



WEST
MOONAH
COMMUNITY
HOUSE

WEST MOONAH COMMUNITY ACTION GROUP INC.

**TRADING AS
WEST MOONAH
COMMUNITY HOUSE**

CONSTITUTION

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1 NAME OF ASSOCIATION

The name of the association is as follows:
The West Moonah Community Action Group Inc.

2 DEFINITIONS

'The Act' means the *Associations Incorporation Act 1964*.

'The Association' means the West Moonah Community House (WMCH)

'The Board' means the Board of Management of the Association or board as defined by the Act.

'Office Bearer' includes the positions of the Chairman, Vice Chairman, Secretary and Treasurer of the Management Board.

'Ordinary Board Members' are all those members of the Management Board elected at the Annual General Meeting other than Office Bearers.

'The Executive Board' consists of the Chairman, Vice Chairman, Secretary and Treasurer.

'Voting Member' means any person who is approved for membership and whose subscription is currently paid up and is over the age of 18 years old. Voting members have all voting rights including voting and nominating for Management Board.

'Honorary Life Member' means any person eligible to be a Voting Member who in the opinion of the Management Board has rendered outstanding service to the Association.

'Ex Officio' means a person not elected as a Member of the Management Board, but who is appointed by the Management Board to be able to attend Management Board meetings, take part in discussions, but without voting rights.

'Annual General Meeting' means the General Meeting held once in each financial year.

'Winding up' means the process to be undertaken when the Association ceases to exist for whatever reason. Information on the requirements regarding Winding Up can be obtained from Corporate Affairs.

'Not for Profit' means that any profit made goes back into the business of the Association and not to the personal benefit of any Member of the Association.

'Financial Year' refers to the period from 1st July to 30th June.

3. GENERAL

The office of the Association is the West Moonah Community House, located at 130 Springfield Ave, West Moonah 7009

3.1 Objects and Purpose of the Association

The Purpose of the Association is to build a community which supports the needs of families with children and individuals of all ages, ethnicities, genders, religions and sexual orientations in West Moonah through the establishment and operation of a community centre to:

- a) Provide quality community services and activities which enhance the quality of life and social well-being of members of the community;
- b) Foster a strong sense of community spirit,
- c) Provide a place where people find encouragement, support and information, and share skills, knowledge, time and resources,
- d) Provide direct relief and support to people affected by poverty, distress and other disadvantage and provide practical immediate assistance and direct referral to access appropriate agencies for counselling and further support,
- e) Actively support people to rebuild their personal resilience,
- f) Support and/or undertake community development.

The basic objectives are;

- I. to promote and facilitate community based services, self-help and local management;
- II. to promote and facilitate the integration of community services and activities within the community and to assist them where appropriate;
- III. to make available a venue and resources for specific groups within the community and to assist them to achieve their objectives where appropriate;
- IV. to provide a friendly, non-threatening, accessible environment for members of the community.

3.2 Not for Profit

The Association is a not-for-profit organisation. The assets and income of the Association shall be applied solely towards the promotion of the objects and purposes of the Association and no portion shall be paid or distributed directly or indirectly, by dividend, bonus or otherwise to the members of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.

In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

- a) The purchase, taking on lease or in exchange, and hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- b) The buying, selling and supplying of, and dealing in, goods of all kinds;
- c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- d) The accepting of any gift for any one or more of the objects or purposes of the Association;
- e) The taking of any step the committee or the members in general meeting consider expedient for the purposes of the Association;
- f) The borrowing and raising of money in any manner and on terms:
 - (i) The committee thinks fit; or
 - (ii) Approved or directed by resolution passed at a general meeting;
- g) Subject to the provision of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the committee determines;
- h) The making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78 (1) (a) of the *Income Tax Act 1936* of the Commonwealth relates;
- i) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees and their dependants, and granting of pensions, allowances or other benefits to employees or past employees and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- j) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- k) The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- l) The doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or any of the objects and purposes specified in this rule.

3.3 Appointment of Public Officer

The Management Board shall nominate the Public Officer for appointment at the Annual General Meeting.

The person so appointed shall hold office until the next Annual General Meeting, or until replaced.

The Public Officer is eligible to be reappointed each year.

3.4 Vacancy in the office of Public Officer

The Association must have a public officer at all times.

If the Public Officer resigns before the Annual General Meeting, the Management Board shall appoint another person as a Public Officer within 14 days of the resignation.

3.5 Eligibility for Appointment to Office of Public Officer

Any person other than the Auditor may be appointed to the position of Public Officer, provided that the person has not been bankrupt or convicted of fraud.

4. MEMBERSHIP

4.1 Membership Base

The Association is a community based organisation. In order to exist as a community based organisation, the Association shall have at least 10 members.

4.2 Eligibility for Membership

Voting Membership of the Association is open to any person who:

- is over the age of 18 years
- is residing in Tasmania
- is in agreement with the aims and ideals of the Association
- is not an employee of the Association

4.3 Rights of Voting Members

Members of the Association have the right to:

- be assured that the Association is being managed in an effective and efficient manner in accordance with these Rules;
- be assured that the services delivered by the Association are delivered in an appropriate manner in accordance with these Rules and any other requirements from relevant legislation and funding bodies;
- attend and vote at the Annual General Meeting;
- receive written annual end of financial year reports on the management and activities of the Association.

4.4 Application Form for Membership

The Management Board shall have a written application form for membership. An application must be made on an approved membership form addressed to the Public Officer.

The form shall include, but is not limited to:

- the name, address and telephone number of the person wishing to become a Member;
- the nominee's signed acceptance of the nomination; and
- signed by 2 members of the Association.

4.5 Procedure for Approving Membership

As soon as practicable after receipt of nomination, the Public Officer is to refer the nomination to the board.

On a nomination being approved by the board, the Public Officer:

- A. Is to notify the nominee, in writing, that he or she has been approved for membership of the Association; and
- B. Upon receipt of the sum payable as the first year's subscription, is to enter the nominee's name in a register of members;
- C. Provide the Rules of the WMCH Board of Management and the information on the roles and responsibilities of the WMCH.

4.6 Resignation

A member of the Association may resign from the Association by serving on the Public Officer a written notice of resignation.

On receipt of a notice from a member the Public Officer is to remove the name of the member from the register of members.

A person ceases to be a member of the Association when his or her name is removed from the register of members.

Any right, privilege or obligation of a person as a member of the Association:

- A. Is not capable of being transferred or transmitted to another person; and
- B. Terminates on the cessation of the membership.

A former member is not liable to contribute in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

4.7 Register of Members of the Association

The Public Officer is to keep and maintain a register of Members, showing the name, address, date membership commenced and the date membership renewed and the date membership ceases.

The Public Officer shall delete from the Register of Members, the name of any person who dies or who ceases to be a Member of the Association.

4.8 Procedure for not Approving Membership

If the person is not approved for membership of the Association, the Public Officer must, within seven days of the meeting of the Management Board, notify the applicant in writing that their application for membership has not been approved for membership.

The letter is to be sent by registered mail.

Within seven days of receipt of the letter, the applicant can appeal the decision by writing to the Public Officer.

Upon receipt of the appeal, a meeting of the Management Board shall be called to consider the appeal.

The applicant may attend the meeting to put his or her case forward. However, he or she may be required to leave the meeting during the Board's discussions of the appeal.

Following the meeting, the Management Board is to advise the applicant in writing, delivered by registered mail, that it either:

- reversed the decision and the person's application for membership is approved; or
- confirming the decision not to approve the application for membership.

4.9 Expulsion from the Association

The Management Board may expel a Member from the Association if, in the opinion of the Board:

- the conduct of the Member is considered to be against the best interest of the Association; or
- the Member has seriously or persistently breached the "Rules of the WMCH".

4.10 Procedure for Expulsion of a Member of the Association

- (1) The Management Board may expel a member from the Association if, in the opinion of a majority vote of the board, the member is guilty of conduct detrimental to the interests of the Association.
- (2) If the Board expels a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing by registered post:
 - (a) Stating that the Board has expelled the member; and
 - (b) Specifying the grounds for the expulsion; and
 - (c) Informing the member of a right to appeal against the expulsion under rule 4.11.
- (3) The expulsion of a member under sub-rule (1) does not take effect until whichever of the following is the later date:

- (a) The expiration of 14 days after the service on the member of a notice under sub-rule(2);
- (b) If the member exercises his right of appeal under this rule, the conclusion of the special Board meeting convened to hear the appeal.

4.11 Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 4.10 by delivering or sending by post to the Public Officer of the Association, within 14 days after the service of a notice under rule 4.10(2), a requisition in writing demanding the convening of a Special Board Meeting for the purpose of hearing the appeal.
- (2) On receipt of an appeal–
- (3) The Public Officer is to immediately notify the board of its receipt; and
- (4) The Board is to call a Special Board Meeting of members to be held within 21 days after the date on which the appeal is received.
- (5) At a special meeting convened for the purpose of this rule –
- (6) No business other than the question of the expulsion is to be transacted; and
- (7) The Board may place before the meeting details of the grounds of the expulsion and the Board’s reasons for the expulsion; and
- (8) The expelled member is to be given an opportunity to be heard; and
- (9) The members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (10) If at the Special Board Meeting a majority of the members present vote in favor of the lifting of the expulsion-
- (11) The expulsion is to be taken to have been lifted; and
- (12) The expelled member is entitled to continue as a member of the Association.
- (13) If at the Special Board Meeting a majority of the members present vote in favor of the confirmation of the expulsion –
- (14) The expulsion takes effect, and
- (15) The expelled member ceases to be a member of the Association.

4.12 Members Responsibility if the Association Winds Up

In the event of the organisation being dissolved:

- the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the organisation in accordance with its powers to any organisation which has similar object and which has rules prohibiting the distribution of its assets and income to its members; and
- every Member of the Association; and
- every person who, within the period of twelve months immediately preceding the commencement of the winding up was a Member of the Association,
- is liable to contribute to a sum not exceeding \$1.00 to the assets of the Association for payment of the debts or liabilities of the Association.

A former Member is not liable to contribute in respect of any debt or liability of the Association contracted after the Member ceased to be a Member.

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked, any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
- money received by the organisation because of such gifts and contributions.

4.13 SERVICE OF NOTICES

Except as otherwise provided by these rules, a document may be served under these rules on a person by:

- a) Giving it to the person; or
- b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- c) faxing it to the person's fax number; or
- d) emailing it to the person's email address.

4.14 SPECIAL GENERAL MEETING – CALLING OF

- 1) The committee may, whenever it thinks fit, convene a special general meeting of the association
- 2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members convene a special meeting of the association.
- 3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5) A special general meeting convened by a member or members as referred to a subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- 6) Quorum for a special general meeting shall be six (6) members.

5. MANAGEMENT OF THE ASSOCIATION

5.1 Management Board

The Association shall be managed by a Board of Management. Members will be elected from the voting membership of the Association as provided in Section 4 (Membership).

5.2 Responsibilities of the Management Board

The Board:

- Is to control and manage the business and affairs of the Association and
- May exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association.
- Has power to do anything that appears to be essential for the proper management of the business and affairs of the Association perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

5.3 Delegation of Specific Functions

The Management Board cannot delegate responsibility, but may delegate functions or tasks to employees of the Association.

Where tasks and functions are delegated, the Board retains full responsibility.

Such delegations shall be in writing and minuted.

5.4 Eligibility for Election to the Management Board

Any voting member of the Association is eligible for election to the Management Board subject to the following conditions:

- Any relative or partner of a staff member cannot vote on any matter where that staff member would have direct or indirect financial, political or personal benefit or in any situation where there could be seen to be preferential treatment of the staff member.
- Provide evidence of a Working with Children Check and a National Police Check.

5.5 Elections of Management Board Members

Members of the Management Board shall be elected at the Annual General Meeting of the Association for a term of twelve months, expiring at the next Annual General Meeting of the Association.

5.6 Constitution of the Management Board

The Management Board shall consist of 8 members, including the executive which consists of, Chairman, Vice Chairman, Secretary and Treasurer

Election of Members of the Board.

- (a) Nominations of candidates for the election as executive or ordinary board members are to be:
 - a) Made in writing on the appropriate nomination form, and signed by two members of the WMCH and accompanied by the written consent of the candidate (which may be endorsed on the nomination) and
 - b) Delivered to the Public Officer of the WMCH at least 10 days before the date of the annual general meeting.
 - c) Each of the Executive Officers of the association may hold office for a period of no longer than two (2) terms of twelve months from date of election. Officers are eligible to nominate for the position of ordinary board member.

5.7 Filling of Positions on Management Board

All positions of both Executive and Ordinary Board Members must be filled at all times.

If insufficient nominations are received to fill all the vacancies on the committee:

- (a) The candidates nominated are taken to be elected; and
- (b) Further nominations are to be received at the annual general meeting from the floor.

5.8 Casual Vacancy on the Management Board

If a vacancy occurs in any office, the Board shall, at the next Management Board meeting, appoint one of their members to the position. The Member so appointed shall hold office until the next Annual General Meeting.

5.9 Vacancy on the Management Board Ordinary

If a vacancy occurs within the board in one of the positions of Ordinary Board Member, the Management Board shall within 30 days appoint a Member of the Association to fill the vacancy.

5.10 Board Member

The Member so appointed shall hold office until the next Annual General Meeting.

5.11 Association not being able to fill all Positions on the Management Board

- (a) If the Association is unable to:
 - fill all positions on the Management Board at the Annual General Meeting; or
 - replace casual vacancies as set out in section 5.8 (Casual Vacancy on the Management Board) vacancy occurs

the Association shall seek legal advice as to the status of the Association.

- (b) Vacation of Office:

For the purpose of these rules, the office of an officer of the WMCH Management Board or of an ordinary Board member becomes vacant if the officer or Board member:

- I. Dies; or
- II. Becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- III. Resigns office in writing addressed to the Board; or
- IV. Fails, without leave granted by the Board to attend three consecutive meetings of the Board; or
- V. Ceases to be a member of the Association.

A member may apply, in writing, for leave of absence for a period of up to three months.

5.12 Executive Board

The offices of Chairman, Vice Chairman, Secretary, and Treasurer make up the Executive Board.

If a full board meeting cannot be held, the Executive may issue instructions to the Public Officer and the employees of the Association in matters of urgency connected with the management of the affairs of the Association excluding any financial matter.

However, the Executive is not an independent Board and shall at all times act in a manner consistent with the overall direction of the full Management Board.

All Executive Board decisions or action must be reported and minuted at the next full Management Board meeting.

5.13 Ex Officio

The Management Board may, from time to time, appoint a person to the Management Board as an Ex Officio Member, The Ex Officio Member may attend all Management Board meetings, receive all relevant documentation and take part in any of the discussions, but does not hold voting rights.

The following are Ex Officio members of the Management Board:

- the Community House manager;
- Special Consultants;
- Aldermanic representative from Glenorchy City Council;
- A youth representative.

5.14 Meetings of the Management Board

The Board shall meet at least ten times a year at monthly intervals at such place and at such times as the majority of the Board determines.

5.15 Chairing Meetings, Annual General Meetings or Special Board Meetings

The Chairman shall chair every Meeting, or in the absence of the Chairman

- the Vice Chairman shall chair the meeting
- if both the Chairman and the Vice Chairman are absent, the financial members present shall elect one of their numbers to preside as Chair of that meeting.

5.16 Notice of Meetings of Management Board

At its first meeting after the Annual General Meeting, the Board shall determine the date, time and place for scheduled meetings of the Management Board.

This schedule shall be deemed to be notice of meetings.

5.17 Notice of Special Meetings of Management Board

Notice shall be given to members of the Management Board of any Special Meeting which is in addition to the scheduled meetings providing 7 days notice; specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

5.18 Special Meetings of the Management Board

Special Board Meetings may be convened by:

- by any person of the Executive; or
- any four of the members of the Management Board

5.19 Record of the Meeting of the Management Board

The meetings of the Management Board shall be minuted.

Once approved at the next Management Board meeting, such minutes are to be signed by the Chairman and filed along with any reports tabled at the meeting.

5.20 Quorum of a Management Board Meeting

The quorum for a Management Board meeting shall be 50% plus 1 of the members of the Management Board.

5.21 Quorum Required to Transact Business

The Management Board cannot conduct any business at a meeting unless a quorum is present.

5.22 Adjourning a Meeting because of a Lack of a Quorum

If within 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

However, if the meeting was a Special Meeting and there is not a quorum at the adjourned meeting, it lapses.

5.23 Voting at Meetings of the Management Board

Voting on matters at meetings of the Board, or of any sub-committee appointed by the Board, shall be decided:

- on a show of hands,
- if a Member demands it, by a poll taken in such manner as the person chairing the meeting may determine.

Each member present at a meeting of the Board, or of any committee (including the person chairing the meeting) is entitled to one vote.

In the event of an equality of votes on any question, the person presiding may exercise a casting vote. In these circumstances, the chairman has two votes – his or her own and a casting vote.

5.24 Conflict of Interest

A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his or her interest – financial, political or personal – at the first meeting of the Board the interest is to be recorded in the minutes of the meeting. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into the member shall disclose his or her interest at the first meeting of the Board after he or she becomes so interested.

No member of the Board shall vote as a member of the Board in respect of interest – financial, political or personal in which he or she is interested.

If required, the member can be requested to leave the meeting while such business is being discussed and voted on.

5.25 Appointment of Committee

The Management Board may, at any time, appoint a committee from the Management Board as it may think fit. The role of the committee to be decided at a full Management Board meeting and be in writing. Any such committee must have terms of reference. Any committee will include at least one member of the executive.

5.26 Quorum of Committee Meeting

The quorum of a committee meeting is 50% + 1.

5.27 Meetings of a Committee

The Association is responsible for calling the initial meeting of a committee after the initial meeting a report of the meeting must be presented to the Management Board outlining items discussed and recommendations for consideration.

6. FINANCIAL MANAGEMENT

6.1 Income and Property

The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

No portion of the income or assets shall be transferred, directly or indirectly, in any way to any Member of the Association.

The Association may:

(a) pay a servant or member of the association:

- Remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
- Remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association.

Nothing in Section 6 prevents the payment in good faith to Office Bearers of out of pocket expenses incurred provided:

- prior authority to accumulate such out of pocket expenses must be given by the Management Board and minuted; and
- payment of such expenses is on the basis of a detailed claim form approved at a Management Board meeting.

6.2 Accounts of Receipt and Expenditure

The Association shall keep true and accurate accounts of receipts:

- all monies received and expended by the Association.

- the matter in which the receipt or expenditure takes place;
- the property, credits and liabilities of the Association.

The Treasurer of the Association shall ensure that accurate financial documentation is maintained at all times ensuring that:

- it complies with the Australia Accounting Standards.
- meets the requirements of any body from whom the Organisation receives funding.

The Management Board is responsible for ensuring financial documentation is forwarded to the auditor a minimum six weeks prior to the Annual General Meeting.

The accounts, books and records referred to shall be kept at the Association's office as per Section 3.

The Treasurer is responsible to monitor the financial processes and reporting obligations of the WMCH, and provide monthly reports on such to the Management Board.

The Management Board may delegate to the Office Manager, authority to make payment of salaries, and all accounts as they become due.

Full details of such payments accompanied by invoices are to be tabled at the meeting as accounts paid.

Following the Annual General Meeting, the Management Board shall nominate three of its members to be able to sign cheques on its behalf, one of whom must be the Treasurer. The names of those so nominated are to be minuted.

All cheques, drafts / bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two signatories of which one must be an Office Bearer.

The West Moonah Community House's Manager and Office Manager shall be a signatory to the Association's bank account but cannot jointly counter sign a cheque. Such arrangements are to be minuted at a meeting of the Management Board.

The Association's financial year shall run from July 1st of one year to 30th June in the following year.

6.3 Audited Accounts and Records

At each Annual General Meeting of the Association, the members present shall appoint a person, not being a Member or employee of the Association, as the Auditor of the Association.

A person so appointed shall hold office until the next Annual General Meeting.

The person is eligible for re-appointment at the next Annual General Meeting.

If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

The Auditor shall audit the accounts and records of the Association at least once in each financial year.

The Public Officer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.

In his or her report, and in certifying to the accounts, the Auditor shall state whether:

- he or she has obtained the information required;
- in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal and the explanations given to him or her and as shown by the books of the Association; and

- the rules relating to the administration of the funds of the Association have been observed.

The Treasurer shall present to the Annual General Meeting the Auditor's report as to the financial position of the Association.

7. ANNUAL GENERAL MEETINGS

7.1 The Association shall hold an Annual General Meeting each year

The meeting is to be held on any day not later than three months after the close of the financial year of the Association.

The Management Board shall decide the date, time and venue of the Annual General Meeting.

7.2 Notice of an Annual General Meeting

The Public Officer of the Association at least 14 days before the date fixed for the AGM is to cause to be inserted in at least one newspaper published in this state an advertisement: (a) Specifying the place day and time for the holding of the meeting and (b) the nature of the business to be transacted.

7.3 Quorum for Annual General Meeting

No item of business shall be transacted at an Annual General Meeting unless a quorum of twelve (12) financial members is personally present during the time the item is being considered.

The meeting cannot start without a quorum. If members are leaving the meeting at different times, no item of business can be considered after the remaining number of members who make up the meeting is less than the quorum.

If a quorum is not present at the start of a meeting, the Chairman shall wait 30 minutes from the time the meeting was set to start.

If a quorum is still not present after 30 minutes, the meeting shall be adjourned to the same day in the next week, at the same time and at the same place.

If, at this adjourned meeting, a quorum is still not present within 30 minutes of the time set for the start of the meeting, the meeting shall be dissolved.

7.4 Agenda of the Annual General Meeting

The agenda for Annual General Meetings consists of:

- the ordinary business of the Annual General Meeting as set out below; and
- No other items of business can be transacted at a Annual General Meeting other than the business detailed in the notice of meeting as set out in Section 7.

The ordinary business of the Annual General Meeting shall be:

- minutes of the previous Annual General Meeting
- presentation of annual reports:
 - Annual report by the Chairman
 - Treasurer's report which shall also include:
 - presentation of the Auditor's report
 - program reports from nominated staff members
- election of the Management Board
- appointment of the Public Officer
- appointment of the Auditor
- determination of membership fees
- set honorariums

7.5 Elections of Management Board

Written forms for nomination for a position of Management Board member shall be forwarded to the Public Officer at least 10 days before the date set for the Annual General Meeting.

Nominations shall be signed by two financial members of the Association and be accompanied by the written consent of the nominee.

7.6 Independent Chair of the Annual General Meeting

An independent person being a person who is not an employee or a Member of the Association, appointed by the Board before the date of the Annual General Meeting, shall chair that part of the meeting where members of the Management Board are elected.

7.7 Ballot for Elections

If a ballot for the election of Ordinary Board Members is necessary, it shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct. Nominations will not be received at the Annual General Meeting.

7.8 Insufficient Nominations for the number of Positions Vacant

If there are insufficient nominations for all positions on the Management Board, those people nominated shall be deemed to be elected.

Nominations for the remaining positions may be received up to one month after the date of the Annual General Meeting.

Such nominations must have a nominator and seconder and be accepted by the nominee.

7.9 Special Resolutions at Annual General Meetings

Special resolutions are required to be passed for:

- any amendment to be made to these rules;
- the Winding Up of the Association;

- for the Amalgamation of the Association with another Association; and
- other special circumstances.

7.10 Notice of Special Resolution

Notice of the intention to propose a special resolution and the full text of the resolution must be given to all members at least 14 days prior to the meeting either electronically or by mail at which it is to be discussed and proposed.

7.11 Voting at Annual General Meetings

A question arising at an Annual General Meeting shall be determined on a show of hands unless:

- before; or
- on the declaration of the result of the show of hands a poll is demanded.

A declaration by the Chairman that, on a show of hands, a resolution has been:

- carried
- carried unanimously
- carried by a particular majority; or
- lost

Is evidence of the fact, without proof of the number or proportion of the votes recorded for or against, that resolution.

An entry of such declaration shall be made in the minute book of the Association.

Upon any question arising at an Annual General Meeting a Voting Member has one vote only:

- all votes shall be given personally by the Member personally present;
- no provision shall be made for proxy vote.

In the case of an equal vote on a question, the Chairman is entitled to exercise an additional casting vote, which gives the Chairman two votes – his or her own vote and a second or casting vote.

If, at a meeting, a poll is demanded on any question, it shall be taken at that meeting in such manner as the Chairman may direct the result of the poll shall be deemed to be the resolution on that question.

A poll that is demanded on:

- a question of adjournment shall be taken immediately.

A poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

Election of Management Board will be done by secret ballot.

8. OTHER

8.1 Disputes

A dispute between a member of the Association in the capacity as a member and the Association is to be determined as per the Dispute Policy.

8.2 Seal of the Association

The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word **“Seal”**.

The seal of the Association is not to be affixed to any instrument except by the authority of the Board.

The affixing of the seal is to be attested by the signatures of:

- A. Two (2) members of the Board; or
- B. One member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.

Attestation under sub-rule (3) is sufficient for all purposes that the seal was affixed by authority of the Board.

Board Member _____

Public Officer _____

Date _____