle governing the payment of an honorarium shall be the reimbursement of Members for out of pocket expenses actually incurred.

#### **18.6 Application of Income and Property of the Association**

- (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the aims and objectives of the Association and, otherwise than to meet those aims, no portion shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of the Association.
- (b) In the event that the Association is wound up, dissolved or otherwise ceases to operate its assets are to be disposed of in accordance with the Act.
- (c) Nothing in the foregoing provisions of this Rule shall prevent the payment in good faith to an employee or member of the Association of remuneration in return for services actually rendered to the Association by that employee or member.

### **SECTION 19: ADMINISTRATION**

#### **19.1 Common Seal**

- a) The Common Seal of the Association ("Common Seal") must be kept in the custody of the Secretary.
- b) The Common Seal must not be attached to any instrument except by the authority of the Board of Management and the attaching of the common seal must be attested by the signatures of two (2) executive members of the Board of Management.

#### **19.2 Custody of Books and Inspection**

- a) Subject to the Act, the Regulation and this Constitution the Treasurer must keep in his/her custody or under his/her control all records, books, and other documents relating to the financial concerns of the Association.
- b) The Secretary must keep in his/her custody or under his/her control all records, books and other documents relating to the Association, other than those under the control of the Treasurer.

- c) The records, books and other documents of the Association must be open to inspection at a place in the ACT, at any reasonable time, free of charge, by a member of the Association on request in writing to the Secretary.
- d) Accounting records must be retained for at least 7 years after the transaction to which they relate were completed.

### **19.3 Auditor**

- a) The Board of Management must appoint an auditor to audit the books of account and financial statements of the Association. Such an Auditor must not be a member of the Association.
- b) The Auditor shall, in accordance with the Act, audit the Accounts and Balance Sheet of the Association and shall endorse thereon a Report as to his or her satisfaction or otherwise with such financial statements.
- c) The Board of Management shall take reasonable steps to ensure that the audit of the accounts of the Association is completed at least fourteen (14) days before the Annual General Meeting.
- d) The auditor's report must be attached to or endorsed on the accounts and must, if a member so requires, be read before the Association at the annual general meeting and is open to inspection by a member at any reasonable time.

### **19.4 Appointment of Trustees**

Trustees may be elected by the Association and shall carry out such duties and have such powers as are approved by the Association in Ordinary General Meeting. The instrument setting out the powers of the Trustees must be detailed in the minutes of the General Meeting and the original of any instrument must be retained by the Secretary.

### **19.5 Complaints made by Members of the Public or Employees**

Any complaint made against the Association by a member of the public or by any employee shall be referred to the Board of Management.

## **SECTION 20: DISCIPLINING OF MEMBERS**

**20.1** If the Board of Management is of the opinion that a member:

- a) has persistently refused or neglected to comply with the provision of these Rules; or
- b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Board of Management may, by resolution:

- i. expel the member from the Association; or
- ii. suspend the member from such rights and privileges of membership of the Association that the Board of Management may decide for a specified period.

**20.2** A resolution of the Board of Management under Rule 20.1 is of no effect unless the Board of Management, at a meeting held not earlier than 14 days and not later than 28 days after service on a member of a notice under Rule 20.3, confirms the resolution in accordance with this Rule.

**20.3** If the Board of Management passes a resolution under Rule 20.1, the Secretary must as soon as practicable serve a written notice on the member:

- a) setting out the resolution of the Board of Management and the grounds on which it is based;
- b) stating that the member may address the Board of Management at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- c) stating the date, place and time of that meeting; and
- d) informing the member that the member may do either or both of the following:
  - i. Attend and speak at that meeting.
  - ii. Submit to the Board of Management at or before the date of that meeting, written representations relating to the resolution.

**20.4** Subject to Section 50 of the Act, at a meeting of the Board of Management mentioned in Rule 20.2, the Board of Management must:

- a) give the member mentioned in Rule 20.1 an opportunity to make oral representations;
- b) give due consideration to any written representation submitted to the Board of Management by that member at or before the meeting; and
- c) by resolution decide whether to confirm or to revoke the resolution of the Board of Management made under Rule 20.1.

**20.5** If the Board of Management confirms a resolution under Rule 20.4 the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under Rule 20.7.

**20.6** A resolution confirmed by the Board of Management under Rule 20. 4 does not take effect:

- a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- b) if, within that period, the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with Rule 20.4.

## **20.7 Right of Appeal of Disciplined Member**

A member may appeal to the Association in general meeting against a resolution of the Board of Management that is confirmed under Rule 20.4 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

**20.8** On receipt of a notice under Rule 20.7 the Secretary must notify the Board of Management which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.

**20.9** Subject to section 50 of the Act, at a general meeting of the Association called under Rule 20.8:

- a) no business other than the question of the appeal may be transacted;
- b) the Board of Management and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- c) the members present must vote by secret ballot on the question of whether the resolution made under Rule 21.4 should be confirmed or revoked.

**20.10** If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 20.4, that resolution is confirmed.

## **SECTION 21: DISPUTE BETWEEN MEMBERS – GRIEVANCE CLAUSE**

**21.1** If a dispute between a member and another member should occur, the procedure for resolution of that dispute shall be as follows:

- a) 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 the parties.
- b) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.

**21.2** The mediator must be:

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement, a person chosen by the Board of Management of the Association.

**21.3** A member of the Association can be a mediator.

**21.4** The mediator cannot be a member who is a party to the dispute.

**21.5** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

**21.6** The mediator, in conducting the mediation, must:

- a) give the parties to the mediation process every opportunity to be heard;
- 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.

**21.7** The mediator must not determine the dispute.

**21.8** 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 or otherwise at law.