

# SHARING SHED MELBOURNE INC.

## ASSOCIATION RULES

AI: A0102664Z

Incorporated under the *Associations Incorporation Reform Act 2012 (Vic)* (the Act)

[Adopted by special resolution at the Annual General Meeting held on 14 October 2019]

### The Association

1. The name of the Association is Sharing Shed Melbourne Inc. (**the Association**).
2. The principal purpose of the Association is to protect and enhance the natural environment, including by:
  - a. avoiding and reducing the demand for natural resources and the amount of waste going to landfill through the promotion of reuse, repair, sharing and recycling of goods and material;
  - b. operating and promoting the establishment of facilities and services in the community to enable goods and materials to be reused, repaired, shared and recycled;
  - c. providing low-income earners and other disadvantaged groups in the community with affordable access to goods and materials sourced from the waste stream or otherwise made available for reuse, repair, sharing or recycling;
  - d. encouraging community awareness and advocating for environmentally responsible design and manufacture of goods to be durable, repairable and reusable;
  - e. generating employment opportunities, skills training and skill-sharing in the community to facilitate or otherwise promote goods and materials being reused, repaired, shared and recycled (**the Purposes**).
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

### Financial Year

5. The financial year of the Association starts on the 1<sup>st</sup> of July of each year.

### Membership

6. Anyone who supports the Purposes of the Association and agrees to comply with these Rules and the policies of the Association can apply to join the Association as a member.
7. A person can apply to become a member of the Association by:
  - a. writing to the Secretary; or
  - b. registering online through the Association's website; and—paying the joining fee (if any).
8. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for its decision, but it must return the joining fee (if any) and write to the applicant to tell them their application has been rejected.

9. A person becomes a member of the Association when:
  - a. the Committee has approved the person's application to join the Association;
  - b. the Association has received the person's joining fee (if any); and
  - c. the Secretary has entered the person's name, address and date they became a member on the members' register.
10. The Association must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee (if any) must be paid within one month.
11. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

### **Associate Members**

12. Associate members of the Association include:
  - a. any persons who have paid a one-month trial subscription and agree to comply with the Association's policies; and
  - b. any non-profit organisations that have paid the annual subscription and agree to comply with the Association's policies;
  - c. any other category of member as determined by special resolution at a general meeting.
13. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

### **Annual Subscription and Fee on Joining**

14. The joining fee and subscription rates are set out in Schedule 1 and are subject to change or increase from year to year. Any changes to these rates must be approved by members at a general meeting and will be published on the Association's website.
15. The Committee may agree, from time to time, to offer discounted memberships to encourage new members to join or existing members to renew their memberships.

### **Borrowing Rights of Members**

16. Members who have paid the joining fee and subscription are entitled to exercise borrowing rights once they have:
  - a. provided proof of eligibility in accordance with the Association's Membership Policy; and
  - b. agreed to comply with the Borrowing Policy and acknowledge any Liability Waiver in place at the time goods are borrowed.
17. Members are entitled to borrow up to five items for up to a week during the period of their membership, or such additional number and timeframe as specified in the Borrowing Policy as amended from time to time. The Association retains the right to refuse to loan items for any reason, other than where to do so is contrary to Australian law.
18. Members may be able to reserve and renew items, subject to demand and in accordance with the Borrowing Policy as amended from time to time. The Association cannot guarantee that all reserved items will be available for collection, or that all borrowed items will be available for renewal.

19. The Association's Borrowing Policy may set fees or charges for overdue items, cleaning items returned in an unclean state, repair or replacement of goods that were damaged (other than fair wear and tear), and replacement of lost or stolen goods capped at the value of the item plus a \$5 administration fee.
20. The Association's Borrowing Policy may also require a small additional fee or deposit for items that are high-maintenance, of high-value or during peak demand periods with the amount not exceeding \$10 per week for any one item or 25% of the item's value, whichever is the larger amount.
21. Fees or charges and the suspension of borrowing rights may be reduced or waived at the discretion of the Committee or otherwise in accordance with the Borrowing Policy as amended from time to time.
22. The Association may take steps to recover overdue items or unpaid fees or charges, including using a recovery agency or taking legal action.

### **General Rights of Members**

23. Members have rights and liabilities as set out in the Act and in these Rules.
24. A member of the Association who is entitled to vote has the right to:
  - a. receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b. submit items of business for consideration at a general meeting; and
  - c. attend and be heard at general meetings; and
  - d. vote at a general meeting; and
  - e. have access to the minutes of general meetings and other documents of the Association as provided under rule 33; and
  - f. inspect the register of members.
25. A member is entitled to vote if:
  - a. the member is a member other than an associate member; and
  - b. the member's membership rights are not suspended for any reason.
26. Each member's liability is limited to the joining and annual subscription fees (if any).
27. The rights of a member are not transferable and end when membership ceases.

### **Ceasing Membership**

28. The membership of a person ceases on resignation, expulsion or death.
29. A member may resign by notice in writing given to the Secretary. The Association will not refund any joining and subscription fees already paid.
30. A member is taken to have resigned if:
  - a. the member's annual subscription is more than 12 months in arrears; or
  - b. where no annual subscription is payable:
    - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - ii. the member has not, within 3 months after receiving the request, confirmed in writing that he or she wishes to remain a member.
31. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## Register of members

32. The Secretary must keep and maintain a register of members that includes:
  - a. for each current member:
    - i. the member's name;
    - ii. the address for notice last given by the member;
    - iii. the date of becoming a member;
    - iv. if the member is an associate member, a note to that effect;
    - v. any other information determined by the Committee; and
  - b. for each former member, the date of ceasing to be a member.

## Members' Access to Documents

33. A member may, subject to rules 35 to 37, inspect the Rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
34. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
35. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
36. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
37. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the member outlining their decision.

## The Committee

38. The Association is governed by a management committee (**the Committee**) that is made up of committee members (**Committee Members**).
39. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
40. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member, a volunteer or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked wholly or in part by the Committee in writing.
41. Committee Members are elected by members of the Association at the Annual General Meeting (**AGM**) by ballot.
42. A member is eligible to be elected or appointed as a Committee Member if the member is over 18 years of age and is entitled to vote at a general meeting.
43. The Committee is made up of the following roles:
  - a. the Convenor
  - b. the Deputy Convenor
  - c. the Treasurer

- d. the Secretary  
(these are the Offices)
  - e. up to five Ordinary Committee Members.
44. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office.
  45. The Secretary must be over 18 years of age and live in Australia. If the Secretary stops living in Australia, they cannot remain the Secretary. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
  46. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
  47. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.
  48. If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.
  49. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
  50. A Committee Member stops being on the Committee if they:
    - a. resign, by writing to the Committee or the Secretary;
    - b. fail to attend 3 consecutive committee meetings without leave of absence granted by the Committee;
    - c. are removed by a special resolution of members of the Association;
    - d. become insolvent (as the term is used in the Corporations Act 2001);
    - e. become a represented person (under the Guardianship and Administration Act 1986), or
    - f. die.
  51. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 50, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

### **General Duties of the Committee members**

52. Among its other responsibilities, the Committee is responsible for making sure that:
  - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b. all records, securities and relevant documents of the Association are kept properly.
53. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
54. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
55. Committee members must exercise their powers and discharge their duties:
  - a. in good faith in the best interests of the Association; and
  - b. for a proper purpose.
56. Committee members and former committee members must not make improper use of:
  - a. their position; or
  - b. information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

### **Committee Meetings**

57. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
58. The Committee can decide how often it meets.
59. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
60. The Chair of Committee Meetings is the Convenor, or if the Convenor cannot attend, the Deputy Convenor, and if the Convenor and Deputy Convenor cannot attend, the Committee Members can choose who will be Chair for that meeting.
61. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
62. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### **General Meetings**

63. The Association must hold an AGM within five months of the end of the Association's financial year.
64. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, elect Committee Members, and confirm or vary the amounts (if any) of the subscription rates and joining fee (as set out in Schedule 1 or, if varied since these Rules were adopted, as set out on the Association's website). The notice of AGM must include any special business or motions to be considered.
65. The Committee or a group of at least 10% of all members may call a Special General Meeting.
66. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
67. Members may vote by proxy at general meetings. Proxy forms must be received by the Secretary one day before the general meeting.
68. Notice of general meetings must be provided to members at least 21 days before the meeting if a special resolution is to be proposed at the meeting, or 14 days before the meeting in any other case, in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
69. A special resolution is passed if at least three quarters of members voting at the general meeting (whether in person or by proxy) vote in favour of the resolution.
70. Notices of general meetings must include proposed matters to be dealt with at that meeting.
71. The Chair of a general meeting will be the Convenor, or if the Convenor is not in attendance, the Deputy Convenor, or if the Convenor and Deputy Convenor are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
72. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.

73. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
74. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 66) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).
75. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 74, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **Grievance Procedures**

76. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
77. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
  - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

### **Disciplining Members**

78. The Committee can discipline a member of the Association for non-payment of fees or charges or if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
79. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
80. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by an unbiased decision-maker
  - b. the member must have an opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
81. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

### **Financial Matters**

82. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.

83. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
84. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
85. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
86. The Association does not have a common seal.

### **Winding Up**

87. The Association may be wound up voluntarily by special resolution.
88. If the Association is wound up or its incorporation cancelled, any surplus assets must not be distributed to the members or former members of the Associations.
89. Subject to the Act and any Court order, the surplus assets must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
90. The body to which the surplus assets are to be given must be decided by special resolution.

### **Alteration of Rules**

91. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

### **Transitional Provisions**

92. Rule 93 applies notwithstanding anything to the contrary in these Rules.
  93. The members immediately following the adoption of these Rules will be those members listed on the Register at the time of adoption.
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## **SCHEDULE 1**

**Joining fee:** \$10 (all members and associate members)

### **Subscriptions - members:**

- Individual membership: \$60 annual subscription
- Concession membership: \$40 annual subscription for students, pensioners, health care card holders
- Foundation member: 15% discount on annual subscription if purchased by 31 December 2019 or such later date as determined by the Committee and published on the website
- Affiliated membership: 15% discount on annual subscription where the person is a member of an affiliated organisation listed on the Association's website
- Volunteer crew membership: 4 hours volunteering completed prior to commencement of annual membership where applications are made within 12 months of having volunteered

### **Subscriptions - associate members:**

- One-month trial membership (non-renewable, no concession, no further discounts): \$10
- Non-profit organisation: \$90 annual subscription

Note: The joining fee and subscriptions may be varied under rule 64. Current joining fee and subscriptions are published on the Association's website.