



Farnham Street Neighbourhood Learning Centre

ABN: 30 202 169 571

28 Farnham Street Flemington, Victoria 3031 Australia

Tel: 03 9376 9088 Email: info@fsnlc.org Web: www.farnhamst.net

Constitution of Farnham Street Neighbourhood Learning Centre Inc.

1. Name

The name of the incorporated association is “Farnham Street Neighbourhood Learning Centre Incorporated” (in these rules called the Association)

2. Interpretation

2.1 In these rules, unless the contrary intention appears -

“Committee” means the Committee of Management of the Association

“Financial Year” means the year ending on 30th June

“General Meeting” means a general meeting of members convened in accordance with rule

“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 9.4

“The Act” means the Association’s Incorporations Act 1981

“The Regulations” means regulations under the Act

2.2 In these rules, a reference to the Secretary of an Association is a reference;

2.2.1 where a person holds office under these rules as Secretary of the Association - to that person; and

2.2.2 in any other case, to the Public Officer of the Association

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act in force from time to time.

3 Vision

The vision of Farnham Street Neighbourhood Learning Centre is of a just and empowered local community in which people are provided with opportunities for learning, engaging and participation.

4 Statement of Purposes

4.1 To provide resource/information services to the community thereby increasing the availability of local and general information and promoting access to local and community services.

4.2 To provide education courses in a self-motivated learning environment where people may share skills and knowledge in a warm and caring atmosphere.

4.3 To encourage more people in the community to reach awareness of their own self-worth and dignity so as to promote community participation and development.

4.4 To support and provide facilities for community group activities.

- 4.5 To provide an informal meeting place for the interaction and exchange of ideas by members of the community.
- 4.6 To liaise closely with other organisations on issues of common concern.
- 4.7 To be sensitive to the community's wishes and as to how the Association should function to the benefit of the community.

5 Membership

5.1 Qualification

- 5.1.1 Individual - All House users and residents of the City of Moonee Valley are eligible for membership provided that they abide by the Code of Ethics and support philosophies of the Farnham Street Neighbourhood Learning Centre.
- 5.1.2 Organisational - All community based, non profit organisations within the City of Moonee Valley who abide by the Code of Ethics and support philosophies of the Farnham Street Neighbourhood Learning Centre.

5.2 Application

- 5.2.1 Any eligible person who has entered their name and address on the FSNLC enrolment form in the presence of an FSNLC staff member is eligible to become a member of the Association. These names will then be presented for approval at the next Committee meeting and subsequently added to the Register of Members.
- 5.2.2 People from relevant local organisations may become organisational members of the Association if the committee deems this appropriate at the Committee meeting.
- 5.2.3 Any person who has signed the register of members form is eligible to become a member of the Association.

5.3 Transfer of Membership

A right, privilege or obligation of a person by reason of membership of the Association is not capable of being transferred to another person and terminates upon cessation of membership, whether by winding up, resignation or otherwise.

5.4 Membership Fees

The Association does not charge fees.

5.5 Member Liability

The members of the Committee shall have no liability to contribute towards the payment of debts, liabilities, costs or expenses of the winding up of the Association.

5.6 Register of Members

A member's register shall be maintained, including the full name, address, email, and the date of entry of each member. The register shall be kept at Farnham Street Neighbourhood Learning Centre, and shall be available upon request.

5.7 Resignation of Members

- 5.7.1 A member may resign from the Association by written or verbal notice.
- 5.7.2 Upon the receipt of a notice of resignation given as above the coordinator shall make in the register of members and entry recording the date on which the member ceases to be a member.

5.8 Expulsion of a Member

5.8.1 Subject to these rules, the Committee may by resolution:

5.8.1.1 expel a member from the Association or;

5.8.1.2 suspend a member from the Association for a specified period; or if the Committee is of the opinion that the members has refused or neglected to comply with the rules or has been guilty of conducting unbecoming a member or prejudicial to the interest of the Association

5.8.2 A resolution by the Committee under Sub Clause 5.8.1

5.8.2.1 does not take effect unless the Committee at a meeting held not earlier than 14 days and not later than 28 days after the service of the notice under Sub Clause 5.8.1 confirms the resolution in accordance with this Clause and

5.8.2.2 where the member exercises a right of appeal to the Committee under this Clause, does not take effect unless the Committee confirms the resolution in accordance with this Clause.

5.9 Appeal of Expulsion

5.9.1 If the Committee passes a resolution under Rule 5.8.1, the Secretary shall as soon as practicable serve the notice in writing on the member

5.9.1.1 setting out the resolution of the Committee and the grounds on which it is based

5.9.1.2 stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not less than 28 days after the service of the notice

5.9.1.3 stating the date, place and time of the meeting

5.9.1.4 Informing the member that he or she may do one or more of the following- attend the meeting, give a written to the Committee before the date of the meeting seeking a revocation of the resolution and not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal against the resolution.

5.9.2 At a meeting of the Committee held in accordance with Sub Clause 1) the Committee shall give the member an opportunity to be heard, due consideration to any written statement submitted by the member and shall by resolution determine whether to confirm or revoke the resolution.

5.9.3 If the Secretary receives a notice under Sub Clause 1) he or she shall notify the Committee and a General Meeting shall be convened within 21 days of the date on which the Secretary received the notice.

5.9.4 At a General Meeting of the Committee convened under Sub Clause 5.9.1

5.9.4.1 no business other than the business of the appeal shall be transacted

5.9.4.2 the Committee may place before the meeting, details of the grounds of the resolution and the reasons of the passing of the resolution

5.9.4.3 the member shall be given an opportunity to be heard

5.9.4.4 the members present shall vote by secret ballot on the question of whether the resolution shall be confirmed or revoked

5.9.5 If at the General Meeting two-thirds vote in favour of the confirmation of the resolution, the resolution is confirmed. Otherwise, the resolution is revoked.

6 General Meetings

6.1 Holding of

6.1.1 General meetings will be held at least once per term for four terms of the year.

6.1.2 Meetings may be called;

6.1.1.1 by resolution of the Committee

6.1.1.2 at the request of the Chairperson of the Association

6.1.1.3 by the written request of not less than five members of the Association.

6.2 Calling of

6.2.1 The Secretary of the Committee shall, at least 14 days before the date fixed for holding a general meeting of the Committee, send to each member of the Committee a notice stating place, date and time of the meeting and the nature of business to be transacted.

6.2.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.

6.3 Business of

6.3.1 All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business

6.3.2 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item

6.3.3 A member desiring to bring any business before a meeting may give notice of that business either verbally or in writing to the Secretary who shall include that business in the notice of the next General Meeting.

6.4 Procedure At

Attendance at General meetings shall be open to all members of the Committee of Management. If the Chairperson is absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.

6.5 Proxy Voting

Each member shall be entitled to appoint another member as his or her proxy by notice given to the secretary at the time of the meeting. The notice appointing the proxy is attached in the appendix

6.6 Quorum

Any four members of the Committee constitute a quorum for the transaction of the business of the Committee.

6.7 Adjournment

If within half an hour after the appointed time for the commencement of the meeting, a quorum is not present, the meeting shall be dissolved and stand adjourned to the same day

in the next week. If at the adjourned meeting the quorum is not present within half an hour after the appointed commencement time, the members present (not being less than three) shall be a quorum. The Chairperson of a General Meeting at which a quorum is present, may with the consent of the meeting, adjourn the meeting to another time, but no business other than unfinished business may be transacted at the adjourned meeting. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

6.8 Conduct of Meetings

A question arising at a General Meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes 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. Upon any question arising at a General Meeting a member has one vote only. If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be the resolution of the meeting on that question. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

7 *Annual General Meeting*

7.1 Holding Of

- 7.1.1** the Association shall in each calendar year convene an Annual Meeting of its members
- 7.1.2** the Annual General Meeting shall be held on such day as the Committee determines
- 7.1.3** the Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Clause 9.2, Notice of Meeting.

7.2 Business of

- 7.2.1** the ordinary business of the Annual General Meeting shall be to confirm the minutes of the last AGM, receive from the Committee reports upon the transactions of the Association during the preceding financial year, elect officers of the Committee and to receive and consider the financial statement submitted by the Association in accordance with section 30 of the Act. Particulars should include;
 - 7.2.1.1** the Income and Expenditure of the Incorporated Association of the past financial year
 - 7.2.1.2** its assets and liabilities
 - 7.2.1.3** charges and securities affecting any of the property
- 7.2.2** The Annual General Meeting may transact special business of which 14 days notice is given.
- 7.2.3** The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.

8 *Special General Meetings*

8.1 Convening

The Committee may, whenever it sees fit, convene a special general meeting of the Association, and where, but for this Sub Clause, more than 15 months would elapse between AGMs, shall convene a special general meeting before the expiration of that period.

8.2 Member Request for Special General Meetings

- 8.2.1** the Committee, on the requisition in writing, of members representing not less than 5% of the total number, convene a special general meeting of the Association
- 8.2.2** this requisition shall state the objectives of the meetings and be signed by the members making the requisition and be directed to the Secretary
- 8.2.3** if the Committee does not convene a special general meeting within a month of the requisition date, the members making the requisition may convene a special general meeting to be held not later than 3 months after that date
- 8.2.4** a special meeting convened by members if pursuance of these rules shall be convened in the same manner as other meetings convened by the Committee

Committee of Management

9.1 Powers of

- 9.1.1** The affairs of the Association shall be managed by the Committee, constituted as provided in rule 9.3.
- 9.1.2** The Committee;
 - 9.1.2.1** shall control and manage the business and affairs of the Association
 - 9.1.2.2** may, subject to these rules, regulations and the Act, exercise all such powers and functions as may be exercised by the Association
 - 9.1.2.3** subject to these rules, regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and affairs of the Association.

8.3 Composition Of

Subject to section 7.2 of the Act, the Committee shall consist of at least 7 members, and the Executive Officer (in this case the Manager of the Association).

8.4 Officers

The Officers of the Association shall be;

- 8.4.1** the Chairperson, who may hold office for a period of 3 years.
- 8.4.2** the Secretary, who shall keep minutes of the resolutions and proceedings of each meeting on file together with a record of the names of persons present
- 8.4.3** the Treasurer, who is responsible for overseeing the financial reports of the Association with full details of receipts and expenditure

8.5 Terms of Office

All Committee members, shall be eligible for re-election after a 3 year period, with a maximum of 6 years.

8.6 Vacancy

- 8.6.1** In the event of a casual vacancy, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold the position until the AGM
- 8.6.2** In the event of a casual vacancy in the office of Chairperson, the Committee shall elect one of their numbers to the position for the remainder of the term for which the former Chairperson was elected.

For the purpose of these rules, a vacancy is when a person ceases to be a member of the Association, resigns by notice in writing to the Secretary or is expelled from the Committee.

9 *Miscellaneous*

10.1 The Common Seal

- 10.1.1** The Common Seal of the Association shall be kept in the custody of the Executive Officer and shall not be affixed to any instrument except by the authority of the Committee.

10.1.2 The affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or one member of the Committee and of the Public Officer of the Association.

10.2 Alteration of Rules and Statement of Purposes

The Rules and Statement of Purposes shall not be altered except in accordance with the Act. No new rule shall be made except by a special resolution. 21 days notice of proposed changes must be given and the resolution must be passed by a Quorum.

10.3 Custody of Records

All securities and records, registers and other documents of value shall be kept at the registered address of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice in writing to the Secretary.

10.4 Notices

A notice may be served by or on behalf of the Association upon any member either personally or by post as per the register of members. Where a document is properly addressed, the document shall be deemed to have been received.

10.5 Cheques

Due to the payment of invoices are not paid electronically by the Association's authorised book-keeper, the Committee delegates authority for the signing of cheques to the said book-keeper and the Executive Officer of the Association up to a limit of \$2,000.00.

10.6 Funds

10.6.1 The funds of the Association shall be derived from Government, semi-Government and Local Government sources, benevolent trusts, enrolments, House hire fees, donations and other sources as the Committee determines.

10.6.2 The funds of the organisation are subject to annual audits by a certified accountant.

10.6.3 The audit will be conducted on a financial year basis.

10.7 Winding Up or Cancellation

In the event of the winding up or cancellation of the Incorporated Association, the assets of the Association shall be disposed of in accordance with the Act or shall be transferred to some other association having objectives similar to that of this organisation.