

Emerald Community House Association Rules 2022

Under the Vic Associations *Incorporation Reform Act 2012*

1. The name of the Association is: **Emerald Community House Inc**
2. Emerald Community House Inc. is a Public Institution which has the charitable purpose of advancing social and public welfare and providing benevolent relief to members of the community who are in need, by:
 - (a) **Empowering** the marginalised and vulnerable through participation in activities and education, regardless of cultural, socio-economic status or educational background.
 - (b) **Creating** programs that respond to identified need, particularly for those who are 'at risk'.
 - (c) **Providing** support to those who are in distress, discouraged, affected by crisis or displaced by disruptive events.
 - (d) **Promoting** social inclusion to prevent or relieve social isolation.
 - (e) **Providing** services with learning and development outcomes to enhance the opportunities of disadvantaged individuals and groups, including the long-term unemployed.
 - (f) **Alleviating** hardship by operating community food resources and providing culturally appropriate food and care packages to those suffering financial distress.
 - (g) **Assisting** those suffering distress and/or experiencing financial hardship to access services and supports, and
 - (h) **To pursue benevolent purposes** as the Committee of Management deems appropriate and are consistent with the strategic direction of the Association.
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial Year

5. The financial year of the Association starts on 1 January of each year.

Members

6. Anyone who supports the Purposes of the Association can apply to join the Association as a member. The Committee determines the class of membership.

6A Class of Membership

(1) The members are divided into the following classes:

Full Members

Full Members are those individuals who:

- are eligible to apply for full membership to the Association,
- have volunteered in a capacity determined by the Committee to support the Purposes of the Association,
- have paid a membership fee, and
- have been approved by the Committee.

A **Full Member** has all the voting rights, privileges and obligations as provided by these Rules, supported by ECH policies and guidelines which are determined by the Committee from time to time

Associate Members

Associate Members consist of those individuals who:

- have enrolled in ECH programs and activities which require membership in the organisation, or
- are determined by the Committee to be Associate Members

An **Associate Member** has all the rights, privileges and obligations of a member as provided by these Rules with the exception that they aren't required to volunteer and have no voting rights in the Association.

7. The Committee of Management can set or change annual membership fees for members. Changes to the amount must be approved by members at a general meeting.
8. A person may apply to join the Association by applying to the Secretary and paying the joining fee.
9. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give any reasons for that decision, but must return the joining fee (if any) and inform them that their application has been rejected.

A person becomes a member when:

- (a) the Committee has approved their application to join the Association
- (b) the Association has received the person's annual membership fee, and
- (c) the Secretary has entered the person's name, address and date they became a member on the members register.

The Association must inform the person when their membership has started. The fee must be paid on application. Membership is for 1 calendar year and expires on Dec 31st.

10. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any membership fees already paid.
11. If a member does not renew their annual membership when due, the member will be suspended. A suspended member cannot exercise a member's rights such as voting or be a member of the Committee.
12. Members have rights and liabilities as set out in the Act and in these Rules.
13. Each member's liability is limited to the annual membership fee.

Members' Access to Documents

14. A member may, subject to Rules 15 to 18, inspect the rules of the Association, general meeting minutes, relevant documents as defined in the Act and the members register at a reasonable time.
15. A member can write to the Secretary asking for copies of these documents with the exception of the members register. The Secretary can charge a fee for providing copies.
16. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, private, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

17. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
18. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if special circumstances exist, and will write to the member outlining the decision.

The Committee of Management

19. The Association is governed by a Committee of Management that is made up of Committee members.
20. The Committee can exercise all powers and functions of the Association consistent with these Rules and the Act, except for powers and functions that the members are required to exercise at a general meeting under these Rules or the Act.
21. The Committee can delegate any of its powers and functions, other than the power of delegation or a duty imposed by the Act, to a committee member, a Sub-Committee, a staff member or a member. The delegation must be in writing and can be revoked by the Committee in writing. At least 10% of the members (a quorum) must be present at a Sub-Committee meeting either in person or through the use of technology, for the meeting to be held.
22. The Committee members are elected by members of the Association at the AGM by ballot.
23. The Committee is made up of the following roles:
 - (a) The President
 - (b) Vice President (optional, as determined by the Committee)
 - (c) The Treasurer
 - (d) The Secretary
(these are the Officers)
 - (e) May have up to 4 Ordinary Committee Members.
24. At the first Committee meeting after each AGM, the Committee members will elect Officers to each Office and will decide the responsibilities of each Office.
25. The Secretary must be over 18 years of age and live in Australia.
26. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
27. Each Committee member finishes their time on the Committee at the next AGM after they were appointed, but they can be nominated and elected again. The maximum number of consecutive terms is three after which time a Committee member who wishes to continue in the role must go through the nomination process for Committee members as set out in the by-laws or policies.

28. A member can nominate to be on the Committee by applying to the Secretary in the form approved by the Committee. Another member of the Association and a recommendation by a current committee member must support their nomination in writing. The supported nomination must be received at least 7 days before the AGM.
29. If the number of members nominated to be Committee members is equal to or less than the number of Committee positions, the AGM Chair may declare the positions filled without holding a ballot.
30. A Committee member stops being on the Committee if they:
 - (a) resign, by writing to the Committee or the Secretary
 - (b) are removed by a special resolution of members of the Association
 - (c) become insolvent (as the term is used in the *Corporations Act 2001*)
 - (d) become a represented person (under the *Guardianship and Administration Act 1986*), or
 - (e) fail to attend or communicate a written apology for two consecutive meetings.
 - (f) die
31. A member can request a leave of absence from their duties as a Committee member. This must be agreed to by the President.
32. If a Committee member stops being on the Committee before the end of their term in accordance with Rule 30, the Committee can temporarily appoint a member of the Association to fill the vacancy until the next AGM.
33. Among its other responsibilities, the Committee is responsible for making sure that:
 - (a) accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - (b) all records, securities and relevant documents of the Association are kept properly.

Committee Meetings

34. The Secretary must give 7 days' notice of a Committee meeting to Committee members unless the meeting is an urgent meeting.
34. The Committee can decide how often it meets.

36. Committee members may attend meetings through technology such as phone or video conferencing so long as everyone can hear and be heard at the same time.
37. The Committee can vote on matters external to Committee meetings, executive meetings and general meetings, via electronic means (i.e., email) so long as the required quorum provides a response. Where a vote is tied, the President will make the final decision.
Matters for voting and discussion via this method include:
 - (a) Emergency matters, as decided by the CEO or President;
 - (b) New applications for potential Committee members;
 - (c) New, revised or updated policies that require implementation prior to the next scheduled Committee meeting, and
 - (d) Other extraordinary matters that require a decision by Committee vote prior to the next scheduled Committee meeting.
38. The Chair of Committee meetings is the President, or if the President cannot attend, the Vice President (if applicable), and if the President and Vice President cannot attend, the Committee members can choose who will be Chair for that meeting.
39. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
40. The majority (more than half) of Committee members must be present, either in person or through the use of technology, for the meeting to be validly held (the quorum).

General Meetings

41. The Association must hold an AGM within 5 months of the end of the Association's financial year unless an extension is granted by Consumer Affairs. Members must be notified in writing or by email at least 14 days in advance of the meeting.
42. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year and elect Committee members. The notice of an AGM must include any special business or motions to be considered.
43. The Committee or a group of at least 10% of all members may call a general meeting.
44. At least 10% of full members (a quorum) must be present at a general meeting, either in person or through the use of technology, or for a special general meeting to be held.
45. Notice of special general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).

46. Notices of general meetings must include proposed matters to be dealt with at that meeting.

47. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee member to be Chair.

48. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.

49. If a vote of the members is tied, the Chair of the meeting has the deciding vote.

50. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 44) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance Disputes

51. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves within 14 days from the date that the dispute is known to all parties involved.

52. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:

(a) the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about.

(b) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing.

(c) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and

(d) if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision maker must determine the outcome of the dispute.

Disciplining Members

53. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing, has intention to cause or has caused damage or harm to the Association.
54. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
55. The Committee must arrange a disciplinary procedure that meets these requirements:
 - (a) the outcome must be determined by an unbiased decision-maker
 - (b) the member must have opportunity to be heard, and
 - (c) the disciplinary procedure must be completed as soon as reasonably practicable.
56. The outcome of a disciplinary procedure can be that the member must leave the Association for a period of time, or indefinitely. The Association cannot fine a member.

Funds

57. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
58. The Association may derive or generate funds from membership fees, donations, grants, fundraising, interests and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
59. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two registered bank signatories approved by the Committee.
60. Financial records must be kept and stored for 7 years and in accordance with any other applicable laws.
61. The Association has a common seal.

Alteration of Rules

62. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting. In order for a special resolution to pass 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution.

Winding Up

63. The members may vote by special resolution at a general meeting to wind up the Association.

64. If at the first occurrence of:

- (a) the winding up of the Association; or
- (b) the Association ceasing to be an Exempt Entity there remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same will not be paid to or distributed among the Committee, or Member of the Association, but will be given or transferred by the Committee to one or more funds, authorities or institutions that is an "Exempt Entity" (i.e. registered charity and endorsed by the Australian Taxation Office under item 1.1 of section 50-5 of the Income Tax Assessment Act 1997 (Cth) (ITAA)

In making its determination where to transfer the surplus assets of the Association, excluding gift assets, the Committee shall give primary consideration to funds, authorities or institutions having purpose and objects similar to the purpose of the Association that is an Exempt Entity.

Where the Committee is unable to reach agreement as to where the surplus property of the Association, excluding gift assets, should be transferred, such a decision shall be made by the members of the Association provided such transfer shall only be made to a fund, authority or institution that is an Exempt Entity.

65. At the first occurrence of:

- (a) the winding up of the Association; or
- (b) the Association ceasing to be endorsed as a deductible gift recipient under item 1 of the table in section 30-15 of the ITAA 1997, the Committee must transfer any surplus gift assets remaining after the payment of all liabilities to an "Eligible Charity" (i.e. a fund, authority or institution, which is a registered charity, and gifts to which are deductible under item 1 of the table in section 30-15 of the ITAA 1997).

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer must be made in accordance with those conditions.

In making any determination where to transfer excess gift assets the Committee shall give primary consideration to Eligible Charities having purposes and objects similar to the purposes that are an Exempt Charity.

Where the Committee is unable to reach agreement as to where the surplus gift assets of the organisation should be transferred, such a decision shall be made by the members of the Association provided such transfer shall only be made to an Eligible Charity.