



# CONSTITUTION OF

## **DROUIN MEN'S SHED INCORPORATED A0060048C**

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic)

## **The Association**

1. The name of the Association is: Drouin Men's Shed Inc.
2. The purposes of the Association
  - i. provide support to men in Drouin and surrounding Gippsland district
  - ii. promote the benefit of regular, welcoming, and friendly participation of the members
  - iii. encourage participation in enjoyably working together
  - iv. seek a balanced recognition of interests of Members and visitors whilst attending the Shed
  - v. plan, encourage and assist Members in activities that will help them to achieve feelings of positive self-worth.
  - vi. generate, reserve, and commit funds to acquisition of capital equipment necessary to meet the objectives and purposes of the Association
  - vii. do any further such things as are incidental to or conducive to the attainment of the purposes of the Association
  - viii. build awareness of Drouin Men's Shed in neighboring regions to Drouin
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

## **Financial year**

5. The financial year of the Association starts on 1<sup>st</sup> July of each year.

## **Members**

6. Anyone who supports the Purposes of the Association can apply to join the Association in writing to the Secretary and by paying the joining fee.
7. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at an Annual General Meeting.
8. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee and write to the person to tell them their application has been rejected.
9. A person becomes a member when:
  - a. the Committee has approved their application to join the Association
  - b. the Association has received the person's joining fee (if any), and
  - c. the Secretary has entered the person's name, address, and date they became a member on the members register.
  - d. The Association must inform the person when their membership has started, and if they must pay any annual subscription fee, that fee must be paid within 28 days.
10. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
11. Members must pay the annual subscription fee within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting).
12. Members have rights and liabilities as set out in the Act and in these rules.
13. Each member's liability is limited to the joining and annual subscription fees.

## **Members' access to documents**

14. A member may, subject to rules 17 and 18, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.

15. A member can write to the Secretary asking for copies of these documents (except for the members register). The Secretary can charge a reasonable fee for providing copies.
16. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
17. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes unless the Committee specifically allows it.
18. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the member outlining their decision.

## **The Committee**

19. The Association is governed by a management committee) that is made up of committee members.
20. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
21. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member, or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
22. Committee Members are elected by members of the Association at the AGM by ballot.
23. The Committee is made up of the following positions:
  - a. The President
  - b. The Deputy President
  - c. The Treasurer
  - d. The Secretary
  - e. *Non-Executive*: Up to 5 Ordinary Committee Members.

24. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office position and will decide the responsibilities of each Committee Member. At the first general information session following the election of positions the names are to be put forward to the general membership to ratify. At this first Committee Meeting following the adoption of this Constitution the Committee will determine which third of the Committee will have a 1-year term, which will have a 2-year term, and which will have a 3 year term for the first three years. One third of committee positions or as close as possible, will be allocated to each term in the future years.
25. Each Committee Member finishes their time on the Committee (term) at the next relevant AGM after they were appointed, but they can stand for re-election and can then be elected for a term of 3 years
26. *A Committee member can be elected again for a maximum of 2 consecutive terms.*
27. The Secretary must be over 18 years of age and live in Australia.
28. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
29. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 5 day before the AGM.
30. If the number of members nominated to be Committee Members is equal to the number of Committee vacancies, the AGM Chair may declare the positions filled without holding a ballot.
31. A Committee Member stops being on the Committee if they:
- a. resign, by writing to the Committee or the Secretary
  - b. are removed by a special resolution of members of the Association
  - c. become insolvent (as the term is used in the *Corporations Act 2001*)
  - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
  - e. die.
32. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 31, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

33. Among its other responsibilities, the Committee is responsible for making sure that:
- a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b. all records, securities and relevant documents of the Association are kept properly.

### **Committee Meetings**

34. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
- i. *Note: At an urgent meeting, only the issues for which the meeting was called can be considered.*
35. The Committee must hold a minimum of four (4) meetings per annum.
36. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
37. The Chair of Committee Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Committee Members can choose who will be Chair for that meeting.
38. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
39. The majority (more than half) of Committee Members must be present (either in person or by technology) for the meeting to be validly held (the quorum).

### **General Meetings**

40. The Association must hold an AGM within five months of the end of the Association's financial year.
41. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
42. The Committee or a group of at least 10% of all members may call a Special General Meeting.
43. At least 10% of the members (a quorum) must be present at a general meeting (either in person or by technology, [or by proxy]) for the meeting to be held.
44. Members may vote by proxy at general meetings.

45. Proxy forms must be received by the Secretary 2 days before a meeting.
46. Notice of general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register.
47. Notices of general meetings must include proposed matters to be dealt with at that meeting.
48. The Chair of a general meeting will be the President, or if the President is not in attendance, the Deputy President, or if the President and Deputy President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
49. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
50. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
51. The Chair may adjourn the meeting if there are not enough members at the meeting within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements unless the adjourned meeting is more than 21 days after the original meeting date).

### **Grievance disputes**

52. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
53. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing

- c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
- d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.
- e. *Note: The mediator does not have to be a professional mediator, but it can be a good idea to use a professional mediator. The mediator and unbiased decision-maker can be the same person but do not have to be. The unbiased decision-maker must also hear from all the parties. The parties to a grievance procedure may still be able to go to Court.*

## **Disciplining members**

54. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- I. Reprimand the member; or
  - II. Suspend the membership rights of the member for a specific period; or
  - III. Expel the member from the association
55. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
56. The Committee must arrange a disciplinary procedure that meets these requirements:
- a. the outcome must be determined by a unbiased decision-maker
  - b. the member must have opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
57. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period or indefinitely. The Association cannot fine a member.

## **Funds**

58. The Association must not distribute funds, income, or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
59. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other



sources approved by the Committee that are consistent with furthering the Association's Purposes.

60. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
61. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
62. The Association does not have a common seal.

### **Alteration of rules**

63. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

### **Winding Up**

64. The members may vote by special resolution at a general meeting to wind up the Association.
65. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another like organisation or like organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.