

NORTH & WEST MELBOURNE ASSOCIATION INC.

CONSTITUTION (as amended April 1999)

NAME

1. The name of the organisation is "North & West Melbourne Association" hereinafter called "the Association".

STATEMENT OF PURPOSES

2. (1) To initiate and, where necessary, implement action which will assist the retention, integration, development and advancement of the social, cultural and community infrastructure and the business activity of North and West Melbourne.
- (2) To initiate and, where necessary, implement action which will assist in the protection and enhancement of the built and natural environment, where this environment has demonstrated and acknowledged value.
- (3) To encourage such activities as are likely to help the people of North and West Melbourne to become constructively involved in matters affecting their life and work.
- (4) To provide effective means of approaching Municipal, State and Federal governments and other public authorities and instrumentalities.
- (5) To uphold the democratic process and the accountability of government and public authorities and instrumentalities.
- (6) To co-operate with others, both within and outside North and West Melbourne, who have similar interests and objectives.

Accordingly, the Association should do all such things that are incidental or conducive to the attainment of these aims and objectives which are within its powers.

INTERPRETATION

3. (1) In these rules, "The Act" means the Associations Incorporation Act 1981 and "The Regulations" means regulations under the Act.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

4. (1) A person who lives, works or has a special interest in North and West Melbourne and who is at least sixteen years of age may become a member of the Association on payment of the annual subscription payable under these rules.
- (2) A person becomes a member of the Association upon payment of the annual subscription.

ANNUAL SUBSCRIPTION

5. (1) The annual membership subscription for each calendar year shall be as determined at the Annual General Meeting during the preceding year and is due and payable at the time of the Annual Meeting.
- (2) Provision may then be made for concessional subscriptions.

REGISTER OF MEMBERS

6. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members.

CESSATION OF MEMBERSHIP

7. A member of the Association shall cease to be a member if that person has not paid the annual subscription for a period of two years or more from the due date.
8. A member of the Association may resign from the Association by notice in writing to the Secretary, who shall make in the register of members an entry recording the date on which the member ceased to be a member.

ANNUAL GENERAL MEETING

9. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines, but must be before the end of April.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with sub-section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

10. All general meetings other than the annual general meeting shall be called special general meetings.
11. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of at least ten members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

12. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by hand delivery or by pre-paid post or electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) Accidental omission to give notice to any member shall not invalidate a meeting.

PROCEEDINGS AT MEETINGS

13. (1) 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.
- (2) Ten percent of members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and 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 present (being not less than 5) shall be a quorum.
14. (1) The Chairperson, or in his absence, the Vice-Chairperson, shall preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and Vice-Chairperson are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
15. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.
16. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before the declaration of the show of hands a ballot is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
17. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
18. (1) If at a meeting a ballot on any question is demanded by not less than two members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- (2) A ballot that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
19. A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
20. (1) Each member shall be entitled to appoint another member as a proxy by notice given to the Secretary no later than 7 days before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1.
- (3) Proxy voting shall only be allowed on amendments to the constitution.

COMMITTEE OF MANAGEMENT

21. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, the regulations and the Act, 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 by general meetings of the members of the Association; and

(c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

22. (1) The officers of the Association shall be :-

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) an Assistant Secretary;

(2) The provisions of Rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Association shall hold office until the next annual general meeting but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting.

23. (1) Subject to Section 23 of the Act, the Committee shall consist of :-

- (a) the officers of the Association;
- (b) convenors of work groups established by the committee. The convenors are elected by the work group members at their first meeting after each Annual Meeting.

and additionally may include:-

- (c) two ordinary members of the Association, each of whom shall be elected at the annual general meeting in each year; and
- (d) up to three members co-opted by the Committee.

(2) The Committee may appoint one of its members as a social secretary.

(3) Each ordinary member of the Committee shall, subject to these rules, hold office until the next annual general meeting but is eligible for re-election, subject to Rule 24 (8).

(4) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting.

ELECTION OF OFFICERS AND VACANCY

24. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:-

- (a) shall be in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

(6) No members of parliament, local government councillors or candidates are eligible to hold office.

(7) Candidates for election to public office shall stand down from the Committee of Management.

(8) Retiring members shall be eligible for nomination, but no person shall hold the same office for more than four successive years.

25. For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- (c) resigns from office by notice of writing given to the Secretary; or
- (d) misses 3 consecutive meetings without leave of absence.

PROCEEDINGS OF COMMITTEE

26. (1) The Committee shall meet at least 6 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Chairperson or by any 4 of the members of the Committee.
- (3) All Committee meetings shall be open to any interested person to attend with all present possessing speaking rights, but voting rights not extending beyond members of the Committee.
- (4) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (7) The meetings of the Committee:-
- (a) The Chairperson, or in the Chairperson's absence the Vice-Chairperson shall preside; or
 - (b) if the Chairperson and the Vice-Chairperson are absent, such one of the remaining members of the Committee may be chosen by the members present shall preside.
- (8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a ballot taken in such a manner as the person presiding at the meeting may determine.
- (9) Each member present at a meeting of the Committee or of any 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 question, the person presiding may exercise a second or casting vote.
- (10) Written notice of each committee meeting shall be served on each member of the Committee by delivering it at a reasonable time before the meeting or by sending it by pre-paid post addressed to the members usual or last known place of abode at least two business days before the date of the meeting.
- (11) Subject to sub-clause (5) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY

27. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

28. (1) The Treasurer of the Association:-
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (b) shall 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; and
 - (c) shall prepare and present a financial report (for the previous calendar year) to each annual general meeting.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the Chairperson, Vice-Chairperson, Secretary and Treasurer.

SEAL

30. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two members of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

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

NOTICES

32. (1) A notice may be served by or on behalf of the Association upon any member either by sending it by post or hand delivering it to the member at the member's address shown in the Register of members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

33. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

DISSOLUTION

34. (1) The Association shall be wound up if the total membership drops to ten or fewer members or by consent of three-quarters of members at a special general meeting having been called specially for that purpose.
- (2) Any and all assets remaining after full settlement of all just debts and liabilities of the Association shall be disposed of by transfer to some other institution, organisation, association or fund which has similar objects and which has in its constitution a clause or paragraph prohibiting or excluding the gift or transfer of its assets to any of its members or subscribers.

CUSTODY OF RECORDS

35. Except as otherwise provided in these Rules, all books, documents and securities the Association shall be kept in the custody of or under the control of the Secretary.

FUNDS

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

MISCELLANEOUS

37. (1) The Association shall not endorse candidates for elective public office.
- (2) No member of the Committee shall receive payment from the Association for his services to the Association.

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APPENDIX 1

NORTH & WEST MELBOURNE ASSOCIATION INC.

PROXY FORM

Please mail/deliver not less than 7 days prior to the Annual General Meeting or Special General Meeting to -
The Secretary, North Melbourne Association, P.O. Box 102, North Melbourne Vic 3051

I,
[name]

of
[address]

being a member of The North & West Melbourne Association Inc.

appoint
[name]

of
[address]

being a member of the North & West Melbourne Association Inc., as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting of the Association to be held on and any adjournment of that meeting.

My proxy is authorised to vote in favour/against the proposed amendments to the constitution, as marked:-