



Constitution of the Association entitled

Network West Incorporated

ABN: 15637705856

Endorsed at AGM 24<sup>th</sup> October 2013

Approved by Consumer Affairs Victoria 20<sup>th</sup> January 2014

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## **1. Name**

The name of the incorporated Association is Network West Incorporated.

The organisation became incorporated on 25 September 2006.

The incorporation number is: A0049321S.

## **2. Definitions**

In these Rules, unless the contrary intention appears-

"Act" means the Associations Incorporation Act 1981;

"Committee" or "CoG" means the committee of governance of the Association;

"Financial year" means the year ending on 30 June;

"General meeting" means a general meeting of members convened in accordance with rule 8.

"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 7.5.

'Associate member' of the organisation means an Association member of the organisation in accordance with Rule 4.

"Secretary" means the role previously called Public Officer.

"Committee Secretary" also means the Secretary of the Committee of Governance as role is held by same person at Network West.

"Regulations" means regulations under the Act;

"Relevant documents" has the same meaning as in the Act.

## **3. Statement of purpose**

Recognising the diverse nature and the autonomy of each member of the Association, the purpose for which the Association is established is: -

- a) To act as a mutual support network and information sharing group for all neighbourhood houses & Community Centres which are members of the Association
- b) To provide an advocacy role in representing the interests of member houses in development of community development practice and in sustaining viability and growth

- c) To support individual houses in developing effective operation of their organisation
- d) To encourage and work towards developing partnerships to enhance the work of member house
- e) To provide training, access to training and resources, and professional development opportunities for Houses
- f) To develop and implement policies and strategies for the Governance Committee;
- g) To promote the philosophies of the Neighbourhood House Sector within the wider community
- h) To work with other networks and organisations to strengthen and enrich the Neighbourhood House Sector at regional, state and national levels

#### **4.1 Membership Definitions and Qualifications**

4.1 A **full member** of the Association is an organisation that is:

a) A Neighbourhood House or Community Centre that is or has been in receipt of state government Neighbourhood House funding,

**and/or**

b) Carrying out Neighbourhood house type activities, working within a Community Development approach and identifies as a Neighbourhood house

**And**

- Supports the purpose of the Association
- Is based in Western Metropolitan area of Melbourne
- Has been approved by the Committee of Governance

4.2 A **full member** of Network West:

- Has voting rights
- May nominate a representative to the Committee
- Can access Network West membership services

4.3 An **Associate Member** of Network West is an organization or individual that does not meet the criteria for full membership and

- Supports the purpose of Network West
- Is based in western metropolitan area of Melbourne
- Has been approved by the Committee of Governance

4.4 An **Associate Member**:

- Does not have voting rights
- Is not eligible to be a member of the Committee

4.5. Representatives: When applying for membership or associate membership, a member must nominate a representative to act on their behalf within the Association. It is the responsibility of the member to inform the Association of any changes to their representation within 30 days.

#### **4.6 Application for Membership**

4.6.1 A written application for membership can be obtained from the Network West office and website. The completed form can be sent to Network West for Committee approval.

### **5. Register of members**

5.1 The Secretary must keep and maintain a register of members containing-

- a) The name and address of each member organisation; and
- b) The date on which each member's name was entered in the register
- c) The name and contact details (phone, fax, email, address) of the representative of the member.

5.2 The register is available for inspection free of charge by any member upon request.

5.2.1 A member may make a copy of entries in the register.

### **6. Annual membership fee**

6.1 The Committee of Governance must determine:

- a) The amount of the annual subscription (if any) for the following financial year; and
- b) The date for payment of the subscription.

### **7. Elections, Membership and powers of the committee**

The Committee of Governance of the Association (hereafter called CoG) is made up of seven (7) nominated representatives of member organisations

#### **7.1 The Committee of Governance**

The affairs of the Association shall be managed by the Committee of Governance (CoG).

7.2 The Committee:

- a) Shall control and manage the business and affairs of the Association; and
- b) May, subject to these Rules, the Act and the Regulations, 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 at general meetings of the members of the Association; and

7.2.1 Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper governance of the business and affairs of the Association.

7.3. The Committee shall consist of seven members, with executive positions to be voted on at the first meeting of the new Committee of Governance.

Executive positions of the Association shall be--

- a) Committee Secretary
- b) Chairperson
- c) Treasurer

7.3.1 These roles have primary responsibility for their area; however functions and aspects can be delegated to other members of the CoG.

#### **7.4. The election of members of the committee;**

The CoG shall be elected at the AGM from a pool of nominated member representatives who have nominated and been seconded.

#### **7.5 Election of ordinary members**

7.5.1 The annual general meeting must by resolution decide the seven ordinary members of the Committee it wishes to hold office for the next year.

7.5.2 A single election may be held to fill all of those positions.

7.5.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

7.5.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 8.

#### **8. Ballot**

8.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

8.2 The returning officer must not be a member nominated for the position.

8.3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.

8.4. The election must be by secret ballot.

8.4.1 The returning officer must give a blank piece of paper to—

- a) Each member present in person; and
- b) Each proxy appointed by a member.

Example: If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

8.4.2. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

If the ballot is for more than one position—

- a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- b) The voter must not write the names of more candidates than the number to be elected.

8.4.3 Ballot papers that do not comply with sub rule 8.4.2 are not to be counted.

8.4.5 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

8.5 The returning officer must declare elected the candidate or in the case of an election for more than one position, the candidates who received the most votes.

8.5.1 If the returning officer is unable to declare the result of an election under sub rule 8.5 because two or more candidates received the same number of votes, the returning officer must-

8.5.2 Conduct a further election for the position in accordance with sub rules 8.4.1 to 8.4.5 to decide which of those candidates is to be elected

Or

With the agreement of those candidates, decide by lot which of them is to be elected. Examples: the choice of candidate may be decided by the toss of a coin or drawing a name out of a hat.

## **9. Terms of office of members of the Committee and members of the Association**

9.1 The members of the CoG shall be elected for a period of two years with the intention that the CoG turns over half the membership every year. CoG members can sit for a maximum of 3 terms (6 years),

9.2 A member may resign by notice in writing given to the Association.



A member is taken to have resigned if:

- a) The Secretary has made a written request to the member to confirm that the organisation wishes to remain a member; and
- b) The member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

Or

- c) The member's annual subscription is more than 12 months in arrears (unless hardship rules apply)

9.3 If an organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

9.4. The filling of casual vacancies occurring on the committee;

Casual vacancies can be filled by the CoG required up to a limit of two positions at any one time.

## **10. Frequency of Committee of Governance Meetings**

The committee shall control and manage the business and affairs of the Association and meet a minimum of 6 times per year' at the dates, times and places determined by the committee.

## **11. Notice of meetings**

11.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the day of the meeting.

11.2 Notice may be given to more than one committee meeting at the same time.

11.3 The notice must state the date, time and place of the meeting

11.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

## **12. Urgent Committee Meetings**

In cases of urgency, a meeting can be held without notice being given in accordance with rule 11 provided that as much notice as practicable is given to each committee member by the quickest means possible.

12.1 Any resolution made at the meeting must be passed by an absolute majority of the committee.

12.2 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

12.3 Any notice required to be given to a member of a committee member or a member under these rules may be given:

- a) By handing the notice to the member personally; or
- b) By sending it by post to the member at the address recorded for the member on the register of members or

- c) By email or facsimile transmission

### **13. Presiding at Committee Meetings**

13.1 At meetings of the committee the Chairperson or any member of the committee can chair the meeting by agreement of the CoG.

### **14. Use of technology at Committee meetings**

14.1 A committee member who is not physically present at a committee meeting may participate in the meeting with the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

Note: For the purposes of his part, a committee member participating in a committee meeting as permitted under sub rule 14.1 is taken to be present at the meeting and if the member votes at the meeting, is taken to have voted in person.

### **15. Quorum at Committee meetings**

15.1 Any four members of the Committee constitute a quorum for the conduct of a meeting of the CoG

15.2 No business may be conducted at a committee meeting unless a quorum is present.

15.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting-

- a) In the case of a special meeting, the meeting lapses
- b) In any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 11.

### **16. Conflict of interest**

16.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.

The member

- a) Must not be present whilst the matter is being considered at the meeting; and
- b) Must not vote on the matter.

Note: Under section 15 of the rules, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

16.2 This rule does not apply to a material personal interest-

a) That exists only because the member belongs to a class of persons for whose benefit the Association is established

Or

b) That the member has in common with all, or a substantial proportion of, the members of the Association.

## **17. Voting at Committee Meetings**

17.1 Business arising at a meeting of the committee or a meeting of any sub committee appointed by the committee, shall be determined by a vote

17.2 Each member present at a meeting of the committee, or at a meeting of the 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 item of business, the matter will be discussed, and a second vote taken. If there is still no majority the matter will be deferred until the next meeting.

## **18. Removal of Committee member**

18.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the members term of office and appoint another member in his or her place to hold office until the expiration of the term of the first mentioned member.

18.2 The Committee Secretary or Chairperson must notify the member who is subject to the resolution and provide them with a seven day period in which to offer representations as outlined below (Refer Rule 18.3).

18.3. A member who is the subject of a proposed resolution referred to in sub-rule 1 may make representations in writing to the general meeting by submitting it to the Secretary or Chairperson who must distribute the representations to the members of the Association.

18.4 In addition, the member who is subject to the resolution has the right to speak against the resolution.

## **19. General Meetings, motions and timeliness**

### **19.1 Quorum at general meetings**

No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

19.2 The quorum for the conduct of the business of a general meeting is 35% of the nominated representatives of member organisations.

19.2 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

i) In the case of a meeting convened upon the request of members--the meeting must be dissolved; and

ii) On any other case--the meeting shall stand adjourned with a new date, time and venue to be notified within 28 days by the Secretary.

19.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 7) shall be a quorum.

## **20 Annual general meetings**

20.1 The committee may determine the date, time and place of the annual general meeting of the Association.

20.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

20.3 The ordinary business of the annual general meeting shall be-

a) To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

b) To receive from the committee reports upon the transactions of the Association during the last preceding financial year; and

c) To elect the CoG of the Association; and

d) To receive and consider the statement submitted by the Association in accordance with section 30 of the Act.

e) Appoint/confirm auditor/ dismiss (or undertake to audit)

20.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **21. Special general meetings**

21.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

21.2 All general meetings other than the annual general meeting are special general meetings.

21.3 The CoG may, whenever it thinks fit, convene a special general meeting of the Association.

If but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

21.4 The committee must, on the request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.

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.

21.5 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **22. Special business**

22.1 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, are deemed to be special business.

## **23. Notice of general meetings**

23.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

23.2 Notice may be sent-

- a) By prepaid post to the address appearing in the register of members; or
- b) If the member requests, by facsimile transmission or electronic transmission.

23.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

23.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **24. Funds and Funds Management of the Association**

24.1 The Treasurer of the Association must-

- a) Collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- 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.

24.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

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

## **25. Alteration of the rules or statement of purposes**

These rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## **26. Custody and use of the common seal**

26.1 The name of the Association must appear in legible characters on the common seal;

- a) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- b) The common seal must be kept in the custody of the Secretary.

## **27. The custody and access to relevant documents.**

27.1 Except as otherwise provided in these Rules, the Committee Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

27.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

27.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association, excluding, records of interactions with individual members and confidential staff information.

## **28. The disposition of surplus assets on winding up**

28.1 In the event of the winding up of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act. (Refer amended Act 2009 Section 15 'Division 3A-Distribution of surplus assets')

## **29. The grievance and disciplinary procedures**

29.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution-

- a) Fine that member an amount not exceeding \$500; or
- b) Suspend that member from membership of the Association for a specified period; or
- c) Expel that member from the Association.

29.2 A resolution of the committee under sub-rule (1) does not take effect unless--

- a) At a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
- b) If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

29.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 1

29.4 For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-

- a) Setting out the resolution of the committee and the grounds on which it is based; and
- b) Stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- c) Stating the date, place and time of that meeting; and
- d) Informing the member that he or she may do one or both of the following-
  - i) Attend that meeting;
  - ii) Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
- e) Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

29.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-

- a) Give the member, or his or her representative, an opportunity to be heard; and
- b) Give due consideration to any written statement submitted by the member; and
- c) Determine by resolution whether to confirm or to revoke the resolution.

29.6 If at the meeting of the committee, the Committee Secretary confirms the resolution, the member may, not later than 48 hours after that meeting, give the Committee Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

29.7 If the Committee Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

29.8 At a general meeting of the Association convened under sub-rule (7)--

- a) No business other than the question of the appeal may be conducted; and
- b) The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- c) The member, or his or her representative, must be given an opportunity to be heard; and
- d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

29.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

### **30. Disputes and mediation**

30.1 The grievance procedure set out in this rule applies to disputes under these Rules between-

- a) A member and another member; or
- b) A member and the Association.

30.2 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.

30.3 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.

30.4 The mediator must be-

- a) A person chosen by agreement between the parties; or
- b) In the absence of agreement-



c) In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

i) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

ii) A member of the Association can be a mediator.

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

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

30.7 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.

30.8 The mediator must not determine the dispute.

30.9 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.

## **31. The preparation and retention of accurate minutes**

### **31.1 Minutes of meetings**

The Secretary of the Association 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.

of—

a) General meetings of the incorporated Association; and

b) Meetings of the committee or other body having the management of the incorporated Association.

## **32. Custody and inspection of books and records**

32.1 Any nominated representative has a right to access and photocopy any documents held by the Association, excluding records of interactions with individual members and confidential staff information.