

Constitution of Transition The Grove Inc

1 Interpretation

(1) In this constitution—

Act means the *Associations Incorporation Act 1981*.

(2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

(1) The name of the association is Transition The Grove Inc.

(2) "The Grove" is defined to consist of:

(a) The Brisbane suburbs of Ferny Grove (including Woolshed Grove), Upper Kedron, Ferny Hills, Arana Hills, Everton Hills, Everton Park, Mitchelton, Gaythorne, and Enoggera

(b) The natural bio-region bounded by the upper watersheds of Cedar Creek, Kedron Brook and Little Cabbage Tree Creek.

3 Aims

The aims of the association are -

(1) To transition The Grove as a land and community into a resilient, resource-sufficient place where residents and their descendants can live, provide their food, work, and meet their essential needs in an oil-depleted, carbon-reduced future.

(2) To celebrate and grow in strength and identity as a community with a strong ethic of caring and inclusion and journeying to a secure future together and to provide hope and encouragement.

(3) To identify the assets of The Grove and the part they play in building resilience in The Grove; to develop ways to retain, increase, protect and preserve these assets.

(4) To identify the ecological constraints and values inherent in the ecosystems of The Grove, its waterways and forests, and its biodiversity, and to learn, develop and practice ways of living that work within these constraints and values.

(5) To identify and work cooperatively with existing community groups, councils, state and federal government representatives, and active citizens in The Grove.

(6) To cooperate with nearby Transition Initiatives and the wider Transition Network for mutual learning, support and encouragement.

4 Principles

(1) The primary focus is resilience-building in The Grove, and building a strong sense of community and regional awareness in The Grove with an awareness of the principles involved in transition.

(2) Concerns about global changes such as climate change with potentially catastrophic local effects underlie the urgent need to build resilience for The Grove.

(3) Domains of action need to be considered for resilience building. The agreed domains of action include food, energy, water, health, transport, re-creation, education, social cohesion, housing, business economy & finance, governance, construction, security, environment, resources management, manufacturing & mining & forestry, and recycling & waste reduction. Requests for additional domains of action will be considered by the management committee. They are listed on the Transition The Grove Inc. website.

- (4) Separate sub-groups will focus on each domain of action. Some sub-groups will start operating earlier, but gradually there will be sub-groups working on all the domains of action. Sub-group members develop the ideas for resilience building in that domain of action. Members are all encouraged to participate actively in the association through one or more sub-groups, according to their interest, time, talents, and where they feel drawn to involvement.
- (5) The management committee coordinates the resilience building project reports from the sub-groups, applies for funding, approves projects, provides general administration and website management, and organises community meetings and annual general meetings.
- (6) The association is a not-for-profit association.
- (7) Every resident of The Grove is recognised and valued by the association.
- (8) The association is not aligned with any political party, but can accept help and sponsorship, in which case the association acknowledges the source of assistance.
- (9) The association is not aligned with any religious organization or cultural group, but respects the religious and cultural choices of residents in The Grove.
- (10) The association does not accept paid advertising or marketing promotions, but is supportive of local business, services and trades-people living and with businesses in The Grove, seeing them as having an important part to play in resilience building for The Grove.
- (11) The association recognizes that many residents, groups and businesses in The Grove have already begun to transition to reduced dependency on unsustainable energy sources.
- (12) The scale and timing of the coming transition cannot be known in advance, but may be abrupt and extreme.
- (13) The transition response will need to include crisis preparation, with attention to the community's emotional and spiritual response to the challenges to lifestyles and accepted ways of being.
- (14) The association doesn't have a blueprint for successful transition. There are no guarantees, but the transition will involve adaptation, learning, experimentation, creativity, visioning, starting again, adventuring into the unknown, forging pathways, and persisting in the face of difficult challenges.
- (15) Diversity is a strength. A broad range of skills, knowledge, ability and experience is needed. Theoretical and practical knowledge is needed.
- (16) Members are energised by their passion and desire to build a resilient future for themselves and their descendants.
- (17) No individual person will be able to undertake the transition to less energy dependence without the support and efforts of others in the community working together for the same goal. The transition will require a strong, self-aware community united in creating community resilience together.
- (18) The Grove community consists of people of all ages, and from a wide range of backgrounds and needs, and resilience building projects for The Grove need to be designed broadly and inclusively for the benefit of the whole community, recognizing the spectrum of needs of individuals, life-stages, and seeking wide community involvement.
- (19) There is an urgent need to put resilience building infrastructure in place within The Grove, but it has to be managed in a way that takes account of the magnitude of the transition, and the necessity for each individual to make it at a pace they can manage both in understanding, spirit, emotions, financially, physical strength and energy.
- (20) Members of the association are a community of individuals created equal and unique, with responsibility for their own actions. They are expected to help and assist each other, but not to be responsible for the consequences of actions or decisions made by another person. Each person has a responsibility for their own personal care, and for attending

sensibly and wisely to their own safety and welfare, in a way that does not harshly interfere with the efforts of others to take responsibility for their own personal care and safety. All members of the association are first and foremost neighbours and local citizens as far as their duty of care for each other is concerned.

- (21) The Grove is part of the wider community of Australia, the State of Queensland, and local councils. Members are subject to the laws and regulations of these dominions.

5 Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example—
 - (a) enter into contracts
 - (b) acquire, hold, deal with and dispose of property
 - (c) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes.

6 Classes of members

- (1) The membership of the association is open to people who meet the requirements for new membership (Rule 7).
- (2) The number of members is unlimited.
- (3) Young people under eighteen years who live in The Grove cannot be members, but can participate in the association while fully under the direct care and responsibility of their parents or a member nominated by their parents, providing their involvement does not restrict the ability of other members to participate fully, or impose any requirement for special approvals such as Blue Cards.

7 New membership

- (1) An applicant for membership of the association must be
 - (a) a resident in The Grove, or the non-resident owner of a dwelling in The Grove, or a representative of an owner-operated business with premises in The Grove, or a representative of an owner-operated business with premises in The Grove, or a representative of an association in The Grove, or a member of staff of a school or church or healthcare centre or transport service or energy service or water service or council working in The Grove, or a currently elected local councillor or member of parliament for electoral areas falling within The Grove, or a volunteer from outside The Grove making an active contribution to Transition The Grove Inc's activities through an approved sub-group project
 - (b) is at least eighteen years of age
 - (c) shares the association's aims
 - (d) wishes to be a member
 - (e) and agrees to abide by the constitution.
- (2) An application for membership must be—
 - (a) Either in writing on the membership application form approved by the management committee and signed by the applicant.
 - (b) Or applied for by registering on the Transition The Grove web site.

In either case, membership will be dependent on ratification by the Management Committee.
- (3) Members are responsible for keeping their contact details up-to-date **with** the Transition The Grove Inc. Website Coordinator via the Contact Us link on the web site.

8 Fees, Donations, Fund-raising and Grants

A membership fee for each class of membership may be determined by the management committee from time to time which would be payable at the time of applying to join and upon renewal thereafter in the way the management committee decides.

Rather than raising funds through membership fees, a principle of donation may be agreed by the management committee, with fund-raising events from time to time as needed to cover essential costs. Larger project, equipment or staff costs may be met by applying for grants if approved by the management committee.

9 Admission and rejection of new members

- (1) The process of admitting people to membership is automatic providing that they complete the application process and meet the requirement set out on the Membership Application Form.
- (2) The management committee checks applications for membership at the next committee meeting to confirm they meet requirements.
- (3) Applications meeting membership requirements are confirmed and the new member notified via the web site. Applicants not meeting membership requirements are advised of the reason via the web site.

10 Constitution

- (1) A pdf copy of this constitution will be available on the website to members and people applying to be members.

11 When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary, or cancel their membership via the Transition The Grove Inc. website.
- (2) The resignation takes effect at—
 - (3) the time the notice is received by the secretary; or
 - (4) if a later time is stated in the notice—the later time.
- (3) The management committee may terminate a member's membership if the member—
 - (a) ceases to be a resident, or to have business premises or property in The Grove, or to be a currently elected local councilor or member of parliament, or to be a current staff member of a local (education, health, energy, water, transport, council, church) service in The Grove; or
 - (b) has membership fees in arrears for at least 2 months if these are applicable; or
 - (c) does not comply with any of the provisions of these rules; or
 - (d) conducts himself or herself in a way considered by the management committee, at their absolute discretion, to be injurious or prejudicial to the character or interests of the association, or in clear contravention of the aims of the association as set out in this constitution.
- (4) The management committee will advise the person via email that their membership is rejected or terminated, with the reason. The person may respond if they think the reason is incorrect, and the management committee should give this response a fair hearing, and make a final decision that cannot be repealed.

12 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—

- (a) the full name of the member
 - (b) the residential address of the member
 - (c) the email address and phone number of the member
 - (d) the date of admission as a member
 - (e) the date of ceasing to be a member
 - (f) the approved sub-group project the member is volunteering for if they are members under the volunteer from outside The Grove category
 - (g) any other particulars the management committee or the members at a general meeting decide.
- (3) In agreeing to become a member, members agree that their names will be available to be viewed by all members on the Transition The Grove Inc. web site.
 - (4) In nominating to join a sub-group, members agree that their names and contact details will be available to other members of that sub-group.
 - (5) The management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

14 Appointment of office-holders

- (1) The office-holders must be individuals who reside in The Grove and are members of the association
- (2) Office-holders are elected by the annual general meeting, or, in the case of casual vacancies, at a community meeting. The initial office-holders are elected at the inaugural meeting.
- (3) The office-holding positions are president, secretary, treasurer, web-site coordinator, and sub-group organizer.
- (4) One person can hold more than one office, but the treasurer must be a different person from the president.
- (5) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (6) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

15 Removal of an office-holder

- (1) The management committee of the association may remove a person appointed by the committee as an office-holder by a two-thirds majority vote of the management committee.

16 Functions of office-holders

- (1) The president's functions include, but are not limited to-
 - (a) chairing management committee meetings
 - (b) preparing the business of the meeting for the agenda
 - (c) coordinating the actioning of decisions of the management committee
 - (d) maintaining a knowledge of the principles of the Transition movement and the constitution of the association
 - (e) signing documents and applications on behalf of the association with the approval of the management committee
 - (f) providing leadership vision for the association within The Grove and representing the association and its activities outside The Grove within the Transition movement and the wider community, and to Councils, State and Federal bodies.
- (2) The secretary's functions include, but are not limited to—
 - (a) in consultation with the president, calling meetings of the association, including preparing notices of a meeting and agendas
 - (b) keeping minutes of each meeting, and the registers of attendance
 - (c) keeping copies of all correspondence and other documents relating to the association
 - (d) with the approval of the management committee, preparing correspondence for signature by the president
 - (e) arranging the updating of any approved amendments to the constitution on the website and in a hard-copy
 - (f) giving notice of proposed amendments to the constitution
 - (g) establishing and maintaining an effective mechanism for receipt and dispatch of communications within Transition The Grove Inc. and with external parties, whether by mail, email and/or other electronic media
 - (h) announcing elections and calling for nominations, and
 - (i) keeping a record of any meetings held outside The Grove as part of the association's activities.
- (3) The treasurer's functions include, but are not limited to-
 - (a) keeping accurate accounts of the finances of the association
 - (b) paying invoices once they have been checked for correctness and approved for payment by the management committee
 - (c) arranging insurance cover against liability, loss or damage by the association as instructed by the management committee
 - (d) being one of the two office-holders authorized to sign cheques and do internet banking
 - (e) opening and managing the association's bank account with the bank agreed by the management committee
 - (f) holding the association's cheque book and financial records
 - (g) providing the accounts to be confirmed as an accurate record once a quarter at management committee meetings
 - (h) providing an annual financial statement to the annual general meeting.
- (4) The web-site coordinator's functions include, but are not limited to-
 - (a) technically maintaining the association's web-site
 - (b) managing and moderating content on the association's web-site and referring content where there is some reasonable doubt about its appropriateness to the management committee
 - (c) arranging the acquisition of a domain name for the association

- (d) arranging for web-space (known as Transition The Grove website) on which the web-site is loaded
 - (e) arranging a computer terminal and internet access for maintaining the association's website
 - (f) listening to members' suggestions and incorporating them into the website where they are reasonably consistent with the aims of the association and the structure of the website, or referring them to the management committee in doubt
 - (g) keeping an up-to-date register of member details as communicated to the web-site coordinator by members.
- (5) The sub-group organizer's functions include, but are not limited to-
- (a) maintaining the register of current members of the association and their contact details
 - (b) checking that new members meet the requirements for membership, and if they do then confirming their membership, or, if not, providing the reason why not
 - (c) entering member's current email addresses into an email list for the association
 - (d) maintaining a register of sub-groups that are active, their brief, and names and contact details for each sub-group, and making members of sub-groups aware of each other's contact details,
 - (e) receiving recommendations for resilience-building projects and funding proposals from sub-groups to report to the management committee
 - (f) convening new sub-groups and arranging initial meetings and helping to get them established
 - (g) providing a point of contact for members to find out about sub-groups they might be interested in joining.

All office-holders report to the management committee.

17 Membership of management committee

- (1) The management committee of the association consists of the office-holders, and any other members the association members elected at the annual general meeting or a community meeting up to a maximum of ten including office-holders.
- (2) A member of the management committee must be a member of the association who is a resident in The Grove.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election. Non-office holders can serve no more than two consecutive years on the management committee in any five-year period. The president can serve as president for no more than three years.
- (4) The selection of members for the management committee should seek diversity across domains of action, skills and experience.
- (5) A member of the association may be appointed to a vacancy or a casual vacancy on the management committee under rule 19.

18 Electing the management committee

- (1) A member of the management committee is elected as follows—
 - (a) any 2 members (one of whom can be the candidate) of the association may nominate a member to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and

- (ii) signed by the candidate and the members who nominated him or her; and
- (iii) given to the secretary at least 14 days before the meeting at which the election is to be held;
- (c) each member of the association present and eligible to vote at the meeting may vote for 1 candidate for each vacant position on the management committee;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is a member resident in The Grove; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (4) Office-holders are elected at the inaugural meeting initially, and thereafter at the annual general meeting. Casual vacancies of office-holders are filled at the next community meeting, by election if there are more nominations than positions vacant.

19 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a community meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member. (See also Section 14)
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on management committee

- (1) If a vacancy exists or a casual vacancy happens on the management committee, nominations should be called to fill it at the next community meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 25(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a community meeting of the association.

21 Business of management committee

- (1) Subject to this constitution or a resolution of the members of the association carried at a community meeting, the management committee has the general control and management

of the administration of the affairs, property and funds of the association. It is the business of the management committee to:

- (a) Support and approve the actions and decisions to be taken by the office-holders including approving accounts for payment, confirming minutes of previous meetings, confirming the treasurer's report, and deciding on any matters referred to it by office-holders
 - (b) Set out principles, policies and to the minimum extent necessary procedures for the conduct of the association and all of its activities, including any and all sub-groups
 - (c) Initiate and coordinate sub-groups including approved projects, receive progress reports, and coordinate the input from sub-groups into resilience-building for The Grove
 - (d) Organize community meetings
 - (e) Manage the association's web-site and content
 - (f) Hire, lease or purchase, and manage property, equipment and resources consistent with the aims of the association
- (2) The management committee has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- Note: The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.*
- (3) The management committee may exercise the powers of the association to:
- (a) Borrow, raise or secure the payment of amounts in a way the members of the association decide
 - (b) Secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way.

22 Meetings of the association

A meeting of the association is a meeting of the management committee, a community meeting, a sub-group that has been established by the sub-group organizer, the inaugural meeting, an annual general meeting, or a gathering approved by the management committee.

- (1) Meetings may be held in any location within The Grove, but not outside The Grove under the auspices of the association unless prior notification in writing or email of the meeting is provided to the secretary.
- (2) If payment will be required for a meeting venue then approval must be obtained in advance from the management committee.
- (3) A register of attendance must be completed at the commencement of a meeting. This should be given to the secretary for the record of association meetings.
- (4) Meetings can include non-member residents of The Grove or invited guests from outside The Grove.
- (5) All office-holders and members provide their services on a strictly voluntary basis whenever they do anything as part of a meeting of the association, unless otherwise agreed in advance by the management committee.

23 Meetings of the management committee

- (1) Subject to Rule 22, the management committee may meet and conduct its proceedings, as it considers appropriate.
- (2) The management committee shall aim to meet once a month, except in January, and must meet at least once every 4 months to exercise its functions.

- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided after all different positions held in the meeting are explored and understood, and an option chosen that those present are ready to lay aside their objections to and to work with. If consensus is not possible, the matter shall be put aside for further consideration at the next management committee meeting and the matter shall be decided by a two-thirds majority vote of members of the committee present at the meeting.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
 - (a) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (10) A representative of any sub-group can attend a meeting of the management committee to present a progress report for input into resilience building and seek assistance with facilitating the sub-group's project proposals.
- (11) A member who is not a member of the management committee is not entitled to vote at a management committee meeting.

24 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee; or it may consist of an email copied to and responded to by each member of the committee.

25 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26 Minutes of management committee meetings

- (1) The secretary is to record minutes of all questions, resolutions and other proceedings of each management committee meeting.

- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be circulated by email to members of the committee, and confirmed at the next meeting of the management committee.

27 Initiation of sub-groups

- (1) Sub-groups are listed on the association's website.
- (2) An active sub-group is one for which at least one member has registered for on the website or on a written membership application.
- (3) Any member may join and participate in any sub-group. Members may join as many sub-groups as they wish, but are encouraged to be actively involved in any they join.
- (4) To find out details of meetings of a sub-group, members should look on the web-site and keep in contact with the sub-group organizer
- (5) In the initial phase, sub-group meetings are initiated by the sub-group organizer for active sub-groups.
- (6) Once sub-groups start to generate their own momentum, active sub-group members decide when and how they will meet.
- (7) The sub-group organizer provides sub-groups with some support to keep meeting.

28 Business of sub-groups

- (1) Sub-groups operate as the primary vehicles for discussion and developing ideas and proposals for resilience building projects consistent with the association's aims.
- (2) Sub-groups are designed to cover a single domain of action. For example, one sub-group may consider energy. Another sub-group may consider food with a current focus on community orchards, and may later focus on local farms, or another community garden at a site elsewhere in The Grove.
- (3) Sub-groups use processes such as visioning to develop visions of a resilient future in their domain of action. They then consider this in relation to how systems work currently in their domain of action, and how a transition might be achieved to move from the current system towards the envisaged future. As this is developed, it is communicated to the management committee for inclusion for a project.
- (4) Sub-groups submit projects related to achieving their vision for transition to the management committee for approval (which involves considering whether they fall within the association's aims and principles, and what would be involved in progressing them to active, funded projects meeting the broader requirements of local council, state, federal governments and insurance bodies.) Approved projects are recorded in the management committee minutes, and the sub-group notified by email by the secretary.
- (5) Sub-groups work with the management committee to seek funds and resources for approved projects.
- (6) Sub-groups are one **way** for members to get to know each other well and to make friendships by meeting regularly and having discussions along with opportunities for social and enjoyable activity in friendly and pleasant environments.

29 Meetings of sub-groups

- (1) Subject to rule 22, a sub-group meets as it considers appropriate. A sub-group may elect a facilitator for a meeting or may meet informally.
- (2) Sub-groups may choose someone to be the main contact for the group.
- (3) The primary intention is that members meet regularly face-to-face, or on video conferencing or on social media.

- (4) A question arising at a sub-group meeting is to be decided by ensuring all different positions held in the meeting are given a chance to be heard and worked through until options emerge that those actively participating in the discussions find common agreement with.
- (5) Sub-group members are encouraged to contribute their ideas, knowledge, vision and passion to the sub-group discussions, and also to raise any doubts or concerns they may have. It is expected that discussions in sub-groups will be rich and free flowing, with members contributing their views and experience and learning from each other. Different processes may be explored.
- (6) Sub-groups do not need to take minutes apart from recording attendance, but if they make a submission to the management committee for approval for a project, then it needs to be submitted in writing or by email.
- (7) Sub-groups can make resolutions on any matters in their domain of action, and direct the management committee to consider written resolutions and project proposals from the sub-group
- (8) Sub-groups can select a representative to attend any meeting of the management committee to make a report on their progress on an approved project and/or to present proposals.

30 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

32 Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting of the association:

- (1) Receiving the association's financial statement, and audit report, for the last reportable financial year
- (2) Presenting the financial statement and audit report to the meeting for adoption
- (3) Electing office-holders and members of the management committee
- (4) Receiving a report from the president on the year's progress on approved resilience-building projects and activities of the association provided that Transition The Grove Inc.'s financial turnover does not exceed the threshold which would trigger mandatory appointment of an auditor
- (5) Receiving a report from the president on the year's progress on the EDAP and projects and activities of the association
- (6) And Other Business.

33 Minutes of annual general meetings

- (1) The secretary records minutes of all questions, matters, resolutions and other proceedings of each annual general meeting.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each annual general meeting must be circulated by email to members, and then confirmed as accurate at the next annual general meeting
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—

- (a) provide a copy of the minutes for a particular annual general meeting to the member by email.

34 Business of Community meetings

- (1) Community meetings shall operate as a vehicle for members to meet as a whole body, for members to become more fully informed of the vision of the association, as a forum for social activities, as an opportunity for residents of The Grove who are not yet members to attend, and for enjoyment, socializing and celebration.
- (2) Community meetings may include guest speakers, film-showings, workshops and tables at which members trade produce.
- (3) Any member or resident of The Grove may speak at and participate in a community meeting.
- (4) Community meetings may conduct formal business.

35 Notice of community meeting

- (1) Community meetings are announced by texts and/or emails to members
- (2) Community meetings will be held regularly.
- (3) For formal business, 14 days' notice must be given to members via text and/or email, stating the details of proposals to be considered.

36 Quorum for, and adjournment of community meeting

- (1) The quorum for a community meeting is at least the number of members elected or appointed to the management committee at the close of the association's last community meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No formal business may be conducted at a community meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a community meeting called on the request of members of the management committee or the association, the meeting lapses.

37 Procedure at community meeting

- (1) A member may take part and vote in a community meeting if they attend in person.
- (2) At each community meeting—
 - (a) the president is to preside as chairperson
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting
 - (c) the chairperson must seek to conduct the meeting in a proper and orderly way.
- (3) Community meetings will be held in accordance with the procedures for meetings of the association (Section 22)
- (4) Community meetings will usually not be formal business meetings.

38 Voting at community meeting

- (1) At a community meeting, resolutions must be decided by votes of the members present. In the case of ballots to fill vacancies on the management committee, a majority vote is needed. In the case of resolutions to make a change to the constitution, a three-quarters majority vote is needed.

- (2) Each member physically present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) The method of voting is to be decided by the management committee.
- (4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Minutes of community meetings

- (1) The secretary records minutes of resolutions of community meetings. Social and informal matters are not minuted.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be confirmed at the next general meeting
- (3) If asked by a member of the association, the secretary shall, within 28 days after the request is made, email a copy of the minutes for a particular general meeting to the member.

40 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a community meeting of the association.

41 Alteration of constitution

- (1) Subject to the Associations Incorporation Act 1981, this constitution may be amended, repealed or added to by a special resolution carried at a community meeting.
- (2) A notice of the intended resolution must be sent to members via text and/or email at least 14 days in advance of the meeting.
- (3) The vote on the resolution requires a three quarters majority to be carried.
- (4) However an amendment, repeal or addition is valid only if it is registered by the chief executive of the Department administering the Act.

42 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by two of three authorised signatories
- (6) Authorised signatories include the president and the treasurer and one other member of the management committee authorised by the management committee.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

- (7) As far as is practicable, committee members should be provided with a float in advance for approved expenditure, rather than making purchases out of their own funds which are then reimbursed later.
- (8) All expenditure must be approved or ratified at a management committee meeting.

43 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- (3) The association will not incur liabilities it is unable to meet from its current account without referring the matter for a decision by a general meeting.

44 Documents

The management committee shall ensure the safe custody of minutes, a copy of the constitution, the financial books, documents, instruments of title and securities of the association.

45 The association's web site

- (1) The association shall have a web site (known as Transition The Grove web site)
- (2) The web site will be hosted on public web-space and will have a registered domain name.
- (3) The website is the intellectual property of the association. The management committee may decide conditions under which material from the web site can be shared (subject to Section 11)
- (4) The web site is moderated by the web site coordinator.
- (5) The website will have content on:
 - (a) The Transition Towns movement
 - (b) What's on
 - (c) Sub-groups, status and progress on resilience building projects
 - (d) The Grove
 - (e) A link to The Constitution; and the Membership, Aims & Principles
 - (f) Contact details to apply to join, or to update member details
 - (g) Any other contact acceptable to the association's aims.
- (6) The association will not accept paid advertising on the web site.
- (7) Resignations from the association should be emailed to the web site coordinator.

46 The association's newsletter

- (1) The association **may** have a newsletter.

47 Financial year

The end date of the association's financial year is 31 March in each year.

48 Dissolution of the association and distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) Dissolution can only occur from a by special resolution of the members passed at a general meeting called for that purpose.

- (3) Transferring the undertaking of the association to one with a different legal standing but with the same or a similar name and substantially the same aims and activities shall not constitute dissolution.
- (4) The surplus assets must not be distributed among the members of the association.
- (5) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (6) In this rule— *surplus assets* see section 92(3) of the Act.

49 Disputes

- (1) Members of the association are first and foremost citizens and neighbours within The Grove, and as such are expected to behave in a civil way towards each other. It is not the business of the association to get involved in disputes between members.
- (2) Members are encouraged to respect each other and to see difference and diversity as valuable attributes that can be utilized in the transition process.
- (3) The association acknowledges kindness, compassion and forgiveness as key approaches for members to learn to accommodate each other's irresolvable limitations that make us all human.
- (4) In the event of criminal behaviour, individuals have normal access to the police and the laws of Australia.
- (5) In the event of a member behaving in a way that contravenes the requirements of membership as set out in this constitution, the management committee has the power to cancel the membership.

50 Insurance

- (1) The association will meet the Office of Fair Trading requirements in regard to public liability insurance.

51 Common Seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be —
 - (a) Kept securely by the management committee; and
 - (b) Used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by –
 - (a) The secretary; or
 - (b) Another member of the management committee.