

NEIGHBOURHOOD HOUSES TASMANIA INC.



**Neighbourhood Houses
Tasmania**

CONSTITUTION

September 2016

**Supporting our Members to Strengthen
Their Communities**

Name of the Association

1. The name of the association is Neighbourhood Houses Tasmania (Inc.) (in this Constitution called "NHT").

Definitions

2. The following definitions apply
 - 2.1 "The Act" means the Associations Incorporations Act 1964
 - 2.2 "The Association" means Neighbourhood Houses Tasmania (Inc.) (in this Constitution called "NHT" and "the Association").
 - 2.3 "The Board" means the governing body of the Association
 - 2.4 "Member" means any Neighbourhood House which is approved for Membership and whose subscription is current
 - 2.5 "General Meeting" means a meeting which is open to all Members of the Association
 - 2.6 "Regions" means those three geographic areas marked on the map which appears on Annexure "A"
 - 2.6.1 A sub region means the two (2) sub region areas as marked on Annexure "A"
 - 2.7 "Neighbourhood House" means a Neighbourhood House, Neighbourhood Centre, Community Centre or Community House or other named organisation that the Board deems to be a Neighbourhood House.

Office of the Association

- 3.1 The office of the Association shall be located at Shop 14/113 Main Road, Moonah, Tasmania 7009.
- 3.2 Any change of address is to be notified to all Members within fourteen (14) days.

Objects

- 4 NHT is a leading organisation focused on community development and committed to:
 - strengthening the capacity of Neighbourhood Houses to meet their community's needs;
 - building the capacity of NHT to meet Members' needs; and

- advocating and influencing, on behalf of its Members, for policies and services that effectively address community needs.

To do this, NHT will:

- provide a united voice for its Members;
- facilitate effective networking and communication;
- identify responsive training and learning opportunities;
- maintain a strong and accountable organisational structure;
- value the individual and collective abilities of its Members; and
- work in close partnership with those that share Members aims and ideals.

Powers of the Association

- 5 The Association can open and operate bank accounts, make investments, buy and sell property, lease property, build or alter premises, apply for funding, employ staff and consultants as required, accept gifts, seek contributions through fundraising, publish written materials, support other organisations with like objects and undertake any other lawful activities necessary to carry out the objects of the Association.

Non-Profit Clause

- 6 The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Membership

- 7.1 Membership is open to any Neighbourhood House or Organisation whose objects are the same as those of the Association and who meet the membership eligibility criteria set from time to time by the Board. A Neighbourhood House or Organisation wishing to become a Member must:
- a. Apply for Membership on a form approved by the Board;
 - b. Be approved for Membership by the Board; and
 - c. Pay a Membership fee as set down by the Board.
- 7.2 On becoming a Member, a Neighbourhood House has the right to be represented by a delegate nominated by the Member from time to time at any General Meeting of the Association with one (1) House one (1) vote. Any Member wishing to nominate for a position on the Board must nominate a specific representative or delegate for that position.

- 7.3 The Public Officer shall keep and maintain a register of Members showing the address of the Member together with the date they commenced Membership and the date when the Membership will expire.
- 7.4 Members may resign from the Association at any time by giving notice in writing to the Public officer of the Association. Membership ceases when the said notice is accepted at a formal NHT Board meeting.
- 7.5 Members may be expelled from the Association if the Board considers their conduct has been, or continues to be, detrimental to the Association.
- 7.6 Members can only be expelled if the following procedure is followed:
- a. The Board serves a notice in writing to the Member whose expulsion is being considered advising it of the reasons it is being considered for expulsion.
 - b. Following the delivery of the notice, that the Member has a period of seven (7) days in which to respond in writing to the Board addressing the contents of the notice.
 - c. That the Board meets within twenty one (21) days from service of the notice to consider any reply received and determine whether the Member is to be expelled.
 - d. If the Board resolves to expel a Member, the expulsion takes effect immediately they receive notice of its expulsion from the Board. The decision of the Board shall be sole and absolute.
- 7.7 The Association must have a minimum of fifteen (15) Members and a minimum of three (3) from each Region.
- 7.8 Associate Membership is available to any Organisation whose objects are, in the opinion of the Board, sufficiently similar to those of the Association to warrant Associate Membership. Associate Members do not have voting rights.

Membership fees

- 8.1 An annual Membership fee is payable by each Member of the Association and an Associate Membership fee is payable by each Associate Member.
- 8.2 Annual Membership fees shall be set by the Board and shall be advised to all Members within thirty (30) days of being set.
- 8.3 Annual Membership and Associate Membership fees are due on 1st July in each year provided that Members shall have until the commencement of the Association's Annual General Meeting to make payment of their annual Membership fee.

- 8.4 Members who do not renew their Membership by payment of the annual Membership fee shall cease to be a Member at the commencement of the Association's Annual General Meeting.

Election of the Board

- 9.1 The Association shall be governed by a Board consisting of:
- a the President
 - b the Vice President/Public Officer
 - c the Treasurer
 - d the Secretary
 - e The nominated delegates of six (6) other ordinary Members
- 9.2 The Board is to be elected from the Membership of the Association in the following manner:
- a An election shall be conducted within each of the three (3) regions to elect the following representatives for appointment by the Association to the Board:
 - three (3) representatives from the North region;
 - three (3) representatives from the North-West region;
 - and four (4) representatives from the Southern region, consisting of at least one (1) representative from each of the two Southern sub regions.
 - b Those representatives elected from each Region will be deemed to be elected as Members of the Board at the Annual General Meeting.
 - c Prior to the Annual General Meeting, the ten (10) elected representatives from the Regions may be nominated for a specific Board position.
 - d If there is more than one (1) representative nominated for a particular position then a ballot is to be conducted at the Annual General Meeting to determine which representatives shall be office bearers on the Board. No proxies are allowed.
- 9.3 In the event of there being an office bearer or Board position vacancy then the Board shall fill the position vacancy by appointing a Member from the same region as the office bearer who left the vacancy within sixty (60) days provided that if such an appointment is not possible or practical, in the sole and absolute opinion of the Board, then the Board may appoint such other Member (or the delegate thereof) as it deems appropriate.
- 9.4 Subject to the term limits in Clause 9.8, all Board Members shall be elected at the Annual General Meeting, as outlined in this section, and shall hold office for two (2) years. The end date of the term is defined by the date of the second Annual General Meeting after being elected.
- 9.5 The offices of President, Vice President/Public Officer, Secretary and Treasurer make up the Executive Board.

- 9.6 If a full Board meeting cannot be held then the Executive Board may issue instructions to the Public Officer and the employees of the association in matters of urgency connected with the affairs of the Association.
- 9.7 All Executive Board decisions or actions must be ratified and minuted at the next full Board meeting.
- 9.8 **Term Limits:**
- 9.8.1 Term of office for Officers and members of the Board shall be limited to ten (10) consecutive years.
- 9.8.2 After the maximum ten-year tenure, a person may be re-elected to the board provided there is a two-year break between the end of their ten-year tenure and their re-election.
- 9.8.3 The maximum term of office in any one Executive position is six (6) years.

Responsibilities of the Board

- 10.1 The Board is responsible for:
- a. Upholding the Objects of the Association and for the proper exercise of the powers of the Association.
 - b. Observing the requirements of the Associations Incorporations Act 1964.
 - c. Managing any services and activities the Association provides including procuring funding and the financial management of the Association.
 - d. Meeting the requirements of any funding or other agreements which the Association has entered.
 - e. Establishing sub-Boards consisting of at least three (3) Members and such other persons as the Board may determine.
 - f. Maintaining Membership and community support of the Association

Board Meetings

- 11.1 The Board shall meet as required but not less than five (5) times per year.
- 11.2 A special meeting of the Board may be called by the President or two (2) Members of the Board.
- 11.3 The quorum for a meeting shall be six (6) elected Members.

- 11.4 If a quorum is not present within one (1) hour of the time at which a meeting was due to commence then the meeting is to be adjourned to a date, time and location as determined by the Members present. The Secretary is to notify all Members of the Board of the date, time and location.
- 11.5 Voting at Board meetings is to be conducted as follows:-
- a. Each Member of the Board has one (1) vote
 - b. No proxies are permitted
 - c. All matters are to be determined by a majority vote
 - d. In the case of a tied vote, the President shall have an additional (or casting) vote.
 - e. Any Member of the Board who has a direct or indirect financial or pecuniary interest in any matter to be considered by the Board shall disclose such interest to the Board as soon as the Member becomes aware of the interest and that Member shall cease to be involved in the decision making process. That Member shall not participate in debate or vote.
- 11.6 A Member of the Board ceases to hold office if:-
- a. The Member resigns in writing as a Member of the Board;
 - b. The Neighbourhood House which that Member represents fails to pay its subscription, resigns, is suspended or expelled from the Association;
 - c. By majority vote of the Board the Member is expelled from the Board under paragraph 12 of these rules;
 - d. The Member ceases to live in Tasmania;
 - e. The Member fails to attend three consecutive Board meetings without leave having been granted by the Board
- 11.7 The Board may invite any person to attend a Board meeting as an observer. An observer has no right to vote.
- 11.8 The Board may co-opt persons to the Board for a period not exceeding one (1) year for the purpose of enhancing the knowledge skills and/or expertise of the Board. Co-opted Members have no right to vote. There shall be no more than three (3) such co-opted Members at any one time

Expulsion from the Board

- 12.1 A Member of the Board can be expelled if the Board considers the Member's conduct is detrimental to the interests of the Association or if the Member is not performing their duties of office fully consistent with NHT's Code of Conduct
- 12.2 To expel a Member of the Board, the Board must give the Member at least seven (7) days notice in writing of the meeting at which the expulsion will be discussed. The notice must state why the Member is

being considered for expulsion. The Member is entitled to attend this meeting to address this Board; however, they can be required to leave the meeting while the Board considers the matters pertaining to the expulsion.

- 12.3 The Board must advise the Member in writing of their decision.
- 12.4 The said Member must stand down from the Board as soon as the Member is given notice of their expulsion.
- 12.5 Subject to clause 12.6, the expulsion of a Member takes effect upon the expiry of fourteen (14) days after the Member has received the notice of expulsion.
- 12.6 The said Member may appeal the expulsion within seven (7) days of the Member receiving notification of the expulsion by written notice of the appeal (“the Appeal Notice”) to the President of the Board. Within twenty one (21) days of receipt of the Appeal Notice the President shall call a special general meeting for the purpose of discussing the expulsion. The notice for a special general meeting shall state that the special business of the meeting is the expulsion of the named Member.

At a special general meeting convened for the purpose of this clause 12.6 –

- a No business other than the question of the expulsion shall be transacted;
- b The Board may place before the meeting details of the grounds of the expulsion and the Board’s reason for the expulsion;
- c The Member shall be given an opportunity to state his or her case in writing or in person.

The Members present shall vote by ballot on the question of whether the expulsion should be lifted or confirmed. If at the special general meeting three quarters (3/4) of the Members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled Member is entitled to continue their Membership of the Association, otherwise the expulsion will take immediate effect.

- 12.7 Subject to this clause 12 a dispute between a Member in their capacity as a member and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

Duties of Office Bearers

- 13.1 Unless otherwise determined by the Board, the duties of the Members shall include but not be limited to those specified by the current NHT Manual.

- 13.2 In the case of the Public Officer, the duties will be determined by the Associations Incorporation Act 1964 and any specific regulations of the Business Affairs office.
- 13.3 In the absence of any office bearer, such other Member of the Board as is determined by the Board may perform the duties of that Office Bearer.
- 13.4 Any three (3) office bearers and the Executive Officer can be appointed as bank signatories.

Annual General Meeting

- 14.1 The Annual General meeting is to be held within three (3) months of the end of the Association's financial year at a date time and location determined by the Board.
- 14.2 Not less than twenty one (21) days notice is to be given of the Annual General Meeting in writing to all Members, both in hard copy and electronic.
- 14.3 The business of the Annual General Meeting is:
- a. To confirm the minutes of the previous Annual General Meeting.
 - b. To receive the President's report.
 - c. To receive the Treasurer's report
 - d. To receive the Auditor's report.
 - e. To receive the Executive Officer's report.
 - f. To endorse election of the Board.
 - g. To elect the Office Bearers.
- 14.4 The quorum to conduct an Annual General Meeting is one half (1/2) of the Members of the Association plus one (1) further Member.
- 14.5 If a quorum is not present within one (1) hour of the appointed commencement time of the meeting, then the meeting is to be adjourned to a date, time and location determined by the Board. The period of adjournment is not to exceed thirty (30) days. All Members of the Association are to be given at least seven (7) days notice of the date, time and location of the adjourned meeting.
- 14.6 Each Member house present has one (1) vote only and there shall be no proxy.
- 14.7 Voting is to be conducted in the manner set out in these rules and in the absence of any such direction in a manner determined by the President.
- 14.8 The President shall have an additional or casting vote in the event of a tie.

Special General Meetings

- 15.1 The Public Officer is to call a Special General Meeting of the Association within twenty one (21) days of receiving one of the following:
 - a. A request from the Board;
 - b. A request signed by three Members of the Board; or
 - c. A request signed by representatives of six (6) Members of the Association.
- 15.2 Any request for a Special General Meeting must specify in detail the nature of the business which is to be conducted at the meeting.
- 15.3 The Public Officer is to give all Members of the Association a minimum of fourteen (14) days notice of the Special General Meeting, both in hard copy and electronic. The notice is to include details of the business which is sought to be conducted at the meeting.
- 15.4 If the Public Officer fails to convene a meeting within twenty one (21) days of the receipt by him or her of a proper request to hold a Special General Meeting, then the Members who have requested the meeting may convene and hold a Special General Meeting as if they were the Board.
- 15.5 In the circumstances detailed in rule 15.4, the Members convening the meeting are to be provided with the names and addresses of all Members. The meeting must be conducted in accordance with the rules of the Association.
- 15.6 The quorum for a Special General Meeting is one half (1/2) of the Members of the Association plus one (1) further Member.
- 15.7 If a quorum is not present within one (1) hour of the appointed commencement time for the meeting, then the meeting is to be adjourned to a date, time and location determined by the Board. The period of adjournment is not to exceed thirty (30) days. All Members of the Association are to be given at least seven (7) days notice of the date, time and location of the adjourned meeting.
- 15.8 A Member is entitled to have representation at a Special General Meeting under Rule 7.2 of these rules. Each Member house has one vote.
- 15.9 Voting is to be conducted in the manner set out in these rules and in the absence of such direction in a manner determined by the President of the meeting.
- 15.10 The President shall have an additional or casting vote in the event of a tie.

Special resolutions at Annual General Meetings and Special General Meetings.

- 16.1 Special Resolutions must be passed by three-quarters (3/4) of the Members present at a general meeting.
- 16.2 Notice of the intention to propose a Special Resolution and full text of the Resolution must have been given to all Members at least fourteen (14) days prior to the meeting at which it is to be discussed and proposed.

When Special Resolutions are required.

17. Special Resolutions are required to be passed for any amendment to be made to this Constitution, for the winding up of the Association, for the amalgamation of the Association with another Association and in other special circumstances.

Seal of the Association.

18. The Seal of the Association is to be kept at the Registered Office and will be affixed according to the Affixing of the Seal Policy.

Winding Up.

- 19.1 In the event of the Association being wound up:
 - a. Every Member of the Association; and
 - b. Every organisation which in the last twelve (12) months was a Member (house) of the Association

is liable to contribute to a sum not exceeding the current membership fee to the assets of the Association for the payment of the debts and liabilities of the Association.
- 19.2 A former Member is not liable to contribute in respect of any debt or liability of the Association after it ceased to be a Member of the Association.

- 19.3 If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other charitable institution having objects similar to the objects of the Association which is a charity authorised to fundraise and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association under of by virtue of the incorporation legislation, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or winding up, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

Establishment and Operation of Public Fund

- 20.1 The Association will create and maintain a public fund (“the Public Fund”) for its objects in this Constitution if, and when, the organisation is successful in being deemed eligible for Deductible Gift Recipient Status by the ATO. The Public Fund shall be called the NHT Fund.
- 20.2 The Association must notify the Australian Taxation Office in writing of any change to its objects that may materially affect the Public Fund.
- 20.3 The Association must ensure that:
- a the Public Fund receives all gifts of money and property to the Association;
 - b all money (including interest, income or money from the sale of property) derived from money or property of the Public Fund is paid into the Public Fund;
 - c the Public Fund does not receive any money or property other than money or property described in clauses 20.3 a and 20.3 b hereof;
 - d the Public Fund is only used to further the objects;
 - e a separate bank account is established and maintained for the Public Fund into which all money in the Public Fund will be paid and that members of the Executive Board referred to in clause 9.5 hereof are the only signatories to the account; and
 - f the public is invited to make gifts to the Public Fund.
- 20.4
- a The Public Fund must be administered by a committee of at least three (3) persons.
 - b The committee must authorise the release of money from the Public Fund, manage the investment of the Public Fund and authorise the sale of its assets.
 - c The Board must appoint the members of the committee and may remove members.

- d The majority of the committee members must be responsible persons.
- e Subject to clauses 20.1 and 20.6 hereof the Board may specify:
 - (i) the manner in which proceedings of the committee are to be conducted;
 - (ii) that the release of the money from the Public Fund authorised by the committee is in accordance with an annual operating plan and budget, as it may be amended from time to time to reflect updates and changes in operational priority, prepared by the Board;
 - (iii) the matters which the committee must have regard to in carrying out its functions; and
 - (iv) any other matters concerning the committee or its functions that the Board decides.
- f A member of the committee may not participate in discussion on, or vote on, a resolution where a member:
 - (i) has or may have a direct personal interest or a conflict of fiduciary duty in doing so;
 - (ii) may benefit either directly or indirectly from doing so.
That member must declare to the meeting the nature of his or her interest in the resolution.

- 20.5 a At the first occurrence of:
- (i) the winding up of the Public Fund; or
 - (ii) the Association ceasing to be a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997*,
- any surplus assets of the Public Fund must be transferred to a fund, authority or institution:
- (iii) which is charitable at law; and
 - (iv) gifts to which are deductible under Division 30.
- b The identity of the fund, authority or institution must be decided by the Association.
- c Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this clause to that fund, authority or institution must be made in accordance with or subject to those conditions.

20.6 Receipts issued for gifts must state:

- a the name of the Association;
- b that fact that the receipt is for a gift; and
- c the Australian Business Number of the Association.

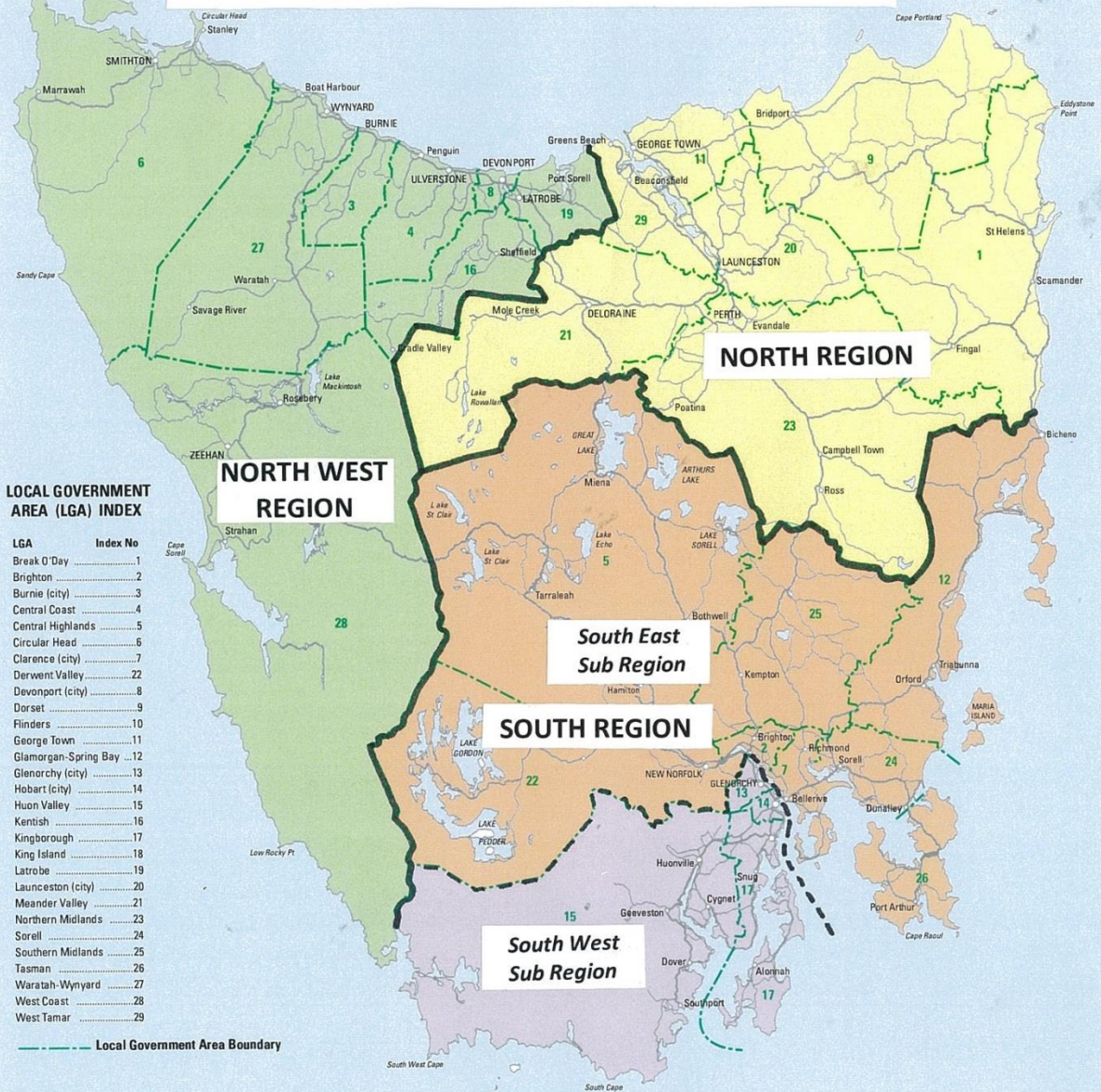
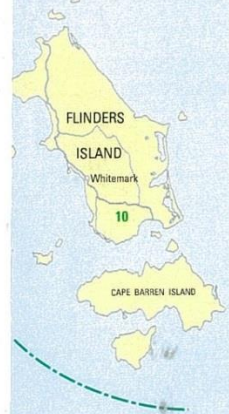
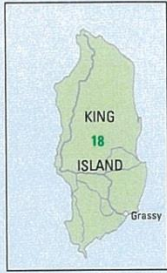
Financial Year.

21. The Financial Year of the Association shall commence on 1st July of each year and conclude on 30th June the following year.



Neighbourhood Houses Tasmania

ANNEXURE A REGIONAL BOUNDARIES



LOCAL GOVERNMENT AREA (LGA) INDEX

LGA	Index No
Break O'Day	1
Brighton	2
Burnie (city)	3
Central Coast	4
Central Highlands	5
Circular Head	6
Clarence (city)	7
Derwent Valley	22
Devonport (city)	8
Dorset	9
Flinders	10
George Town	11
Glamorgan-Spring Bay	12
Glenorchy (city)	13
Hobart (city)	14
Huon Valley	15
Kentish	16
Kingborough	17
King Island	18
Latrobe	19
Launceston (city)	20
Meander Valley	21
Northern Midlands	23
Sorell	24
Southern Midlands	25
Tasman	26
Waratah-Wynyard	27
West Coast	28
West Tamar	29

Local Government Area Boundary

TASMAP

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