

**Association of Neighbourhood  
Houses & Learning Centres Inc**

**Constitution**

## **Contents**

<b>1 GENERAL</b>	<b>4</b>
1.1 Name	4
1.2 Interpretation	4
1.3 Statement of Purposes	4
<b>2 MEMBERSHIP</b>	<b>5</b>
2.1 Eligibility	5
2.2 Application	6
2.3 Transfer of Membership	6
2.4 Member Representation	6
2.5 Entrance Fee and Annual Subscription	7
2.6 Member Liability	7
2.7 Register of Members	7
2.8 Resignation of Members	7
2.9 Expulsion of a Member	7
2.10 Appeal of Expulsion	8
2.11 Grievance Procedure	9
<b>3 GENERAL MEETINGS</b>	<b>9</b>
3.1 Holding of	9
3.2 Calling of	10
3.3 Business of	10
3.4 Procedure at	10
3.5 Proxy Voting	11
3.6 Quorum	11
3.7 Adjournment	11
3.8 Conduct of Meeting	11
3.9 Minutes of	12
<b>4 ANNUAL GENERAL MEETING</b>	<b>12</b>

<b>4.1 Holding of</b>	<b>12</b>
<b>4.2 Business of</b>	<b>12</b>
<b>5 SPECIAL GENERAL MEETING</b>	<b>13</b>
<b>5.1 Convening</b>	<b>13</b>
<b>5.2 Member request for Special General Meeting</b>	<b>13</b>
<b>6 BOARD OF MANAGEMENT</b>	<b>14</b>
<b>6.1 Powers of</b>	<b>14</b>
<b>6.2 Composition of</b>	<b>14</b>
<b>6.3 Officers</b>	<b>14</b>
<b>6.4 Terms of Office</b>	<b>15</b>
<b>6.5 Vacancy</b>	<b>15</b>
<b>6.6 Quorum</b>	<b>15</b>
<b>6.7 Proceedings of Meetings</b>	<b>16</b>
<b>6.8 Minutes of Meetings</b>	<b>16</b>
<b>6.9 Election of Board Members</b>	<b>16</b>
<b>6.10 Removal of a Board Member</b>	<b>17</b>
<b>6.11 Employees</b>	<b>18</b>
<b>7 MISCELLANEOUS</b>	<b>18</b>
<b>7.1 Common Seal</b>	<b>18</b>
<b>7.2 Alteration of Rules &amp; Statement of Purposes</b>	<b>18</b>
<b>7.3 Regulations</b>	<b>18</b>
<b>7.4 Custody of Records</b>	<b>19</b>
<b>7.5 Inspection of Records</b>	<b>19</b>
<b>7.6 Documents of the Association</b>	<b>19</b>
<b>7.7 Notices</b>	<b>19</b>
<b>7.8 Cheques</b>	<b>20</b>
<b>7.9 Funds</b>	<b>20</b>
<b>7.10 Audits</b>	<b>20</b>
<b>7.11 Winding Up or Cancellation</b>	<b>20</b>

## **1 GENERAL**

### **1.1 Name**

The name of the Incorporated Association is Association of Neighbourhood Houses and Learning Centres Inc. (in these rules called "the Association").

### **1.2 Interpretation**

1.2.1 In these rules, unless the contrary intention appears:

1.2.1.1 "Associate member" means a member of the Association who does not have voting rights, is not eligible to be a member of the Board of Management, but can access ANHLC membership services.

1.2.1.2 "Board" means the Board of Management of the Association.

1.2.1.3 "Financial year" means the year ending on 30 June.

1.2.1.4 "Full Member" means a member of the Association who has voting rights, is eligible to be a Board member, and can access ANHLC membership services.

1.2.1.5 "General Meeting" means a general meeting of members.

1.2.1.6 "Ordinary member of the Board " means a member of the Board who is not an officer of the Association.

1.2.1.7 "Representative" means a person selected by a full member of the Association.

1.2.1.8 "The Act" means the Associations Incorporations Act 1981 or as amended from time to time.

1.2.1.9 "The Regulations" means Regulations under the Act.

1.2.2 In these rules, a reference to the Secretary of the Association is a reference:

1.2.2.1 where a person holds office under these Rules as Secretary of the Association to that person; and

1.2.2.2 in any other case, to the Public Officer of the Association.

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

### **1.3 Statement of Purposes**

1.3.1 Lead and influence social change with Neighbourhood Houses, Learning Centres, Neighbourhood House Networks and their communities.

1.3.2 Strengthen, develop and increase the capacity of Neighbourhood Houses & Learning Centres in their Community Development practice.

1.3.3 Advocate on behalf of the membership at state and national levels.

1.3.4 Ensure a strong and dynamic identity as the peak body for Neighbourhood Houses and Learning Centres in Victoria.

1.3.5 Provide support, advice, professional learning and information to members.

1.3.6 Promote inter-relationships between Neighbourhood Houses, Learning Centres and Neighbourhood House Networks to maintain a united vision.

1.3.7 Assist in raising the profile of Neighbourhood Houses and Learning Centres.

1.3.8 Participate actively in the national peak body.

## **2 MEMBERSHIP**

### **2.1 Eligibility**

2.1.1 Full Membership: -all organisations that

2.1.1.1 support the Statement of Purposes of the Association of Neighbourhood Houses and Learning Centres

2.1.1.2 abide by the policies and code of ethics of the ANHLC

2.1.1.3 abide by the Sector Vision, Purpose, Philosophy, Principles and Practice Statements contained in the Neighbourhood House & Learning Centre Sector Framework; and

2.1.1.4 pay the required fee; are eligible for membership provided that they are:

2.1.1.4.1 neighbourhood house networks recognised by the Association; or

2.1.1.4.2 not-for-profit, community-based, community managed as per sector framework, independently incorporated associations, co-operatives or companies limited by guarantee and are located in the state of Victoria, and are recognised as neighbourhood houses or learning centres by their local network

2.1.2 A neighbourhood house, learning centre, neighbourhood house network or other similar organisation who applies and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription as prescribed under these Rules.

2.1.3 All current full members shall retain their membership provided that they remain financial members.

2.1.4 Board members are full members in their own right for the duration of their Board membership.

#### 2.1.5 Associate Membership

2.1.5.1 Organisations that have an association with and support the Statement of Purposes of the Association but do not meet all the criteria for full membership may apply for Associate Membership.

2.1.5.2 Individuals that have an association with and support the Statement of Purposes of the Association may apply for Associate Membership.

2.1.5.3 An organisation or individual, who applies and is approved for associate membership, as provided in these rules, is eligible to be an associate member of the Association on payment of the annual subscription as prescribed under these rules.

## 2.2 Application

2.2.1 An application by an organisation for membership of the Association:

2.2.1.1 shall be made in writing in the form set out in appendix 1; and

2.2.1.2 shall be lodged with the Secretary of the Association.

2.2.2 As soon as is practicable after the receipt of the application, the Secretary shall refer the application to the Board.

2.2.3 The Board shall determine whether to approve or to reject the application.

2.2.4 Following approval of an application, the applicant shall be notified in writing and payment of the first years annual subscription requested within 28 days.

2.2.5 Upon payment of the annual subscription within the required timeframe, the applicant shall become a member of the Association and their name shall be entered in the Register of Members.

## 2.3 Transfer of Membership

2.3.1 A right, privilege or obligation of an organisation by reason of membership of the Association:

2.3.1.1 is not capable of being transferred or transmitted to another organisation; and

2.3.1.2 terminates upon the cessation of membership whether by winding up or resignation or otherwise.

## 2.4 Member Representation

2.4.1 A full member must nominate in writing in the form set out in appendix 2 a person to act as its representative at general meetings of the Association.

2.4.2 The person appointed is entitled to exercise all the rights to which a full member is entitled including the right to vote at general meetings and is entitled to stand for election to the Board.

2.4.3 A person who is elected to the Board ceases to be a representative of the full member for the duration of their Board membership and becomes a full member in their own right.

2.4.4 Where a full members' representative becomes a full member in their own right (as a Board member) a full member may:

2.4.4.1 nominate a new representative using the form set out in appendix 2.

2.4.5 A full member may change its representative at will using the form set out in appendix 2.

## **2.5 Entrance Fee and Annual Subscription**

2.5.1 The Association does not charge entrance fees.

2.5.2 The annual subscription is determined by Board and is payable on 1 July.

2.5.3 The Board may, at its discretion, waive all or part of the subscription fee for any member who, in its opinion, is in a particularly disadvantaged or necessitous circumstances.

2.5.4 Board members are exempt from the annual subscription for the duration of their Board membership.

## **2.6 Member Liability**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

## **2.7 Register of Members**

The Secretary or their nominated representative 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 upon request.

## **2.8 Resignation of Members**

2.8.1 A member of the Association may resign from the Association by giving notice in writing to the Secretary. All monies owed to the Association shall be a debt due and payable by the member and shall be paid immediately.

2.8.2 The Secretary or their nominated representative shall make in the Register of Members an entry recording the date on which the member, ceased to be a member.

## **2.9 Expulsion of a Member.**

2.9.1 Subject to these Rules, the Board may by resolution:

**ANHLC Constitution**  
ANHLC Inc. ACN A0001368L

2.9.1.1 expel a member from the Association or

2.9.1.2 suspend a member from membership of the Association for a specified period; or if the Board is of the opinion that the member:

2.9.1.2.1 has refused or neglected to comply with these rules, or

2.9.1.2.2 has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

2.9.2 A resolution of the Board under sub-clause [2.9.1]:

2.9.2.1 does not take effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub-clause [2.9.1] confirms the resolution in accordance with this clause; and

2.9.2.2 where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.

## **2.10 Appeal of Expulsion**

2.10.1 If the Board passes a resolution under rule 2.9, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

2.10.1.1 setting out the resolution of the Board and the grounds on which it is based;

2.10.1.2 stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;

2.10.1.3 stating the date, place and time of that meeting

2.10.1.4 informing the member that he or she may do one or more of the following:

2.10.1.4.1 attend that meeting;

2.10.1.4.2 give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and

2.10.1.4.3 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 to the Association in general meeting against the resolution.

2.10.2 At a meeting of the Board held in accordance with sub-clause 2.10, the Board:

2.10.2.1 shall give to the member an opportunity to be heard;

2.10.2.2 shall give due consideration to any written statement submitted by the member; and

2.10.2.3 shall by resolution determine whether to confirm or to revoke the resolution.

2.10.3 If the Secretary receives a notice under sub-clause 2.9, he or she shall notify the Board and the Board shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

2.10.4 At a general meeting of the Association convened under sub-clause 2.10.3:

2.10.4.1 no business other than the question of the appeal shall be transacted;

2.10.4.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

2.10.4.3 the member shall be given an opportunity to be heard; and

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

2.10.5 If at the general meeting:

2.10.5.1 two-thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed; and

2.10.5.2 in any other case, the resolution is revoked.

## **2.11 Grievance Procedure**

The grievance procedure set out here applies to disputes under this constitution between a member and the Association or a member and another member.

2.11.1 In the first instance, the parties must attempt to resolve the dispute themselves.

2.11.2 If the parties are unable to resolve the dispute, the parties should contact the President or the Secretary of the ANHLC Board of Management. Contact should be made in writing (i.e. a letter marked Private and Confidential).

2.11.3 The President or the Secretary will refer the matter to the Executive Officer, an appropriate Board member or an independent mediator who will undertake an independent inquiry and facilitate mediation between the parties.

2.11.4 A member may appoint any person to act on their behalf in the grievance procedure.

2.11.5 The parties will receive a written response regarding the matter.

2.11.6 If no resolution can be resolved, a formal complaint must be lodged with the Board, which will, after consideration, provide a formal written response that must give clear reasons for any decisions made.

## **3 GENERAL MEETINGS**

### **3.1 Holding of**

Two General Meetings of the Association will be held annually. They will be the Annual General Meeting [AGM] and a meeting at the state conference of the Association.

### **3.2 Calling of**

3.2.1 The Secretary of the Association or their nominated representative shall, not less than 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting, the nature of the business to be transacted at the meeting and specifying the intention to propose any special resolution/s to the meeting, stating in full the proposed special resolution/s.

3.2.2 Notice may be sent by:

3.2.2.1 prepaid post to the address appearing in the Register of Members; or

3.2.2.2 electronic transmission.

### **3.3 Business of**

3.3.1 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.

3.3.2 No item of business shall be transacted at a general meeting unless a quorum of full members entitled under these rules to vote is present during the time when the meeting is considering that item.

3.3.3 A full member desiring to bring any business before a meeting may give notice of that business in writing, or verbally to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **3.4 Procedure at**

3.4.1 Attendance at general meetings shall be open to all members

3.4.2 Voting at general meetings of the Association:

3.4.2.1 each full member shall have one nominated representative to speak on their behalf and to cast their vote

3.4.2.2 Board members shall have full voting rights for the duration of their Board membership.

3.4.3 A full 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.

3.4.4 A special resolution is passed at a general meeting if members entitled under these rules to vote, in person or by proxy, at the meeting, not less than three quarters vote in favour of the resolution.

3.4.5 The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

3.4.6 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

### **3.5 Proxy Voting**

3.5.1 Each full member shall be entitled to appoint another full member as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

3.5.2 The notice appointing the proxy shall be in the form set out in appendix 3.

### **3.6 Quorum**

Twenty full members present (being full members entitled under these rules to vote at a general meeting) including three networks constitute a quorum for the transaction of the business of a general meeting.

### **3.7 Adjournment**

3.7.1 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 full members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to full 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 full members present (being not less than 3) shall be a quorum.

3.7.2 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, 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.

3.7.3 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

3.7.4 Except as provided in sub-clause [1] and [2], it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **3.8 Conduct of Meeting**

3.8.1 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 a 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 meeting 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 with the exception of the casting vote.

3.8.2 Upon any question arising at a general meeting of the Association, a full member has one vote only.

3.8.3 All votes shall be given by the representative of the full member or by the full member's proxy.

3.8.4 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. Use of the second or casting vote must be recorded in the minutes of the meeting.

3.8.5 If at a meeting a poll on any question is demanded by not less than three full 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 a resolution of the meeting on that question.

3.8.6 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 other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

### **3.9 Minutes of**

3.9.1 The Secretary or their nominated representative is responsible for the preparation and retention of accurate minutes of all general meetings of the Association.

## **4 ANNUAL GENERAL MEETING**

### **4.1 Holding of**

4.1.1 The Association shall in each calendar year convene an annual meeting of its members.

4.1.2 The annual general meeting must be held within 5 months of the end of the financial year of the Association on such day as the Board determines.

4.1.3 The annual general meeting shall be specified as such in the notice convening it.

### **4.2 Business of**

4.2.1 The ordinary business of the annual general meeting shall be to:

4.2.1.1 confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

4.2.1.2 receive from the Board reports upon the transactions of the Association during the last preceding financial year;

4.2.1.3 elect the ordinary members of the Board of the Association; and

4.2.1.4 receive and consider the audited statement submitted by the Association, in accordance with section 30 of the Act, containing the following particulars:

4.2.1.4.1 the income and expenditure of the incorporated association during its last financial year;

4.2.1.4.2 the assets and liabilities of the incorporated association at the end of its last financial year;

4.2.1.4.3 the mortgages, charges and securities of any description affecting any of the property of the incorporated association at the end of its last financial year; and

4.2.1.4.4 in respect of each trust of which the incorporated association was trustee during a period, being the whole or any part of the last financial year of the incorporated association:

4.2.1.4.4.1 the income and expenditure of the trust during that period;

4.2.1.4.4.2 the assets and liabilities of the trust during that period; and

4.2.1.4.4.3 the mortgages, charges and securities of any description affecting any of the property of the trust at the end of that period.

4.2.2 The annual general meeting may transact special business of which notice is given in accordance with these rules.

## **5 SPECIAL GENERAL MEETING**

### **5.1 Convening**

The Board may, whenever it thinks fit, convene a special general meeting of the Association.

### **5.2 Member request for Special General Meeting**

5.2.1 The Board shall, on the requisition in writing of full members representing not less than 5 per cent of the total numbers, convene a special general meeting of the Association.

5.2.2 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the full 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 full members making the requisition.

5.2.3 If the Board does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the full members making the requisition or any of them, may convene a special general meeting to be held not later than three months after that date.

5.2.4 A special general meeting convened by full 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 Board and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses, upon presentation to the Treasurer of appropriate receipts.

## **6 BOARD OF MANAGEMENT**

### **6.1 Powers of**

6.1.1 The Board:

6.1.1.1 shall control and manage the business and affairs of the Association;

6.1.1.2 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;

6.1.1.3 subject to these rules, the regulations and the Act, has power to 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.

### **6.2 Composition of**

6.2.1 The Board shall consist of:

6.2.1.1 President

6.2.1.2 a maximum of twelve and a minimum of eight other full members; and

6.2.1.3 the Executive Officer [as a non-voting full member]

6.2.2 Where possible eight of the Board members will be from metropolitan organisations and five will be from rural Victoria.

### **6.3 Officers**

6.3.1 The Officers of the Association shall be:

6.3.1.1 President

6.3.1.2 Vice-President

6.3.1.3 Secretary

6.3.1.4 Treasurer

6.3.2 The President, Vice-President, Secretary and Treasurer shall be elected by and from the members of the Management Board. Elections shall be held at the first meeting of the Board following the AGM.

6.3.3 The President shall hold office for a term of two years and is eligible for re-election for a maximum of one additional term.

6.3.4 Other Office Bearers shall hold office for a term of one year and are eligible for re-election annually.

**ANHLC Constitution**  
ANHLC Inc. ACN A0001368L

6.3.5 The Secretary of the Association or their nominated representative shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting, together with a record of the names of persons present.

6.3.6 The Treasurer of the Association or their nominated representative:

6.3.6.1 is responsible for the collection and reception of all monies due to the Association and making all payments authorised by the Association; and

6.3.6.2 is responsible for the keeping of 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.

#### **6.4 Terms of Office**

6.4.1 Each member of the Board, subject to these rules:

6.4.1.1 shall hold office for a term of two years ceasing at the conclusion of the annual general meeting

6.4.1.2 is eligible for election to the Board for a total of three consecutive terms.

#### **6.5 Vacancy**

6.5.1 In the event of a casual vacancy in the office of an ordinary member of the Board, the Board may appoint an eligible person to fill the vacancy and the new Board member so appointed shall hold office subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

6.5.2 In the event of a casual vacancy in any office referred to in 6.3, the Board shall elect one of their number to the position for the remainder of the term of that position.

6.5.3 For the purposes of these Rules, the office of an Officer or of an ordinary member of the Board becomes vacant if that person:

6.5.3.1 becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

6.5.3.2 resigns from office by notice in writing given to the Secretary; or

6.5.3.3 is removed from office.

#### **6.6 Quorum**

6.6.1 Fifty percent plus one of the members of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.

6.6.2 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.

## **6.7 Proceedings of Meetings**

6.7.1 The Board shall meet at least 9 times in each year at such place and such times as the Board may determine.

6.7.2 Special meetings of the Board may be convened by the President or by any four of the members of the Board.

6.7.3 Notice shall be given to members of the Board 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.

6.7.4 At meetings of the Board:

6.7.4.1 the President or in the President's absence the Vice-President shall preside; or

6.7.4.2 if the President and the Vice-President are absent, one of the remaining members of the Board as may be chosen by the members present shall preside.

6.7.5 Questions arising at a meeting of the Board or sub-committee appointed by the Board shall be determined preferably by consensus, or on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

6.7.6 Each member present at a meeting of the Board or sub-committee appointed by the Board (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. Use of the second or casting vote must be recorded in the minutes of that meeting.

6.7.7 Written notice of each Board meeting shall be served on each member of the Board at least two business days before the date of the meeting by:

6.7.7.1 delivering it to the Board member; or

6.7.7.2 sending it by pre-paid post addressed to the Board member at their usual or last known place of abode; or .

6.7.7.3 by electronic transmission

6.7.8 Subject to Rule 6.6.1 the Board may act notwithstanding any vacancy on the Board of Management

## **6.8 Minutes of Meetings**

6.8.1 The Secretary or their nominated representative is responsible for the preparation and retention of accurate minutes of all Board meetings of the Association.

## **6.9 Election of Board Members**

6.9.1 Nominations of candidates for election as members of the Board:

**ANHLC Constitution**  
ANHLC Inc. ACN A0001368L

6.9.1.1 shall be made in writing, signed by two full members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

6.9.1.2 shall be delivered to the Secretary of the Association not less than fourteen days before the date fixed for the holding of the annual general meeting.

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

6.9.3 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.

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

6.9.5 The ballot for the election of members of the Board shall be conducted before the annual general meeting in such usual and proper manner as the Board may direct.

6.9.6 If any elected position remains unfilled after completion of the election, the Board shall fill any remaining vacancy by co-opting an eligible person to fill the vacancy and the new Board member so appointed shall hold office subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **6.10 Removal of a Board Member**

6.10.1 Removal of a Board member can occur if a member fails to attend three consecutive Board meetings, without an apology being accepted or leave of absence having been granted by the Board; and

6.10.1.1 a motion passed by a majority of the Board shall declare the position vacant; and

6.10.1.2 the Board member shall be notified in writing of such action within fourteen days of the motion being passed.

6.10.2 The Association in general meeting may by resolution remove any member of the Board before the expiration of the Board member's term of office.

6.10.2.1 if a simple majority of the members vote in person, or by proxy, in favour of the resolution;

6.10.2.2 in any other case the resolution is revoked.

6.10.3 Where the Board member to whom a proposed resolution referred to in sub-clause 6.10.2 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the full members of the Association, the Secretary or the President may send a copy of the representations to each full member of the Association or, if they are not so sent, the Board member may require that they be read out at the meeting.

## **6.11 Employees**

The Board may appoint such staff or consultants on such terms as it may determine.

## **7 MISCELLANEOUS**

### **7.1 Common Seal**

7.1.1 The Common Seal of the Association shall be kept in the custody of the Secretary or their nominated representative.

7.1.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and affixing of the Common Seal shall be attested by the signatures of two members of the Board of the Association and a register shall be maintained recording its use.

### **7.2 Alteration of Rules & Statement of Purposes**

7.2.1 This Constitution and/or Statement of Purposes may be altered as follows:

7.2.1.1 at a General Meeting, by special resolution passed by a majority of not less than three quarters of the votes cast by full members in person or by proxy on the approved form

7.2.1.2 the Secretary/Public Officer of the Association shall within 28 days after the passing of a special resolution altering the Constitution and/or Statement of Purposes,

7.2.1.2.1 lodge with the Registrar, notice in writing, in a form approved by the Registrar, notice of the special resolution setting out particulars of the alteration/s; together

7.2.1.2.2 with a declaration signed by at least two members of the Board of Management of the Association to the effect that the special resolution was passed in accordance with the Act; and

7.2.1.2.3 accompanied by the prescribed fee, and a consolidated copy of the Constitution and the Statement of Purposes

7.2.1.3 alteration/s to the Constitution and/or Statement of Purposes do not take effect unless and until it is approved by the Registrar.

### **7.3 Regulations**

The Management Board shall have the power to make regulations for the promotion of the principles and of the Association and for the proper conduct of its business, provided that no regulation shall be repugnant to this constitution. The Board may revoke or amend any regulation. The decision of the Board on the construction or interpretation of any regulation shall be conclusive and binding on all members of the Association, unless and until such decision shall be rescinded.

#### **7.4 Custody of Records**

All securities and records, registers and other documents of value, except those in use shall be held at the registered address of the Association or in such other safe place as the Association shall decide.

#### **7.5 Inspection of Records**

7.5.1 All accounts, books, documents and securities of the Association with the exception of staff records shall be available for inspection and copying by any full member of the Association upon request:

7.5.1.1 may not be altered by the member making the request.

7.5.2 The Constitution of the Association shall be available for inspection and copying by any full member of the Association, or a PDF format copy may be provided by electronic transmission upon request.

#### **7.6 Documents of the Association**

7.6.1 All office holders, former office holders or member of the Association who have documents belonging to the Association in their possession shall be required to return the documents to the Board or their nominated representative within 28 days of either ceasing membership or to hold those positions.

7.6.2 If a member, office holder, former office holder or their estate fails to comply with the return of the documents belonging to the Association:

7.6.2.1 a written request from the Secretary of the Association for the return of the documents may be sent by registered mail to the address on the Register of Members or to the person's estate; and

7.6.2.2 the documents have not been returned within 28 days of receipt of the request;

7.6.2.3 the Association may apply to the Magistrates' Court for an order directing the return of the documents to the Association

#### **7.7 Notices**

7.7.1 A notice may be served by or on behalf of the Association upon any full member by:

7.7.1.1 delivering the notice personally or by sending it by prepaid post to the member at the address shown in the Register of Member; or by

7.7.1.2 facsimile or electronic transmission.

7.7.2 Where a document is properly addressed prepaid 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.

## **7.8 Cheques**

7.8.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board or their nominated representatives.

7.8.2 Electronic payments must have prior approval of two nominated representatives authorised by the Board.

## **7.9 Funds**

7.9.1 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determine.

7.9.2 All monies shall be applied in furthering all or any of the objects of the Association and no portion of such monies shall be paid to any member or coopted member of the Association provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any member of the Association in return for goods or services actually rendered to the Association.

## **7.10 Audits**

7.10.1 The financial affairs of the Association shall be audited annually and the report submitted to the Annual General Meeting.

7.10.2 The appointment of the auditor for the following year shall take place at the Annual General Meeting.

7.10.3 If for any reason the auditor is unable to perform the duties required, the Board shall have the power to appoint another auditor.

7.10.4 The auditor must be a registered company auditor, a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.

7.10.5 A person may not be appointed as auditor if the person is:

7.10.5.1 a member of the Board of the Association

7.10.5.2 an employer, employee, spouse/partner or immediate relative of a member of the Board of the Association

7.10.5.3 a member of the same partnership as a member of the Board of the Association

7.10.5.4 an employee of the Association.

## **7.11 Winding Up or Cancellation**

7.11.1 In event of the winding up or the cancellation of the Incorporation of the Association, there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association, Institution or Institutions having objects similar to the objects of the Association and which is a

**ANHLC Constitution**  
ANHLC Inc. ACN A0001368L

fund, authority or Institution approved by the Commissioner of Taxation as a fund, authority or Institution referred to in section 78 (1) (a) of the Income Tax Assessment Act 1936, as amended.

END