

CONSTITUTION

DOUBLEVIEW HOUSE

1. NAME

The name of the Association shall be:

DOUBLEVIEW HOUSE INCORPORATED

2. DEFINITIONS

The expression 'The Association' shall mean;

DOUBLEVIEW HOUSE

'Committee' means the Management Committee as provided for in this Constitution

3. OBJECTS

3.1 To create an environment in which personal and community development can take place in a friendly neighbourhood context.

3.2 To promote the well being and care of children and families.

3.3 To provide classes and educational opportunities in response to community needs.

3.4 To provide a crèche for children whose parents/caregivers are attending the centre for courses/classes whenever possible.

3.5 To provide a meeting place in the community as a means of breaking down barriers and isolation.

3.6 To provide and maintain suitable grounds, buildings and equipment for such purposes.

3.7 The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes. Payment can only occur if it is authorized by resolution of the Association or the Management Committee.

4. POWERS

The regulations control and conduct of all business of the Centre shall be vested in the Management Committee with the power to do such things as are necessary, incidental or conducive to the attainment of the objects of the centre.

5. MEMBERSHIP

5.1 A person is eligible to apply for membership who is interested in the objects of the Association, who applies for admission, and who pays the annual fee as prescribed by the Management Committee.

5.2 A register of members shall be kept.

5.3 All financial members will be entitled to enroll for classes and will receive the Newsletter.

5.4 Suspension of members

Any Financial member acting in any way prejudicial to the interests of the Centre, whether

pecuniary, ethical or otherwise, may be expelled or suspended from the membership for such period as determined by the Management Committee but not exceeding 12 months provided that any member so suspended shall have the right to appeal to a General Meeting of the Centre. The appeal shall be dismissed if a simple majority of members present vote for a dismissal of the appeal. Any such vote shall be a secret ballot.

5.4.1 A suspended person shall not be entitled to any refund of fees

5.5 Cessation Membership shall cease on:

5.5.1 Failure to renew membership by paying the prescribed membership fee within two months of expiry.

5.5.2 Failure to pay any other fees due within two months of the same having been sought.

5.5.3 Resignation.

5.6 Constitution for members – A copy of the Constitution must be given to each person who becomes a member of the Association. It can be provided by email or obtained directly from the Associations website.

6. MANAGEMENT

6.1 Structure

6.1.1 Management of the Association shall be vested in a Committee comprising of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, and not less than four and not more than eight other members.

6.1.2 The paid co-ordinator(s) shall be ex-officio.

6.1.3 The committee may co-opt, for such duration as is necessary, up to two persons with special interests or knowledge relevant to the Association. Such persons shall be ex-officio.

6.2 Committee members who meet the Management Committee Eligibility Criteria, shall be elected at the Annual General Meeting and shall retire at the next Annual General Meeting.

6.3 Members may serve on the committee for an indefinite period.

6.4 Office bearers shall be eligible to serve two full consecutive years in any one office, at which time (subject to clause 6.4A) such office bearer shall stand down from the position held for at least two years, before being eligible for re election to that particular office.

6.4A In the event of an office bearer's position not being filled within one month of the Annual General Meeting then the previous office bearer may be re-appointed to the position by a unanimous vote of the committee and may serve in that position until the next Annual General Meeting.

6.5 Casual vacancies on the Management Committee may be filled by the Members of the Association and voted in by the Management Committee until the next Annual General Meeting

6.6 Cessation of Office

An office bearer or member of the Committee shall cease to hold such office on:

6.6.1 Resignation in writing as a Committee Member.

6.6.2 Resignation or suspension as a Member of the Association.

6.6.3 Absence from three successive Committee Meetings without explanation acceptable to the Committee.

6.7 Functions and Powers

The Management Committee shall have the following powers:

6.7.1 To appoint sub-committees from amongst members of the Management Committee for such purposes and on such terms as it deems necessary.

6.7.2 To take and defend all legal proceedings by or on behalf of the Association.

6.7.3 To appoint, employ, pay, dismiss, or suspend staff.

6.7.4 To do all other things incidental to or conducive to the attaining of the objects of the Association.

7. MEETINGS

7.1 Committee meetings

7.1.1 The Committee may meet as frequently as it may deem necessary, but must meet at least eight times a year.

7.1.2 Schedules of Committee meetings will be given at the first committee meeting after the Annual General Meeting, or by seven days written notice to all Committee Members, or in any emergency such other notice as the Committee shall ratify at the next Committee Meeting attended.

7.1.3 A quorum at a Committee Meeting shall be a minimum of four voting members of the Committee and shall include at least one office bearer.

7.1.4 If the quorum is not present, a meeting shall be called within fourteen days. If there is again no quorum the meeting shall take place, and notice given to other Committee members regarding all business dealt with.

7.1.5 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee. The committee must ensure that minutes are taken and kept of each committee meeting. The minutes must record the following —

- (a) the names of the committee members present at the meeting;
- (b) the name of any person attending the meeting under rule 43(5);
- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

7.1.6 The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

7.1.7 The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next committee meeting.

7.1.8 When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

7.1.9 Payment to committee members

- (a) In this Constitution –
 - committee member includes a member of a subcommittee;
 - committee meeting includes a meeting of a subcommittee.
- (b) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred –
 - (i) In attending a committee meeting or
 - (ii) In attending a general meeting ; or
 - (iii) Otherwise in connection with the Association's business.

7.3 Annual General Meeting

7.3.1 The Annual General Meeting shall be held within four months after the end of the Associations Financial Year.

7.3.2 The business of the Annual General Meeting shall be:

- Minutes of the previous Annual General Meeting
- Presentation and adoption of reports
- Election of Office Bearers
- Appointment of Auditor
- General Business

7.4 **Special General Meeting**

7.4.1 A Special General Meeting can be called by the directive of the Management Committee, of three committee members or no greater than 5 % of the total members of the Association.

7.4.2 At least twenty one (21) days notice in writing will be given of the Special General Meeting.

7.4.3 The directive, or request, and the subsequent notice calling a Special General Meeting should specify the general nature of the business to be carried out at that meeting.

7.5 **Notice of meetings**

Notice of any kind, including a meeting, Annual General Meeting, Special General Meeting, and General Meeting of any business (including special business or resolutions) may be given by either

- a) Ordinary prepaid post or email addressed to the recipient of the address shown in the records of the Association as the last known address
- b) By being handed personally to a member
- c) Being contained in any newsletter or other pamphlet distributed to members
- d) Being displayed upon any notice board at the premises of the Association for not less than fourteen days.

7.6 **Quorum**

7.6.1 No business shall be transacted at any Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to its business.

7.6.2 Quorum at any Annual General Meeting, Special General Meeting or General Meeting shall be eight members of the association and entitled to vote. This includes personally present or by proxy.

7.6.3 If at any Annual General Meeting or Special General Meeting there is no quorum within thirty minutes of the time appointed for the meeting, then a majority of members present may decide to adjourn the meeting for a period of not more than fourteen days.

7.6.4 If at the subsequent meeting there is again no quorum, the meeting shall continue and a notice be displayed regarding all business transacted, and if no written complaint is received within seven days the business shall be ratified at the next Committee meeting.

7.7 **Voting**

7.7.1 Each member is entitled to a deliberative vote.

7.7.2 All voting shall be in person.

7.7.3 Voting shall be by show of hands, except that:

- i) any contested election at an Annual General Meeting or otherwise shall be by secret ballot
- ii) the meeting may, by show of hands require any other vote to be by secret ballot.

7.7.4 Ex-officio or co opted persons shall have the right to address any Committee Meeting but shall have no right to vote at that Meeting unless in the case of an Annual General Meeting, or

Special General Meeting the person is a member of the Association and may vote in their own right, unless said member is an employee of the association.

8. COMMON SEAL

The Common Seal of the Association shall be engraved in the name of the Association and be kept in the care of the Secretary. The Common Seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of any two of the Chairperson, Vice-chairperson, Secretary and Treasurer, both of whom shall subscribe their names as witnesses.

9. AUDITOR

Financial Statements and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements of the Associations Incorporation Act (WA) are met.
- (b) Without limiting sub-rule (a), those requirements include-
 - (i) the preparation of the Financial Statements and Report;
 - (ii) if required, the review or auditing of the Financial Statements or Financial Report (whichever applicable);
 - (iii) the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
 - (iv) if required by the regulations made under the Act, the lodgment of the annual return with the Commissioner.

Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (c) the by-laws (if any) of the Association require a review or audit;
- (d) the Members require a review or audit by resolution at a General Meeting;
- (e) an audit or review is directed by the Commissioner; or
- (f) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections license or registration as a charity under State or Commonwealth legislation.

10. CUSTODY AND INSPECTION OF RECORDS, ETC

Except as otherwise decided by the Management Committee from time to time:

10.1 The secretary shall be responsible for ensuring the maintenance and control of the association's books (except for the Association's financial records).

10.2 The treasurer is responsible for ensuring the custody and maintenance of the association's financial records and securities.

10.3 The Association's books shall be retained for at least 7 years.

10.4 A member may at any reasonable time provide a Statutory Declaration to the Management Committee setting out the purpose for which the copy of the Register of Members is required and may be charged a reasonable amount for the extraction of any part of the Register of Members and the books, documents, records and securities of the Association.

10.5 Inspection of records and documents

10.5.1 Subrule (2) applies to a member who wants to inspect —

- (a) the register of members under section 54(1) of the Act; or
- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.

10.5.2 The member must contact the secretary to make the necessary arrangements for the inspection.

10.5.3 The inspection must be free of charge.

10.5.4 If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

10.5.5 The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

Note for this subrule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

10.5.6 The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

11. AMENDMENT OF THE CONSTITUTION AND RULES

11.1 This Constitution may be altered, amended or replaced by a seventy five percent majority of members present at a meeting of the Association, provided that notice of the proposed changes to the Constitution shall have been given in writing to the Secretary at least forty two days prior to that meeting, and all members of the Association have been notified of the proposed changes at least twenty eight days prior to that meeting.

11.2 A Special General Meeting may alter, amend or replace rules for the proper administration of meetings or business by a majority of members present at a meeting of the Association, provided that not less than seven days written notice, including notice of the proposed changes, has been distributed to all members.

12. DISSOLUTION

12.1 The Association, with approval of not less than 75% of the members present and voting, may be dissolved or wound up by a resolution at a Special General Meeting called for such a purpose.

12.2 If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members or former members of the Association. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual members and which association shall be determined by resolution of the Association members.

13. TRUSTEES

Unless otherwise determined by the members, the committee of the Centre for the time being shall be deemed to be the trustees of the Centre to hold any property real or personal belonging to the Centre.

14. FINANCES

14.1 The financial year for the Doubleview House will commence on the first of July and finish on the thirtieth of June the following year.

14.2 The treasurer is to ensure that proper accounts of all monies received and expended are kept.

14.3 The Treasurer will report on all the financial affairs of the Association at each meeting of the Management Committee.

14.4 Funds of the Association shall be kept in an account with the name of the Association at either a bank or building society nominated by the Management Committee. Payments shall be made as Petty Cash signed by two (2) of the authorized signatories. The Treasurer must be included as an authorized signatory. Major or unusual expenses shall be authorized by the Management Committee.

14.5 All records and books will be available for viewing at the office of West Stirling Neighbourhood House (on request) by financial Members as per section 10.4.

15. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

15.1 Suspension or expulsion

15.1.1 The committee may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

15.1.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

15.1.3 The notice given to the member must state —

- (a) when and where the committee meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

15.1.4 At the committee meeting, the committee must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.

15.1.5 A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

15.1.6 The committee must give the member written notice of the committee's decision, and the

reasons for the decision, within 7 days after the committee meeting at which the decision is made.

15.1.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.

15.1.8 If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

Guidance Note – Suspension or expulsion of a Member - Once the committee has decided to suspend or expel a member under rule 15(5) the member is immediately suspended or expelled.

15.2 Consequences of suspension

15.2.1 During the period a member's membership is suspended, the member —

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

15.2.2 When a member's membership is suspended, the secretary must record in the register of members —

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

15.2.3 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Section 3 — Resolving disputes

Terms used in this Section —

grievance procedure means the procedures set out in this Section;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

15.3 Application of Section

The procedure set out in this Section (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

15.3.1 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

15.4 How grievance procedure is started

15.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

15.4.2 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

15.4.3 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

15.4.4 The notice given to each party to the dispute must state —

- (a) when and where the committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

15.4.5 If —

- (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 23,
- the committee must not determine the dispute.

15.5 Determination of dispute by committee

15.5.1 At the committee meeting at which a dispute is to be considered and determined, the committee must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

15.5.2 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

15.5.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.

15.5.4 If notice is given under subrule (3), each party to the dispute is a party to the mediation.

16. Mediation.

16.1 This Section applies if written notice has been given to the secretary requesting the appointment of a mediator —

- 16.1.1. by a member under rule 15(7); or
- (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).

16.1.2 If this Section applies, a mediator must be chosen or appointed under rule 23.

17. Appointment of mediator

17.1 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.

17.2 If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.

17.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- (a) a member under rule 15(7); or
- (b) a party to a dispute under rule 20(5)(b)(ii); or
- (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.

17.4 The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour of or against any party to the mediation.

18. Mediation process

18.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

18.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

18.3 In conducting the mediation, the mediator must —

- (a) give each party to the mediation every opportunity to be heard; and
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

18.4 The mediator cannot determine the matter that is the subject of the mediation.

18.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

18.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

19. If mediation results in decision to suspend or expel being revoked

If —

(a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and

(b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.