



CONSTITUTION

2017

356-358 Belgrave-Gembrook Road,

Emerald, Victoria 3782

Incorporated A12381 Jan 15 1987
ABN 43678002985

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**UNDER THE GUIDELINES OF CONSUMER AFFAIRS VICTORIA
RULES FOR INCORPORATED ASSOCIATIONS**

CONSTITUTION OF EMERALD COMMUNITY HOUSE INCORPORATED

1. Name

The name of the incorporated association is "Emerald Community House Incorporated" (in these Rules referred to as "Emerald Community House")

(A) Statement of Purpose

Emerald Community House Inc. aims to improve quality of life and connection through community development, adult education, children's programs and inclusive participation by delivering community strengthening activities that meet our social, economic or environmental goals to benefit the community. Our programs and activities specialize in education, opportunity, training and wellbeing programs to community members who are over compulsory school-leaving age, unemployed youth, mature age people, people with special needs or mental/physical health issues, people from diverse cultural backgrounds, people who have had limited/reduced access to formal education or people who are in distress, discouraged, affected by crisis or displaced by disruptive events.

(B) Objects

The objects for which the Association is established are to provide relief to people with low levels of literacy and numeracy; or disability; experiencing distress, mental/physical health challenges; a history of emotional and/or physical abuse; low English language proficiency; poor socio-economic conditions; drug and/or alcohol addiction and who are, as a result, educationally disadvantaged, poor, chronically unemployed or underemployed or isolated from society. Such relief shall be unrestricted by age, gender, race, sectarian belief or political ideology for the betterment of the quality of life of the disadvantaged in the community.

2. Definitions

(1) In these Rules, unless the contrary intention appears-

"Act" means Associations Incorporation Act 1981 and includes changes made in Associations Incorporation Reform Act 2012

"committee" means the committee of management of Emerald Community House;

"**financial year**" means the year ending on Dec 31;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" means a member of Emerald Community House;

"**Ordinary member of the committee**" is defined as "member of committee who is not an office holder (further defined in section 22);

"**ACNC**" means the Australian Charities and Not-for-profit Commission.

"**Eligible Charity**" means a fund, authority or institution, which is registered by the ACNC as a Charity, and gifts to which are deductible under item 1 of the table in section 30-15 of the ITAA 1997.

"**Exempt entity**" means a fund, authority or institution that is registered by the ACNC as a Charity and endorsed by the ATO under item no. 1.1 of Section 50-5 of the ITAA 1997.

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference--

(a) if a person holds office under these Rules as Secretary of Emerald Community House--to that person; and

(b) in any other case, to the Public Officer of Emerald Community House.

3. Alteration of the rules

These Rules and the statement of purposes of Emerald Community House must not be altered except in accordance with the Act.

4. Membership and service fees

(1) The members of the Emerald Community House shall be comprised of any person/family that pays the annual membership fee and is approved for membership according to these Rules.

(a) Annual memberships shall be set by the committee made payable upon joining the Emerald Community House and are renewable on or before January 1st

(b) A person/family must be a member to utilize any of services the Emerald Community House provides.

(2) Members shall pay the service fees as determined by Emerald Community House for services provided by the House. The Committee may, at its discretion, waive all or part of the membership/service fees for any member who, in its opinion, is in disadvantaged or necessitous circumstances or as an acknowledgement of community service.

(3) An application of a person for membership of Emerald Community House must-

(a) be made in writing using our current membership form, and;

(b) be lodged with the Coordinator or Delegate of Emerald Community House.

(4) The Coordinator or Delegate may accept the application on behalf of the Committee of Management

(5) New memberships are copied and forwarded to the Secretary monthly

(6) The Secretary presents new memberships at Monthly Committee of Management meetings.

(7) Once applications for membership are accepted by the Committee of management, the Secretary will send members an annual membership card and letter of welcome.

(8) The House Coordinator is responsible for maintaining the register of members.

(9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

5. Register of members

(1) The Secretary must keep and maintain a register of members containing-

(a) the name and address of each member; and

(b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a copy of entries in the register.

6. Ceasing membership

(1) A member of Emerald Community House who has paid all moneys due and payable by a member to Emerald Community House may resign from Emerald Community House by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)—

(a) the member ceases to be a member; and

(b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of Emerald Community House, the committee may by resolution--

(a) fine that member an amount not exceeding \$500; or

(b) suspend that member from membership of Emerald Community House for a specified period; or

(c) expel that member from Emerald Community House.

(2) A resolution of the committee under sub-rule (1) does not take effect unless--

(a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and

(b) if the member exercises a right of appeal to Emerald Community House under this rule, Emerald Community House confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--

(a) setting out the resolution of the committee and the grounds on which it is based; and

(b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Emerald Community House in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Emerald Community House in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of Emerald Community House to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of Emerald Community House convened under sub-rule (7)--
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, the majority of members present vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and Emerald Community House.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of Emerald Community House; or
 - (ii) in the case of a dispute between a member and Emerald Community House, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of Emerald Community House can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of Emerald Community House.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of Emerald Community House during the last preceding financial year; and
 - (c) to elect officers of Emerald Community House and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by Emerald Community House in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of Emerald Community House.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of Emerald Community House.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by Emerald Community House to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

(1) The Secretary of Emerald Community House, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of Emerald Community House, must cause to be sent to each member of Emerald Community House, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

(a) by prepaid post to the address appearing in the register of members; or

(b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct 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-
 - (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
 - (ii) in any other case--the meeting 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.
- (4) 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 personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of Emerald Community House.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Meetings of general meetings

- (1) The committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 20.1 and
 - (c) the financial statements submitted to the members in accordance with rule 9,(3),(d).

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

16. Adjournment of meetings

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12. (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at general meetings

(1) Upon any question arising at a general meeting of Emerald Community House, a member has one vote only.

(2) All votes must 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.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to Emerald Community House have been paid, other than the amount of the annual membership payable in respect of the current financial year.

18. Poll at general meetings

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must 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.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19. Manner of determining whether resolution carried

If a question arising at a general meeting of Emerald Community House is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of Emerald Community House--

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. Proxies

(1) Each member is entitled to appoint another member as a 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.

(2) The notice appointing the proxy must be for a meeting of Emerald Community House convened under rule 7(7), in the form set out in Appendix 1.

21. Committee of Management

(1) The affairs of Emerald Community House shall be managed by the committee of management.

(2) The committee--

(a) shall control and manage the business and affairs of Emerald Community House; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by Emerald Community House other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of Emerald Community House; and

(c) subject to these Rules, the Act and the Regulations, 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 Emerald Community House.

(3) Subject to section 23 of the Act, the committee shall consist of-

(a) the officers of Emerald Community House; and

(b) at least two ordinary members -

each of whom shall be elected at the annual general meeting of Emerald Community House in each year.

22. Office holders

(1) The officers of Emerald Community House shall be--

(a) a President/Chairperson;

(b) a Vice-President/ Vice Chairperson;

(c) a Treasurer;

(d) a Secretary, and;

(e) a Public Officer

(2) The provisions of rule 25, 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 referred to in sub-rule (1).

(3) Each officer of Emerald Community House shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

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

23. Ordinary members of the committee

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) 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 Emerald Community House to fill the

vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24. Election of Presidents etc.

(1) At the annual general meeting, separate elections must be held for each of the following positions:

(a) President

(b) Vice-President

(c) Secretary

(d) Treasurer

(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated, a ballot must be held in accordance with rule 18.

(4) On his or her election, the new President may take over as Chairperson of the meeting.

25. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of Emerald Community House or as ordinary members of the committee must be--

(a) made in writing, signed by two members of Emerald Community House and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of Emerald Community House not less than 1 day before the date fixed for the holding of the annual general meeting.

(2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.

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

(4) 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.

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

(6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

26. Vacancies

The office of an officer of Emerald Community House, or of an ordinary member of the committee, becomes vacant if the officer or member--

- (a) ceases to be a member of Emerald Community House; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

27. Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the committee.

(2) A person ceases to be a committee member if he or she:

- (a) ceases to be a member of the Association: or
- (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 28 or
- (c) otherwise ceases to be a committee member by operation of section 78 of the act.

28. Leave of Absence

(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

- (3) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

29. Paid Office

- (a) No member of the Committee shall be appointed to or retain any paid office of the Association whilst he/she is a member of the committee.
- (b) Any member may apply for a paid position but must resign from Committee if selected for employment.
- (c) If a committee member applies for a paid position, he/she may not participate in the candidate evaluation process.

30. Meetings of the committee

- (1) The committee must meet at least 3 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 President or by any 2 members of the committee.

31. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

32. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

33. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

34. Voting at committee meetings

(1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the committee, or at a meeting 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.

(3) Conflict of interest

(a) No member of the Committee shall directly or indirectly supply goods or services to the Association if such goods or services can be satisfactorily obtained elsewhere or locally. The Committee shall determine what is deemed "satisfactorily obtained elsewhere" based on such criteria as cost, timeliness, locally provided services or other factors as identified by the Committee.

(b) Any member of the Committee who has a potential financial interest in any contract or arrangement or proposed to be made with the Association shall disclose his/her interest at the first opportunity for the Committee to assess if such a financial interest exists, or in any other case at the first meeting of the Committee

(c) The Committee will determine the outcome of any potential interest, once declared by the member. No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement on which he/she is so interested as aforesaid and if he/she does vote, his/her vote shall not be counted.

(d) The Committee member with a conflict of interest must not be present while the matter is being considered at the meeting.

35. Removal of committee member

(1) Emerald Community House in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of Emerald Community House (not exceeding a reasonable length) and may request that the representations be provided to the members of Emerald Community House.

(3) The Secretary or the President may give a copy of the representations to each member of Emerald Community House or, if they are not so given, the member may require that they be read out at the meeting.

36. Minutes of meetings

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following:

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 34.3.

37. Funds

(1) The Treasurer of Emerald Community House, with the support of the Finance Officer, must-

(a) collect and receive all moneys due to Emerald Community House and make all payments authorised by Emerald Community House; and

(b) keep correct accounts and books showing the financial affairs of Emerald Community House with full details of all receipts and expenditure connected with the activities of Emerald Community House.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorized signatories.

(3) The funds of Emerald Community House shall be derived from entrance fees, annual memberships, donations and such other sources as the committee determines.

38. Seal

(1) The common seal of Emerald Community House must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of Emerald Community House.

39. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of Emerald Community House, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

40. Winding Up

(1) At the first occurrence of:

- (a) the winding up of the Association; or
- (b) the Association ceasing to be an Exempt Entity there remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same will not be paid to or distributed among the Committee, or Members of the Association, but will be given or transferred by the Committee to one or more funds, authorities or institutions that have been endorsed as an Exempt Entity.

In making its determination where to transfer the surplus assets of the Association, excluding gift assets, the Committee shall give primary consideration to funds, authorities or institutions having objects similar to the objects of the Association that are Exempt Entities.

Where the Committee is unable to reach agreement as to where the surplus property of the Association, excluding gift assets, should be transferred such decision shall be made by the Members of the Association provided such transfer shall only be made to a fund, authority or institution that is an Exempt Entity.

(2) At the first occurrence of:

(a) the winding up of the Association; or

(b) the Association ceasing to be endorsed as a deductible gift recipient under item 1 of the table in section 30-15 of the ITAA 1997, the Committee must transfer any surplus gift assets remaining after the payment of all liabilities to an Eligible Charity.

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer must be made in accordance with those conditions.

In making any determination where to transfer excess gift assets the Committee shall give primary consideration to Eligible Charities having objects similar to the objects of the Association.

Where the Committee is unable to reach agreement as to where the surplus gift assets of the Association should be transferred such a decision shall be made by the Members of the Association provided such transfer shall only be made to an Eligible Charity.

41. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of Emerald Community House.

(2) All accounts, books, securities and any other relevant documents of Emerald Community House must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of Emerald Community House.



APPENDIX 1 APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of Emerald Community House Inc. appoint

.....
(name of proxy holder)

of
(address of proxy holder)

being a member of Emerald Community House, as my proxy to vote for me on my behalf at the annual/special/ general /committee meeting of Emerald Community House to be held on

.....
date(s) of meeting(s)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against the following resolution (insert details of resolution).

.....
Signed
Date

Resolution (if applicable):