

CONSTITUTION
FRANKSTON NORTH COMMUNITY GROUP Inc
RULES OF THE INCORPORATED ASSOCIATION

Registration No A0041203Y

ABN 92 131 667 228

1. NAME:

1.1 The name of the association shall be The Frankston North Community Group Inc. herein called the Association.

2. PREAMBLE: AIMS AND OBJECTIVES OF THE GROUP:

2.1 The Association was established by a coming together of like-minded members of the local community, to work with Local, State and Federal Governments and also with Non Government Organisations in order to seek acceptable programs of sustainability outcomes, beneficial for the residents of the area known as Frankston North.

2.2 To afford the members an opportunity to discuss and be informed concerning issues relating to their welfare within the community.

2.3 To deliberate on and where deemed necessary take appropriate steps and actions to facilitate suitable and sustainable outcomes for the betterment of residents of the Frankston North community.

3. INTERPRETATION:

3.1 In these rules, unless the contrary intention appears.

3.2 **“Constitution”** Means the Rules of the Frankston North Community Group Inc.

3.3 **“Association”** Means the membership of the Frankston North Community Group Inc.

3.4 **“Executive”** Means the Committee of managements of the Association.

3.5 **“Financial Year”** Means the year ending 30th June.

- 3.6 **“General Meeting”** Means a general meeting of the members convened in accordance with the rules of this Constitution.
- 3.7 **“Member”** Means a currently registered financial Member of the Association.
- 3.8 **“The Act”** Means Associations Incorporation’s Act 1981
- 3.9 **“Regulations”** Means regulations under the Act.
- 3.10 **“Standing Orders”** Means an adherence to those included or attached to this constitution.
- 3.11 **He** Is to be accepted as gender – male/female – inclusive.
- 3.12 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1983 as in force from time to time.

4. REGISTERED OFFICES:

- 4.1 The registered office of the Association shall be 94, Forest Drive, Frankston North Victoria 3200; Box 10047 Pines Forest P.O. Frankston North Victoria 3200, or elsewhere as may from time to time, be determined by the Executive.

5. MEMBERSHIP: Qualifications:

- 5.1 Membership may be available to such persons who are either rate-payers or residents and who naturally reside in the Frankston North sub-division of the City of Frankston.
- 5.2 Persons who are members of any rate-payer or resident family, and who reside in the reference area (5.1) and have attained the age of sixteen.
- 5.3 Persons who have legitimate business interests within the boundaries of the Frankston North sub-division of the City of Frankston.
- 5.4 Undertake to accept the regulations and principles of association as detailed in this Constitution and maintain their financial commitment with an annual membership fee as

specified by the Executive.

- 5.5 Associate Membership shall be granted to other persons who are not covered by the above clauses (5.1-4), but such associate membership does not entitle such associate members the voting rights of full membership.

6. MEMBERSHIP APPLICATION:

- 6.1 Applications for membership of the Association shall be made in writing on the approved application form. (See Appendix 1).
- 6.2 Such application shall be lodged with the Secretary of the Association.
- 6.3 As soon as practicable after the receipt of the application, it shall be referred to the Executive of the association, who shall approve or reject the said application according to the criteria (section 5)
- 6.4 There shall be an annual membership fee of \$5.00 per member or associate member. Such subscription fee being amended from time to time by the Executive and such amendment must be ratified at the next General Meeting of the Association.
- 6.5 Upon an application being approved by the Executive, the secretary of the Association shall, as soon as possible, notify the applicant, in writing, of their approval for Membership of the Association.
- 6.6 The Secretary shall enter the applicant's name in the Register of Members kept for that purpose, and 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 the Members at the Association's Office.

7. TERMINATION OF MEMBERSHIP AND DISCIPLINE:

- 7.1 A member may, by notice in writing to the Executive, resign from Membership of the Association at any time. Such resignation shall be deemed to be accepted from the date received by the Secretary.
- 7.2 Where a member is absent from the general meetings of the Association, over a consecutive period of more than three (3)

meetings without tendering an explanation, the Executive shall have the right to terminate that person's Membership. Notification in writing, under such conditions, is not necessary.

- 7.3** The Executive shall have the right to terminate the Membership of any member of the Association at any time, should that person be considered to have violated the aims and objectives and the requirements of this Constitution.
- 7.4** Should the Executive decide to terminate the person's Membership for any reason other than (7.2), then the Member concerned shall be notified in writing of such intention.
- 7.5** Any office or position within the Association and all voting rights shall cease immediately that termination of Membership, (7.1-4) becomes effective.
- 7.6** Cessation of Membership of the Association shall not prevent a person from attending general meetings of the Association.
- 7.7** Where a Member objects to the termination of his Membership he shall have a right of written appeal to the Executive and shall also be given opportunity to be heard at a meeting of the Executive within twenty-eight (28) days of receiving such notice.
- 7.8** Following the hearing of the appeal, the Executive shall determine whether the Notice of Termination of Membership shall be withdrawn.
- 7.9** The appellant shall be notified in writing within three (3) days of the Executive's resolution.
- 7.10** The appellant may then choose to request a hearing at a General Members Meeting called for such a purpose. The appellant must make such a request upon the Secretary within a period of three (3) days from the receipt of the Executive resolution (7.9). Such meeting shall be called within a period of twenty one (21) days from the date of the request.
- 7.11** At such a general meeting convened under (7.10) the business of the meeting shall be confined to that of the issues concerning the appellants appeal.
- 7.12** At such a meeting it is expected that the Executive shall present the matters pertaining to the decision made for the termination of membership.

- 7.13** The appellant will also be given opportunity to present factors considered to be relevant. But no factors not presented in the original case (7.7) shall be heard.
- 7.14** The members of the association present at such a meeting will then vote by secret ballot whether to confirm or revoke the Executive decision (7.8)
- 7.15** The resolution of the Executive (7.8) is confirmed if, at the general meeting, not less than two thirds of those present and voting affirm the resolution. In any other case the resolution is revoked.

8. DISPUTES BETWEEN MEMBERS:

- 8.1** All disputes between Members shall be resolved on the basis of the consensus (agreeing to disagree)
- 8.2** The Association may offer to mediate any such disputes but shall however not interfere with the due process of the Association's constitution, save and except any legal rights or obligation at Law.
- 8.3** Where a dispute between members is not able to be resolved within a (28) twenty eight day period, through (8.1/8.2) the Association shall recommend to the disputing parties mediation through the Dispute Settlement Centre of Victoria (Department of Justice), and the Association shall facilitate all parties in such dispute, to this end.
- 8.4** Where the disputing parties consist of a Member of the Association and the Association itself then such a matter if not settled as (8.1) within a time period of (28) twenty eight days, such matters should be referred to the Dispute Settlement Centre (Department of Justice) for their assistance, and all parties to this dispute shall be notified in writing of this referral within (7) seven days of such determination.

9. ANNUAL GENERAL MEETING:

- 9.1** The Association shall in each calendar year, convene an Annual General Meeting of its Members.
- 9.2** The Annual General Meetings shall be held on such day as the Executive determines but shall be within three (3) months of the end of each financial year.

- 9.3** The business of the Annual General Meeting shall be:
- 9.3.1** To confirm the minutes of the previous Annual General Meeting and any other General Meetings held since that meeting.
 - 9.3.2** To receive and consider a statement of income and expenditure for the previous Financial Year.
 - 9.3.3** To receiving reports from the President, other office holders and various other designated persons within the Association on the activities of the past year.
 - 9.3.4** Subject to (Rule 10), to elect and confirm Office Holders and appointments to office for the ensuing year.
 - 9.3.5** To supply information relative to formal questions which any Member may raise. Such questions being submitted in writing at least two (2) weeks prior to the date of the Annual General Meeting.
 - 9.3.6** To transact any other business of which at least four (4) weeks notice has been given and is not in conflict with this Constitution.

10. ELECTION OF OFFICE HOLDERS:

Nominations of members for election as executive committee of the Association must be:

- 10.1** Made in writing by the member nominating for office and signed by two members of the association on the approved form. (See Appendix 2)
- 10.2** Such application must be delivered to the Association's secretary not less than seven (7) days before the date fixed for the Annual General Meeting.
- 10.3** A candidate for office may only be nominated for one officer prior to the Annual General Meeting.
- 10.4** If insufficient nominations are received to fill all vacancies on the Committee of Managements (The Executive), the candidates so nominated shall be deemed to be elected and further nominations may be received at the time of the Annual General Meeting.

- 10.5** If the number of nominations received is equal to the number of vacancies to be filled, the members so nominated shall be deemed to have been elected.
- 10.6** If the number of nominations exceeds the number of vacancies to be filled, then a ballot must be held.
- 10.7** The ballot (10.6) for the election of officers of the committee of management (The Executive) must be conducted at the Annual General Meeting in such manner as the Committee shall direct.

11. GENERAL MEETING

- 11.1** In addition to the Annual General Meeting, other Member's Meetings shall be held on a regular schedule determined by the Executive for the purpose of informing and hearing business pertaining to the aims and objectives of the Association.
- 11.2** A Special General Meeting may be called on receipt by the Secretary of the Association, a petition by a minimum of six (6) members stating the reasons for such a meeting. Such a Special General Meetings and such matters detailed on the notice of petition shall be the only matters dealt with at such a meeting.

12. NOTICE OF MEETINGS:

- 12.1** Formal notice of meetings, including any notices of motion, shall be given in writing to the Members of the Association regarding the Annual General Meeting at least two (2) weeks prior to the scheduled date of meeting.
- 12.2** In the case of Special General Meetings (1 1.2), unless otherwise stated in this Constitution, at least fourteen (14) days notice in writing of Meetings, including any notices of motion shall be given to the Members of the Assembly.
- 12.3** Each notice shall state the date, time and place of the meeting and the nature of the business being transacted at the meeting.
- 12.4** Such notice shall be either handed to the Members personally, posted to their last known address and will also be posted at prominent sites within the community.

13. QUORUM AND VOTING PROCEDURES AT MEETINGS:

- 13.1** While desiring unity it is felt consistent with the embracing of community consensus that there should be for the purpose of this Constitution, and unless otherwise stated, the following criteria:
- 13.2** A properly convened meeting of the Association shall require that a Quorum of not less than six (6) currently registered Members of the Association who are eligible to attend are present.
- 13.3** Only currently registered Members of the Association shall be eligible to vote at meetings of the Association.
- 13.4** In all matters other than 1. The Election of Officers (10), 2. Termination of Membership (7.15) and 3. The changing or amending of this Constitution (22.1), it shall be deemed sufficient that a simple majority i.e. 50% + one (1) of the Members present and eligible to vote at the meeting concerned shall be agreed.
- 13.5** In all matters pertaining to the Election of Officers and change or amendments to the constitution, a Member shall be nominated by the Chairperson to be the Returning Officer. Such a person must not be party to the motion either by election or as a mover of the motion before the meeting, or a member of the Executive.
- 13.6** If within half an hour from the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or such other time and place as the receive shall determine. If at the rescheduled meeting a quorum is not present within half an hour of the appointed time the members present shall be a quorum.
- 13.7** No Member shall be able to appoint a proxy to vote on his behalf at any of the Meetings of the Association

14. EXECUTIVE OF THE ASSOCIATION:

- 14.1** The Committee of Management shall be known as the Executive and shall be responsible for the management of the affairs of the Association.
- 14.2** The Executive shall comprise, the President, who shall chair all meetings of the Executive, (but who may delegate another member from time to time), a Vice President. Secretary

Treasurer and Public Relations Officer.

- 14.3** Individual members of the Executive shall be elected at the Annual General Meeting and shall be for the ensuing year.
- 14.4** The Executive shall meet as often as necessary to manage the affairs of the Association and in any case at least bi-monthly.
- 14.5** A QUORUM of all meetings of the Executive shall be a SIMPLE MAJORITY of the Members of the Executive.
- 14.6** The President of the Association shall be the Chairperson of the Executive unless otherwise determined in accordance with Clause 14.2. of this Constitution.
- 14.7** The Secretary shall record the minutes of each Executive Meeting, a confirmed and signed copy of which shall be filed in the Association's Official Records.
- 14.8** The Executive shall have the power to employ or delegate such personnel as may be required to handle the affairs of the Association.
- 14.9** In any such appointment, the terms and conditions of employment, remuneration and/or relevant allowances shall be clearly determined and documented.
- 14.10** The Executive shall be responsible for complying with all relevant Statutory Authorities having jurisdiction over the employment of personnel.
- 14.11** The Executive shall: exercise and provide leadership and vision, preserve the aims and objectives, promote ethical parameters, and encourage the coming together of the community in such ways as to promote the positive values of living within this community.
- 14.12** The Executive shall have the authority, in accordance with the terms of this Constitution, to terminate the position of any person holding office within the Association, who:
 - 14.12.1** ceases to be a financial member of the Association.
 - 14.12.2** becomes insolvent under administration within the meaning of the Corporations Law
 - 14.12.3** resigns from office by notice in writing given to the secretary.

15. EXECUTIVE POSITIONS AND RESPONSIBILITIES:

15.1 PRESIDENT.

- 15.1.1** The President shall be the Public Officer of the Association unless he otherwise determines.
- 15.1.2** The President shall be chairperson of the Executive and chair all other meeting of either General, Special or Annual Meeting status.
- 15.1.3** The President shall have the casting vote whenever the need should arise and in the absence of the President the Chairperson of the meeting shall have such a casting vote.
- 15.1.4** If the position of President becomes vacant, then the remaining Members of the Executive shall appoint an acting President from their Members and shall function as an Executive in order to continue the normal business affairs of the Association.

15.2 PUBLIC OFFICER.

- 15.2.1** The President shall be the Public Officer of the Association unless otherwise determined by the Executive.
- 15.2.2** The Public Officer shall notify the Registrar of his appointment or change of address within fourteen (14) days.
- 15.2.3** The Public Officer shall notify the Registrar of any alterations to the Constitution within One (1) month and make application for approval of any change of name within the prescribed period of time.
- 15.2.4** The Public Officer shall lodge with the Registrar, the documents required by Section 30 (4) of the Act in respect of the Annual General Meeting within One (1) month of the date of the meeting.
- 15.2.5** The Public Officer shall provide any book or reveal its location to the registrar or other authorised Officer immediately requested to do so under the

Act.

15.2.6 The Public Officer shall not hinder or obstruct the Registrar or other delegated authorised over in the exercising of the power of inspection in accordance with Section 47 (1) of the Act.

15.2.7 The Public Officer shall otherwise comply with all other statutory obligations as required from time to time.

15.3 VICE PRESIDENT.

15.3.1 The Vice President shall assist the President and undertake such duties as will assist the President in the performance of his duties.

15.3.2 The Vice President should make it the business of his office to undertake a study of normal meeting procedures and also become aware of community issues that may be raised during the deliberations of the Executive.

15.4 SECRETARY.

15.4.1 The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and each Executive Committee meeting in an official Association file, together with a record of the names of those present at such Committee meetings.

15.4.2 The Secretary shall keep records of all other meetings of any part of the Association's deliberations, i.e. subcommittee and departmental meetings held from time to time.

15.5 TREASURER.

15.5.1 The Treasurer shall be responsible for the collection and receipt of all monies paid, given, or due to the Association and make all authorised payment for the Association.

15.5.2 The Treasurer shall maintain correct records showing the current financial affairs of the Association with full details of all receipts and expenditure.

- 15.5.3** The Treasurer shall cause the Financial records of the Association to be made available for inspection by Members of the Association upon reasonable request.
- 15.5.4** The Treasurer shall prepare and submit a full Financial Statement of Income and Expenditure for the previous month/s to the Executive or designated Committee for their meetings.
- 15.5.5** The Treasurer shall prepare a full Financial Statement of Income and Expenditure, together with a list of Assets and Liabilities and shall present a detailed Financial Report to the Annual General Meeting.
- 15.5.6** The Treasurer shall ensure that all financial transactions whether receipt or expenditure shall be conducted in an orderly manner through the Banking Service designated from time to time by the Executive.
- 15.5.7** The Treasurer shall ensure that the financial outgoings of the Association shall be conducted through the correct cheque accounting system, and further that the cheque/cheques have the endorsement of the designated signature holders.
 - 15.5.7.1** All cheques require two signatures. Four signature holders shall be nominated by the Executive to be the authorised persons but shall in all cases be inclusive of the President and Treasurer one of whose signatures is mandatory on the drawing of all cheques.

15.6 PUBLIC RELATIONS OFFICER.

- 15.6.1** The Public Relations Officer shall undertake any task requested by the Executive in the gathering of information and the giving of such information to interested persons both within the Association and its committees and also to the general community at large.
- 15.6.2** The Public Relations Officer shall always work under the direction of the President and Executive of the Association.

15.6.3 The Public Relations Officer shall be responsible for the release of information pertaining to the affairs of the Association but always under the directions of the President of the Association and in consideration of the relevant portfolio holders of the Association.

16. SUB-COMMITTEES:

16.1 The Executive shall have the power, if desired, to appoint Subcommittees, to assist in the management of the Associations' affairs. Such Subcommittees may include suitably qualified members of the Association who are not members of the Executive.

17. VACANT POSITIONS: OFFICERS OF THE ASSOCIATION:

17.1 All Officers may, by notice in writing to the Executive, resign their Office at any time. Such Office shall be considered vacant as from the date of receipt of such notice unless otherwise determined by the Executive.

17.2 Should a vacancy in any Officer occur, the Executive shall have power to appoint another person to that Office for the remainder of the normal term.

17.3 The Executive may, in accordance with this Constitution, terminate the appointment of any Officer at any time, should that person be considered by the Executive to have violated the requirements of this Constitution.

17.4 Such Officer shall have the same rights as members stipulated in section 7.4-15 of this constitution.

18. FINANCE OF THE ASSOCIATION:

18.1 The Association shall be financed by: membership subscriptions, grants and gifts of its members and supporters. As well as such other sources or borrowing of any sum or sums of money, in the name of the Association for such times and at such interest rates as the Executive may think fit and any other appropriate and legal activities which may be considered appropriate for fundraising.

18.1.1 Any sums of money borrowed for the purposes relevant to the objectives of the Association may be

secured by mortgage, charge or pledge, of the assets of the Association, as the Executive may think fit, Such borrowing must be submitted for ratification at the next General Meeting of the Association, prior to implementation.

18.2 Wherever possible, all accounts rendered on the Association shall be paid by cheque and all cheques, bills of exchange, promissory notes and other negotiable instruments given by the Association shall be drawn by the President or Treasurer and signed by one (1) other of two(2) members of the Executive designated to do so.

18.3 A statement of Income and Expenditure for the previous Financial Year shall be presented to the Members of the Association at each Annual General Meeting.

19. PROPERTY OWNERSHIP:

19.1 The Association shall have all power of property ownership and may hold purchase or take and lease any land, and may sell, exchange, mortgage, lease or build upon the same (with power to alter and pull down buildings and again rebuild) and otherwise deal with the same as fully and effectively as a private person may do.

19.2 The Executive shall have the authority and power to make rules and regulations, consistent with this Constitution and the Act for the administration, management, provision and disposal of all monies, revenues, legacies, donations and documents of every description received by, or under the control of the Association, or any Officer, of the Association. Such executive actions must be ratified at the next general meeting of members or such other Special Meeting called for such purpose, prior to implementation.

20. WINDING UP – DISSOLUTION:

20.1 If, in the event of the winding-up or dissolution of the Association, and after the satisfaction of all it's debts and liabilities, there remain any property or funds whatsoever, the same shall not be paid to, or distributed among the Members of the Association. All such remaining assets, shall be transferred or donated to another similar community based organisation nominated by the Executive, immediately prior to the dissolution or winding-up or, in default thereof, by application to the Supreme Court for determination.

21. CUSTODY OF RECORDS:

- 21.1** The custody of all Association records, books, documents and securities, unless otherwise provided in this constitution, shall be under the control of the President and kept at the Association's Administration Centre or other place specified by the Executive from time to time.
- 21.2** Members of the Association may inspect the records and books of the association by arrangement with the President.

22. ALTERATIONS TO THE CONSTITUTION:

- 22.1** This Constitution may only be altered by a decision of an Annual General Meeting or a Special General Meeting called for such purpose.
- 22.2** Notice of any proposed alteration to this Constitution shall be conveyed in writing to the Secretary, who shall place the notice before the next meeting of the Executive.
- 22.3** Notice of the proposed alterations as a special resolution shall be given in writing to all Members of the Association at least four (4) weeks prior to any meeting called for this purpose.
- 22.4** The notice shall state the date, time and place of such meeting and be either delivered personally to the Members or posted to the last known address.
- 22.5** Any alterations to this Constitution must be agreed to by a THREE FOURTHS MAJORITY of the Members of the Association present and eligible to vote at the meeting for this purpose.