

RIVERWOOD COMMUNITY CENTRE LIMITED

ACN 161 125 444

ABN 20 715 425 848

REGULATIONS**Basis for Regulations**

These regulations have been made by the Board pursuant to Clause 7.5.

R1 Definitions and Interpretation

In these regulations:

- (a) “**Clause**” means a clause of the Constitution;
- (b) “**Constitution**” means the Constitution of the Company; and
- (c) terms which are defined in the Constitution have the meanings given to them in the Constitution.

R2 Statement of Values

The Board will develop and maintain a Statement of Values to assist in guiding the operation of the Company and the conduct of Directors, Members and Staff.

R3 Application for Membership

For the purposes of Clause 3.2, the membership application process will be as follows:

- (a) Membership is open to any individual who meets the eligibility set out in Clause 3.2 and:
 - (i) is proposed by two members;
 - (ii) demonstrates to the satisfaction of the Board that he or she is supportive of or has a bona fide interest in the achievement of the objects or purpose of the Company and supports the statement of values of the Company;
 - (iii) completes and lodges an application for membership in the form and manner, and providing such supporting information, as may be from time to time prescribed by the Board; and signed by the applicant and each proposer;
 - (iv) upon lodging the application, pays the relevant entrance fee (if any – see Clause 3.5) which will be held by the Company in pending determination of the application; and
 - (v) is accepted to membership by the Board.
- (b) The Secretary must provide the application for membership to the Board or its duly authorised delegate promptly after its receipt

- (c) If the application is accepted, the applicant must be admitted as a Member and the Secretary must:
 - (i) notify the applicant in writing of the admission to membership and the class and category, if any, of that membership; and
 - (ii) issue a receipt for the membership fee paid (if any) by the Member; and
 - (iii) enter the required details in the Register of Members; and
- (d) If the application is rejected:
 - (i) the Secretary must notify the applicant in writing of the rejection of the application;
 - (ii) the company must refund in full the membership fee paid (if any) with the application; and
 - (iii) the applicant may not apply for membership again within 1 year of the date of rejection.

R4 Life Members

For the purposes of Clause 3.2, the Life Membership nomination process will be as follows:

- (a) Nominations for Life Membership may be proposed by a member by written submission to the Secretary. Nominators should consider and address the criteria set out in the Constitution and Regulations before completing their submission.
- (b) The Board will consider a nomination against the extraordinary nature of Life Membership and the criteria for making the award set out in the Constitution and Regulations.
- (c) The Board will consider a nomination in the general context that Life Membership is the most significant honour that the Company is able to confer, is intrinsically valuable; and is likely restricted to a small potential group of nominees. Life Membership is reserved for those whose contribution goes beyond the ordinary or even the excellent for an extended period of time.
- (d) The Board will consider nominations for Life Membership against the following criteria:
 - (i) The length of active membership or contribution to the Company - A period of 10-15 years' active membership is an indicator of a long-term commitment. To meet this criteria, a nominee will almost certainly be, or have been, a Member, an employee or a volunteer of the Company;
 - (ii) The significance of the contribution of the nominee to the Company, it would be expected that the nominee's contribution would be far ranging;
 - (iii) The nominee should also be able to demonstrate active contribution to the core activity, values and purpose of the Company - it would be expected

that a nominee would have contributed significantly to the development of the organisation and its activities.

- (e) The Board may seek further details to support a nomination for Life Membership, and must determine nominations within three months of their receipt.
- (f) If the nominee is a member of the Board, the nominee is to stand aside from deliberations and decision-making.
- (g) The granting of a Life Membership and the recipient's services to the Company should be publicised on the website and any other communication tool considered appropriate.
- (h) The Company must maintain a register of Life Membership.

R5 Members' obligations and rights

In addition to the obligations and rights in Clause 3.2:

- (a) Members agree to be bound by the provisions of the Constitution and Regulations and to support the Company's Purpose and Statement of Values; and
- (b) For so long as a Member abides by the provisions of the Constitution, the regulations and the statement of values of the Company, the Member will enjoy the rights and privileges of membership under the Act, the Constitution and the Regulations

R6 Rights of a Member to appoint a Representative

In accordance with Clauses 3.3.3 a Member has the right to appoint a Representative.

- (a) As a community organisation, the Company has a large and diverse membership which includes a number of individuals that also receive services and supports from the Company, including:
 - (i) people with a disability;
 - (ii) people from culturally and linguistically diverse backgrounds; and
 - (iii) other disadvantaged members of the community;
- (b) As a result, some Members may need to appoint a Representative to enable them to effectively exercise their rights as a Member; and
- (c) The Company wants to ensure that all Members can exercise their rights equally and that no Member is disadvantaged due to their personal circumstances.
- (d) The Company will maintain a register of Member Representatives.

R7 Proxies

For the purposes of Clause 5.9, a member is not entitled to appoint a proxy.

R8 Disciplining Members

For the purposes of Clause 4.4, the disciplinary process is as follows:

- (a) For the purposes of Clause 11.1, Unacceptable Conduct includes conduct or the making of statements which are defamatory, discriminatory or amount to vilification;
- (a) At least 14 days before the Board meeting at which a resolution under clause 4.4 will be considered, the secretary must notify the member in writing:
 - (i) that the Board is considering a resolution to warn, suspend or expel the member
 - (ii) that this resolution will be considered at a Board meeting and the date of that meeting
 - (iii) what the member is said to have done or not done
 - (iv) the nature of the resolution that has been proposed, and
 - (v) that the member may provide an explanation to the Board, and details of how to do so;
- (b) Before the Board members pass any resolution under Clause 4.4 of the Constitution, the member must be given a chance to explain or defend themselves by:
 - (i) sending the Board a written explanation before that directors' meeting, and/or
 - (ii) present their case at the Board meeting;
- (c) After considering any explanation under (c), the Board may:
 - (i) take no further action
 - (ii) warn the member;
 - (iii) suspend the member's rights as a member for a period of no more than 12 months;
 - (iv) expel the member; or
 - (v) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate for determination;

- (d) The Board cannot fine or censure a member;
- (e) The secretary must give written notice to the member of the decision under Clause 4.4 as soon as possible;
- (f) Disciplinary procedures must be completed as soon as reasonably practical; and
- (g) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

R9 Election of Directors

For the purposes of Clause 6.2, the procedure for the election of Elected Directors will be as follows.

- (a) The Board will appoint a returning officer to conduct the election of Elected Directors. The returning officer:
 - (i) is responsible for the conduct of the election; and
 - (ii) may decide all matters in relation to the conduct of the election, subject to the Constitution and the Regulations;
- (b) The returning officer must call for nominations by notice to each member at least three (3) weeks prior to the annual general meeting at which the election is to take place. The returning officer must allow a minimum of two weeks for nominations to be lodged and must close nominations at or before 5.00pm one week before the election is to be conducted;
- (c) Nominations must be completed in accordance with Clause 6.2.3 by:
 - (i) the candidate indicating by signature his or her consent to act as a director; and
 - (ii) the signature of two proposing Members both of whom must be members entitled to vote at the annual general meeting.
- (d) Nominations will only be accepted on a form approved by the Board in accordance with Clause 6.2.4 and in original format (that is, for example, not by facsimile or email);
- (e) Nominations may be accompanied by a statement of up to 300 words describing the qualifications of the candidate for election as an Elected Director;
- (f) In accordance with Clause 6.2.5, if the number of nominations received is equal to or less than the number of Elected Directors to be elected, the returning officer must declare those candidates elected;
- (g) In accordance with Clause 6.2.6, if the number of nominations received is greater than the number of Elected Directors to be elected, the returning officer is to conduct an election.

- (h) A Member may only exercise 1 vote at an election for an Elected Director. A vote at an election for an Elected Director is only valid if:
 - (i) the Member voting is eligible to vote at annual general meetings for Elected Directors; and
 - (ii) the valid ballot paper has been marked where the name of the candidate appears;
- (i) The returning officer must declare elected the number candidates who receive the most votes, up to and including the number of directors to be elected, filling vacancies in the order to meet the requirements of Clause 6.2.7;
- (j) If two (2) or more candidates receive the same number of votes, and one (1) or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.
- (k) The names of the Elected Directors who have been declared elected must be announced at the annual general meeting by the returning officer (or, in the absence of the returning officer, by the chair of the meeting); and
- (l) The accidental omission to give notice of the call for nominations or to send a ballot paper and accompanying material to any member, or the non-receipt of notice of the call for nominations or a ballot paper and accompanying material by any member does not invalidate the election.

R10 Appointment Procedure for Appointed Directors

For the purposes of Clause 6.3, the procedure for the appointment of Appointed Directors will be as follows:

- (a) The Board may appoint up to 2 Appointed Directors to the Board. Appointed Directors will be selected on the basis of their specific skills and experience relevant to the Board;
- (b) The Board Skills Matrix and the Board Composition Policy will assist in determining the skills and/or experience necessary through the Appointed Directors;
- (c) To ensure the selection of suitable Appointed Directors, the positions will be advertised widely. This may include through relevant avenues such as Better Boards, Institute of Company Directors, Pro-Bono, etc.