

CONSTITUTION

1. NAME

The name of the Association shall be the **Annerley Community Bookshop and Neighbourhood Centre Inc.** (hereinafter called “the Association”).

2. PURPOSE

To be a financially viable not for profit bookshop and community enterprise that re-invests all profits into the development of the organisation and the local community.

3. OBJECTS

The basic objects of the Association are:

- (a) To initiate, promote and support a range of exciting local social and economic development initiatives with an entrepreneurial flavour by working in collaborative partnership with local businesses, service providers and the community.
- (b) To promote a love of books and literature in the local community.
- (c) To create a space to engage with the local community and actively support a broad range of community initiatives through financial and other support arrangements.

4. MEMBERSHIP

A person shall become a member of the Association when he/she has:

- (a) Applied for membership in writing and agreed to support the objects of the Association.
- (b) Paid the relevant fee prescribed by the Management Committee.
- (c) Had their application for membership approved by the next scheduled meeting of the Management Committee
- (d) Had their name and address entered into the Association’s register of members.

A member of the Association may resign by:

- (a) Notifying the Management Committee in writing of his/her intention to resign
- (b) Requesting that his/her name be removed from the Association's register of members.
- (c) Memberships fall void if not paid within 30 days of when they are due to expire.
- (d) A resignation takes effect from the date of receipt by the Secretary of the Management Committee.

5. MEETINGS

There will be three types of meetings of the Association; Management Committee Meetings, General Meetings and Annual General Meetings (AGM's).

General Meetings

- (a) General Meetings may be called by an elected office holder and a member of the management committee whenever it is deemed necessary.
- (b) Once called, the general meeting is to be held within a month.
- (c) All members shall be notified of General Meetings in writing or by electronic means at least two weeks in advance of the proposed date of the meeting.
- (d) No item of business shall be transacted at a General Meeting unless a quorum of members is present during the time when the meeting is considering that item.
- (e) Six members or 20% of the total Association membership (whichever is the greater) shall constitute a quorum for the transaction of business at a General Meeting.
- (f) A question arising at a General meeting of the Association shall be determined on a show of hands. The result of a show of hands shall be written in the minutes.
- (g) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- (h) No proxy votes shall be allowed.
- (i) In the event of a tied vote the chair shall have the casting vote.

Annual General Meetings

- (a) Annual general meetings are to be held within 3 months of the close of the financial year.

- (b) All business is to be transacted at Annual General Meetings in accordance with the procedures outlined in 5 (a-i)
- (c) A report on the Association's activities over the previous 12 months is to be presented to the members of the Association at the AGM.

Management Committee Meetings

- (a) All Management Committee meetings shall be minuted and an agenda distributed prior to the meeting.
- (b) Meetings of the Management Committee shall be held at least 10 times a year.
- (c) No business shall be conducted at a Committee meeting unless a quorum of three (3) elected persons is present..
- (d) A quorum of the management committee is constituted by two elected office holders and one committee member.

6. OFFICE BEARERS AND THE COMMITTEE OF THE ASSOCIATION

- (a) The members of the Association shall elect a President, Public Officer/Secretary, Treasurer and two additional committee members (who are members of the Association, and residents of the state of Queensland for the purposes of the Associations Incorporation Act) at the Annual General Meeting.
- (b) The Secretary shall call for nominations from the members of the association for the positions of office bearers and committee members at least 21 days before the scheduled date of the Annual General Meeting.
- (c) Nominations for the positions of Office Bearers and Committee members of the Association close at least 5 business days before the Annual General Meeting.
- (d) The general powers and responsibilities of the committee are:
 - To co-opt members and appoint sub-committees as and when required.
 - To make decisions on behalf of the Association's membership
 - Planning and implementation on behalf of the Association's membership
 - Financial management
 - Human resource management
 - Consider membership applications and resignations in a timely fashion.
- (e) For the purposes of these rules, an Officer's position becomes vacant if he/she:
 - dies

- becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy
 - becomes a patient within the meaning of the *Mental health Act 1974*
 - does not attend for 3 consecutive meetings without leave of the committee
 - convicted of an offence under the Mental Health Act
 - convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine
 - is convicted on indictment or summarily sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.
 - resigns in writing
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- ceases to be a resident of the state of Queensland
 - ceases to be a member of the Association.
- (d) If a position becomes vacant, the Management committee may appoint a member to the position until the next AGM .

7.DISCLOSURE OF INTERESTS IN CONTRACTS ETC.

- (a) A member who is interested in any contract or commercial arrangement made or proposed to be made with the Association shall disclose their interest at the first Management Committee meeting at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the Management Committee after the acquisition of their interest.
- (b) If a member of the Management Committee becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the Management committee after he/she becomes so interested.
- (c) No member of the Association shall vote as a member in respect of any contract or arrangement in which he/she is interested and if he/she does so his/her vote shall not be counted.

8. EXPULSION OF MEMBERS

- (a) Subject to this rule, the Management Committee may expel a member from the Management Committee or the Association if, in the opinion of the committee, the member has been guilty of conduct detrimental to the interests of the Association.

- (b) The Public Officer of the Association shall serve on the member, a notice in writing detailing the decision to expel the member and the grounds for expulsion.
- (c) Any proposal to expel a member must be considered at a meeting of the Management Committee and is effected if supported by at least two elected members of the management committee and one other member of the management committee.

Appeal Rights

- (a) Any member expelled from the Association and/ or the management committee is entitled to a right of reply to the decision of the management committee and access to an impartial appeal process.
- (b) In the event of an appeal by a member against a decision of the Management Committee to expel him/her from the Association the Management Committee is to establish an Review Panel comprised of a nominee of the member, a nominee of the Management Committee and a qualified alternative dispute resolution officer agreeable to both parties.
- (c) The decision of this panel is to be final
- (d) Where a settlement is reached, the costs for the resolution of the dispute are (by agreement of both parties) to be born equally.
- (e) The Association will bear the costs of any appeal process where an appeal against their original decision is upheld by the review panel.
- (f) In all other circumstances, the costs of the appeal are to be born by the expelled member.

9. INCOME, PROPERTY

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association. The Association may;

- enter into and terminate contracts as necessary
- employ and terminate staff
- develop policies on matters affecting the organisation
- acquire, hold, deal with and dispose of property, assets and income
- make charges for services and facilities it supplies
- make payment for services and facilities it requires
- do other things necessary or convenient to be done in carrying out its affairs.

10. ACCOUNTS

- (a) True accounts shall be kept of all sums of money received and expended by the Association.

- (b) A person appointed by the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Association in such form and manner as the Management Committee directs, and in keeping with the Associations Incorporation Act.
- (c) The Accounts, books and records referred to in this rule shall be kept at a place determined by the members in a General Meeting.

11.BANKING AND FINANCE

- (a) The members shall cause to be opened with a bank, building society or credit union an account in the name of the Association into which all moneys received shall be paid.
- (b) No cheques or withdrawals shall be drawn on the Association's account except for the payment of expenditure that has been authorised by authorised members of the committee as soon as possible after the receipt of invoices or the expense being incurred.
- (c) All cheques and withdrawals shall be signed by two (2) authorised signatories to the Associations bank account, nominated as signatories in a Management Committee Meeting.

12. AUDIT OF ACCOUNTS

- (a) At the Annual General Meeting the members shall appoint a qualified person who is not a member of the Association as the auditor of the Association.
- (b) A person so appointed shall hold office until the members decide on another auditor in a General Meeting.
- (c) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (d) The auditor shall certify as to the correctness of the accounts of the Association and his/her report shall be presented to the members at a General meeting prior to it being lodged with the Department of Fair Trading, (the lodgement must be within a month of the report being signed by the auditor).
- (e) In this report, and in certifying to the accounts, the auditor shall state:
 - Whether he/she has obtained the information required;
 - Whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the

Association according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Association; and

- Whether the rules relating to the administration of the funds of the Association have been observed.
- (f) The Public Officer of the Association shall cause to be delivered to the auditor a list of all accounts, books and records of the Association.

(g) The auditor:

Has a right of access to the accounts, books, records, vouchers and documents of the Association;

May require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor;

May, in relation to the accounts of the Association, examine any member or any servant of the Association.

13. FINANCIAL YEAR

The financial year of the Association is the period beginning on 1st July in each year and ending on 30th June next following.

14. ALTERATION OF THE CONSTITUTION

- (a) The rules may be amended by resolution passed by two-thirds majority of members present at a General Meeting.
- (b) An amendment to the objects and purposes of the Association shall not be effective until approved by the Department of Fair Trading.

15. SEAL OF THE ASSOCIATION

The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

- (a) The seal of the Association shall not be affixed to any instrument except by the authority of the members and the affixing thereof shall be attested by the signatures of two members of the Association.
- (b) The seal shall remain in the custody of the Public officer.

16. DISSOLUTION OF THE ASSOCIATION

In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation with similar objects or a charitable institution.