

The Mornington Peninsula Human Rights Group

**Constitution
As amended**

31 August, 2009

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The Mornington Peninsula Human Rights Group

1. NAME

The name of this organisation shall be “The Mornington Peninsula Human Rights Group” (hereinafter referred to as the Group)

2. STATEMENT of PURPOSES

- (a) To promote understanding of and respect for human rights and responsibilities in our municipality and beyond through programs of community education.
- (b) To welcome the participation of people of good will who share our commitment to human rights and responsibilities.
- (c) To provide information about the work of the Group, and to maintain a data base of people who wish to be kept informed about our activities.
- (d) To remain unaligned with any political party or political movement.

3. MEMBERSHIP

- (a) Membership of this Group shall be open to persons who reside in the Mornington Peninsula (predominantly, but in some cases in other geographic locations) who hold a commitment to support the “human rights” of all persons.
- (b) Applicants for membership must be sponsored by two members of the Group and be approved by the Management Committee. Applications shall be in writing on the form prescribed in Appendix 3 of these rules, and lodged with the Secretary, who shall refer the application to the Management Committee for their determination. (No entrance fee is applicable.)
- (c) Approved nominees shall be notified by the Secretary, who shall request payment of the first year’s subscription. The Secretary shall, upon payment of the amounts referred to in this sub-clause, enter the nominee’s name in the register of members, and then the nominee becomes a member of the Group.
- (d) If the Management Committee rejects a nomination, the Management Committee must, as soon as practicable, notify the applicant and their sponsors that the nomination has been rejected. The reason for such decision will not be disclosed, and will remain “in confidence”, with no correspondence or discussion to be entered into following such a decision.
- (e) No person shall be denied membership of the club for reasons of race, religion or political persuasion.

4. ANNUAL SUBSCRIPTION

Members of the Group shall pay an annual subscription for the period of the Group’s Financial Year, and the amount shall be determined at each Annual General Meeting. The initial subscription as determined by the Management Committee shall be \$10 per annum, regardless of the date a member joins the Group. Repeat subscriptions shall be due and payable within 90 days of the immediately previous Annual General Meeting.

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5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members, in which shall be entered the date of admission of each member. The register shall be available for inspection by any member upon request, and a member may make a copy of entries in the register.

6. CEASING MEMBERSHIP

- (a) A member of the Group who has paid all monies due and payable by the member may resign from the Group by giving one month's notice in writing to the Secretary of their intention to resign.
- (b) A member who has not paid their subscription for the period nominated in Clause 4 shall be un-financial. The Management Committee may, after considering the circumstances, either give further notice of not more than 14 days to the member to pay the arrears, or instruct the Secretary to take appropriate action as provided for in Clause 6(c).
- (c) After expiry of the period referred to in 6(a) and or 6(b) above,
 - (i) the member ceases to be a member; and
 - (ii) the Secretary must record in the register of members the date on which the member ceases to be a member.

7. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

Where it is alleged to the Management Committee that a member has refused or neglected to comply with these rules, and the Management Committee is of the view that it is appropriate to take action, the Secretary shall, in writing, give notice to the Member of an opportunity to reply to any such allegations within 14 days of receipt of the notice. The Management Committee shall consider any such reply and determine whether the Member should be suspended or expelled. In the event the Management Committee determines the Member should be suspended or expelled, the Secretary shall notify the Member of that decision.

8. DISPUTES AND MEDIATION

- (a) To provide the Member some grievance procedure, should they have suffered expulsion, or been subject to other dissatisfaction, the member may formally notify the Management Committee of their intention to dispute the Management Committee's action.
- (b) 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 the parties.
- (c) 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.
- (d) The mediator must be –
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement –
 - (1) In the case of a dispute between a member and another member, a person appointed by the Management Committee of the Group; or
 - (2) In the case of a dispute between a member and the Group, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Group can be a mediator.
- (f) The mediator cannot be a member who is party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

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- (h) The mediator, in conducting the mediation, must –
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

9. CHANGES TO THE CONSTITUTION

Should it arise that a member recommends a change to these rules, advance notice must be given in writing to the Management Committee, which shall arrange for the notice of motion to be included in the order of business for the next Annual General Meeting, or of a Special General Meeting, should the Management Committee so determine.

10. MEETINGS

The general meetings and the Annual General Meeting of the Group shall be held as provided in these rules. Proxy voting is not available on any motion at any meeting of the Group.

11. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting shall be held before 30th September of each year.
- (b) The Management Committee may determine the date, time and place of the Annual General Meeting of the Group.
- (c) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting
- (d) The business of the Annual General Meeting shall be,
 - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and
 - (ii) to receive from the Management Committee reports upon the transactions of the Group during the last preceding financial year; and
 - (iii) to elect officers of the Group and the ordinary members of the Management Committee; and
 - (iv) to receive and consider reports on any Projects conducted during the past year; and
 - (v) to appoint an Auditor; and
 - (vi) to approve the Annual Subscription.
- (e) The Annual General Meeting may also conduct any special business of which notice has been given in accordance with these rules.

12. SPECIAL GENERAL MEETINGS

- (a) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Group, and the Management 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 the Group.
- (b) The request for a Special General Meeting must -
 - (i) state the objects of the meeting; and
 - (ii) be signed by the members requesting the meeting; and
 - (iii) be sent to the address of the Secretary.
- (c) If the Management 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.

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- (d) 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 Management Committee, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Group to the persons incurring the expenses.

13. NOTICE OF GENERAL MEETINGS

- (a) The Secretary of the Group, 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 the Group, must provide to each member of the Group, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice shall be given in accordance with the procedure set down in the relevant clause of these rules.
- (c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (d) A member intending to bring any business before a meeting may notify in writing the Secretary of that business, and the Secretary must include that business in the notice calling the next general meeting.

14. PRESIDING AT GENERAL MEETINGS

- (a) The Chair, or in the Chair's absence, the Deputy Chair, shall preside at each general meeting of the Group.
- (b) If the Chair and Deputy Chair are unavoidably absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chair.

15. VOTING AT GENERAL MEETINGS

- (a) Upon any question arising at a general meeting of the Group, a member has one vote only.
- (b) All votes must be given personally.
- (c) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Group have been paid, other than the amount of the Annual Subscription payable in respect of the current financial year.
- (e) A special resolution is passed at a meeting if, and only if –
 - (i) of the entitled members who vote at the meeting, not less than three quarters vote in favour of the resolution, and,
 - (ii) any additional requirements of the rules of the Group relating to the passing of a special resolution have been met.

16. POLL AT GENERAL MEETINGS

- (a) 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 a manner as the Chair may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chair, 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 Chair may direct.

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17. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- If a question arising at a general meeting of the Group is determined on a show of hands –
- (a) a declaration by the Chair 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 the Group will be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. MANAGEMENT COMMITTEE

- (a) The Offices of the Group shall be
 - (i) a Chair
 - (ii) a Deputy Chair
 - (iii) a Treasurer
 - (iv) a Secretary, who shall also be the Public Officer
 - (v) the Editor of the Group's Newsletter.
- (b) The Group shall be managed by a Management Committee comprising the Chair, the Deputy Chair, the Secretary, the Treasurer, the Editor, three committee members who are elected annually and are financial members of the Group, and up to two of the Project Conveners of current projects.
- (c) The Management Committee –
 - (i) shall control and manage the business and affairs of the Group; and
 - (ii) may, subject to any provisions of this Constitution, exercise all such powers and functions as may be exercised by the Group, other than those powers and functions that are required by this Constitution to be exercised by general meetings of members of the Group; and
 - (iii) subject to this Constitution, has power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Group
- (d) All Management Committee members shall hold office from one Annual General Meeting to the next, provided that they have not resigned or been disqualified.
- (e) Statements on behalf of the Group on any issue must be authorised by the Management Committee.

19. ASSIGNMENT OF CONVENERS FOR GROUP PROJECTS

- (a) After consultation among members, the Group may determine to establish – from time to time – Projects to undertake one or more functions.
- (b) Project Conveners shall be appointed by the Chair, in consultation as necessary with the members.

20. ELECTION OF OFFICERS AND ORDINARY MANAGEMENT COMMITTEE MEMBERS

- (a) Nominations of candidates for election as officers of the Group or as ordinary members of the Management Committee must be –
 - (i) made in writing, signed by two members of the Group, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination – see Appendix 2); and
 - (ii) delivered to the Secretary of the Group not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (b) A candidate may only be nominated for one office, or as an ordinary member of the Management Committee, prior to the Annual General Meeting.
- (c) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to be elected, and further nominations may be received at the Annual General Meeting.
- (d) 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.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (f) The ballot for the election of officers and ordinary members of the Management Committee must be conducted at the Annual General Meeting in such manner as the Management Committee may direct.

21. VACANCIES

The office of an officer of the Group, or of an ordinary member of the Management Committee, becomes vacant if the officer or member –

- (a) ceases to be a member of the Group; 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.

22. MEETINGS OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee must meet at least 3 times in each year at such place and such times as the Management Committee may determine.
- (b) Special meetings of the Management Committee may be convened by the Chair, or by any 4 members of the Management Committee.

23. NOTICE OF MANAGEMENT COMMITTEE MEETINGS

- (a) Notice of each Management Committee meeting must be given to each member of the Management Committee seven business days before the date of the meeting.
- (b) Notice must be given to members of the Management Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such meeting.

24. QUORUM FOR MANAGEMENT COMMITTEE MEETINGS

- (a) Any four members of the Management Committee entitled to a vote, constitute a quorum for the conduct of the business of a meeting of the Management Committee.
- (b) No business may be conducted unless a quorum is present.

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- (c) If within half an hour of the time appointed for the meeting a quorum is not present –
 - (i) in the case of a Special Management Committee 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.

25. PRESIDING AT MANAGEMENT COMMITTEE MEETINGS

- (a) The Chair or, in the Chair's absence, the Deputy Chair presides; or
- (b) If both the Chair and the Deputy Chair are unavoidably absent, or are unable to preside, the members present must choose one of their number to preside, provided a quorum exists.

26. VOTING AT MANAGEMENT COMMITTEE MEETINGS

- (a) Questions arising at a meeting of the Management Committee, or at a meeting of any sub-committee appointed by the Management 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.
- (b) Each member present at a meeting of the Management Committee, or a meeting of any sub-committee appointed by the Management 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.

27. REMOVAL OF MANAGEMENT COMMITTEE MEMBER

- (a) The Group in general meeting may, by resolution, remove any member of the Management Committee before the expiration of the member's term of office, and appoint another member in their place to hold office until the expiration of the term of the first member.
- (b) A member who is the subject of a proposed resolution referred to in sub-rule (a) above may make representation in writing (not exceeding a reasonable length) to the Secretary or Chair of the Group, and may request the representations be provided to members of the Group.
- (c) The Secretary or the Chair may give a copy of the representations to each member of the Group or, if they are not given, the member may require that they be read out at the meeting.

28. MINUTES OF MEETINGS

The Secretary of the Group must keep minutes of the resolutions and proceedings of each general meeting and each Management Committee meeting, together with a record of the names of persons present at Management Committee meetings.

29. FUNDS

- (a) The financial year of the Group ends on 30th June.
- (b) The Treasurer of the Group must:
 - (i) collect and receive all moneys due to the Group and make all payments by the Group, and
 - (ii) keep correct accounts and books showing the financial affairs of the Group, with full details of all receipts and payments connected with the activities of the Group; and
 - (iii) these accounts shall be subjected for audit.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Management Committee.
- (d) The funds of the Group shall be derived from annual subscriptions, donations and such other sources as the Management Committee determines.

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30. NOTICE TO MEMBERS

Except for the requirement in Rule 13, any notice that is required to be given to a member, by or on behalf of the Group, 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) sending it by E-Mail, if the member has previously lodged their E-Mail address and specifically asked that this method be used.

31. WINDING UP

On winding up, the funds of the Group shall not be distributed to members, but shall be donated to a charitable organisation which prohibits distribution of its funds to members.

32. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Except as otherwise provided in these rules, the Secretary must keep in their custody or under their control all books, documents and securities of the Group, except those necessary to be held by other Management Committee members of the Group (e.g., the Treasurer) in the execution of their duties.
- (b) All accounts, books, securities and any other relevant documents of the Group must be available for inspection by any member upon request.

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APPENDIX 1

What follows is the form which will be completed for all prospective members.

APPLICATION FOR MEMBERSHIP OF
THE MORNINGTON PENINSULA HUMAN RIGHTS GROUP

I (We), (and)

of

.....

.....

VIC,

E.Mail:

desire to become a member (members) of
The Mornington Peninsula Human Rights Group.

In the event my (our) application is successful, I (we) agree to be bound
by the rules of the Group for the time being in force.

..... *Signature(s) of Applicant(s)*

.....

..... *Date*

I,,

a member of the Group, nominate the Applicant(s), who is (are)
personally known to me, for membership of the Group.

..... *Signature of Proposer*

..... *Date*

I,,

a member of the Group, second the nomination of the Applicant(s), who is (are)
personally known to me, for membership of the Group.

..... *Signature of Seconder*

..... *Date*