



North Central LLEN

Proposed changes to the North Central Local Learning and Employment Network Incorporated Rules of Incorporation

Association Number A0042334Y

**ASSOCIATIONS INCORPORATIONS ACT 2012 (VIC) • RULES FOR THE NORTH CENTRAL LLEN INC.
(formerly known as the North Central Local Learning and Employment Network Incorporated)**

NAME

The organisation has been using North Central LLEN as its name since the introduction of the new logo, and with the new Strategic Plan now being implemented, the Board believes it is time to formally change our name from North Central Local Learning and Employment Network Incorporated to North Central LLEN Inc. for two reasons:

- Our remit is much broader than when the NCLLEN was originally established in the early 2000s.
- People hear the term employment network and assume we are a job agency for the unemployed

1. NAME

North Central LLEN (in these Rules called "the Association").

2. PURPOSE

With the adoption of the new strategic plan the vision and mission of the organisation have been updated. It is proposed the vision and mission be removed from the Purpose and a more general statement adopted about why we exist to ensure the Rules of Incorporation do not become dated in the future.

Our Purpose is to support children and young people to actively participate in education, training, employment, and the community.

We will achieve this through the facilitation and coordination of partnerships that deliver support to children, young people, their families and carers experiencing poverty, distress or disadvantage across the north central region. Our priority is to support children and young people experiencing rural disadvantage, social isolation and from low socio-economic backgrounds

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4. DEFINITIONS

The Board is proposing the removal of membership categories (discussed further down in this paper) and therefore the following definitions would no longer be required:

"Category Number" means any of the category numbers set out in Appendix 3

"Membership Category" means any of the categories set out in Appendix 3.

4.1 In these Rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Reform Act 2012;

"**Area**" means the geographical area comprised of Buloke, Loddon and St. Arnaud

in the Northern Grampians Shire Council areas

"Board" means the Board of Management of the Association;

"Board Member" means a person appointed to the Board;

"Community Member" means a Member who is an individual person as distinct from an Organisational Member.

"General Meeting" means a General Meeting of Members convened in accordance with Rule 9

"Member" means Member of the Association who may either be a Community Member or an Organisational Member;

"Organisational Member" means a Member which is an organisation as distinct from an individual person;

"Regulations" means regulations under the Act;

"Relevant Documents" has the same meaning as in the Act;

"Representative" means a person appointed under Rule 25

"Special Resolution" means a resolution passed at a General Meeting by not less than three quarters of the Members present and entitled to vote either personally or by proxy.

6. MEMBERSHIP

The Board proposes the removal of membership categories (a requirement when the NCLLEN was originally established in the early 2000s) and changes who can become a member to:

Membership of the Association is open to individuals and organisations across the north central region (and beyond) who share our purpose to support children and young people to actively participate in education, training, employment and the community.

A provision has been added under item 6.2 to allow members to lodge an application form

- 6.1** Membership of the Association is open to individuals and organisations across the north central region (and beyond) who share our purpose to support children and young people to actively participate in education, training, employment and the community.
- 6.2** An application of a person for membership of the Association must:
 - (a) be made in writing in the form set out in Appendix 2 or via the electronic form on our website; and
 - (b) be lodged with the Secretary of the Association.

7. REGISTER OF MEMBERS

Updated to wording to remove references to membership categories and to change the role of Secretary (Board Member) to an Advisory role with staff to maintain the register on a day-to-day basis.

- 7.1** The Secretary must ensure a register of Members is kept and maintained containing:
 - (a) the name, address, mobile number, email address, and date of admission of Member;
 - (c) if an Organisational Member:
 - (ii) the name of its representative.
- 7.2** The register is available for inspection free of charge by any Member upon request.

7.3 A Member may make a copy of entries in the register.

11. ANNUAL GENERAL MEETING

Updated to include the option of a virtual AGM and the participation in meetings virtually if not able to attend in person.

There is also an amended to item 11.5 to remove (c) elect officers of the Association as this takes place at the Board Meeting immediately following the AGM; and to add an item - (d) Appointment of the auditor for the following financial year which is good governance practice.

- 11.1** The Board must convene An Annual General Meeting of the Association to be held within 5 months after the end of the financial year.
- 11.2** The Board may determine the date, time and place of the Annual General Meeting of the Association and whether this is to be held face-to-face, virtually or a combination of the two mediums.
- 11.3** A Member not physically present at the Annual General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and Members present at the meeting to clearly and simultaneously communicate with each other.
- 11.4** The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 11.5** The ordinary business of the Annual General Meeting shall be to:
 - (a) confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) receive from the Board reports upon the transactions of the Association during the last preceding Financial Year;
 - (c) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act; and
 - (d) Appointment of the auditor for the following financial year.
- 11.6** The Annual General Meeting may also deal with any Special Resolution of which notice has been given in accordance with these Rules.

12. ELECTION OF BOARD MEMBERS

The Board has amended the term ORDINARY to BOARD and updated the election process as follows:

1. A single election may be held to fill all elected Board Member positions.
2. A Returning Officer, who is not a Member intending to nominate for a position will be appointed to oversee the Board election process.
3. If the number of Members nominated for the position of Board Member is less than or equal to the number to be elected, the Returning Officer must declare each of those Members to be elected to the position at the Annual General Meeting.

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- 12.2** A Returning Officer, who is not a Member intending to nominate for a position will be appointed to oversee the Board election process
- 12.3** If the number of Members nominated for the position of Board Member is less than or equal to the number to be elected, the Returning Officer must declare each of those Members to be elected to the position at the Annual General Meeting.

- 12.4** If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 13.

13. BALLOT

Amended to recognise a Returning Officer will oversee the election process and to change 13.3 from "The election must be by show of hands" to "Election voting forms will be distributed to all Association Members to vote for their preferred candidate".

- 13.1** If a ballot is required for the election for a position, the Returning officer is to conduct the ballot.
- 13.2** The returning officer must not be a Member nominated for the position.
- 13.3** Election voting forms will be distributed to all Association Members to vote for their preferred candidate
- 13.4** The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 13.5** If the returning officer is unable to declare the result of an election under rule 13.4 because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with rule 13.3 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

14. OTHER GENERAL MEETINGS

Amended to enable virtual attendance at meetings where personal attendance is not possible.

- 14.1** The Board may, whenever it thinks fit, convene a General Meeting of the Association. This meeting can be held face-to-face, virtually or a combination of the two mediums.
- 14.2** A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and Members present at the meeting to clearly and simultaneously communicate with each other.
- 14.3** The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a General Meeting of the Association.

17. QUORUM AT THE ANNUAL GENERAL MEETING & GENERAL MEETINGS

Amended to include Annual General Meetings as well as General Meetings.

- 17.1** No item of business may be conducted at a General Meeting or the Annual General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 17.2** A quorum is 10 per cent of Members (being Members entitled under these Rules to vote at a General Meeting).

25. BOARD OF MANAGEMENT

Removal of reference to membership categories and update item (d) to The Board will be both skills based and representative of the diversity of the north central region and the purpose of the Association.

Update of item 25.3 to:

Board Composition will be as follows:

- a) Appointed delegates from each of Buloke Shire Council, Loddon Shire Council, Northern Grampians Shire (3)
- b) Appointed delegate from the North Central Principals Cluster (1)
- c) 6 Members elected by the membership (on an alternate basis, i.e. three each year)

25.1 The affairs of the Association shall be managed by the Board;

25.2 The Board:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (d) The Board will be both skills based and representative of the diversity of the north central region and the purpose of the Association.

25.3 The Board Composition will be as follows:

- a) Appointed delegates from each of Buloke Shire Council, Loddon Shire Council, Northern Grampians Shire (3)
- b) Appointed delegate from the North Central Principals Cluster (1)
- c) 6 Members elected by the membership (on an alternate basis, ie. three each year)

26. ELECTION OF BOARD MEMBERS

A couple of minor amendments – reducing the amount of time before a member can nominate for the Board from 12 months to 3 months; and changing the number of terms each elected Member is able to hold to from a maximum of 3 terms to 3 consecutive terms (which means they can nominate for the Board again in the future if they so desire after a break).

- 26.1** The Board of Management will be elected from the membership of the Association
- 26.2** To be eligible for election to the Board, a person must have been a Member of the Association for at least three months and be 18 years or over
- 26.3** Each elected Member shall be appointed for 2 years
- 26.4** Each elected Member shall have a maximum of three consecutive terms

29. THE TREASURER

Changing the role of the Treasurer from doing to overseeing with paid staff to undertake day-to-day duties.

- 29.1** Must -
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) oversee the the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
 - (c) The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the Association.

30. OFFICE BEARERS

Amending the Rules to make the Executive Officer the Secretary of the Association rather than a Board Member.

- 30.1** The office bearers shall be appointed by the Board from among the Board Members.
- 30.2** The officer bearers shall be:
 - (a) a Chairperson
 - (b) a Deputy Chairperson; and
 - (c) a Treasurer .
- 30.3** The role of Secretary of the Association will be filled by the Executive Officer.
- 30.4** Each office bearer of the Association shall hold office until the Annual General Meeting next after the date of his or her appointment and is eligible for re-appointment.
- 30.5** In the event of a casual vacancy in any office referred to in Rule 31.2, the Board may appoint one of the Board Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the next Annual General Meeting.

31. VACANCIES

Removal of references to membership categories

- 31.1** A Board Member ceases to hold office as a Board Member and if applicable, as an office bearer, if he or she:
- (a) dies;
 - (b) becomes insolvent;
 - (c) resigns from office by notice in writing given to the Secretary.
 - (d) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence.
- 31.2** The Board may appoint a person to fill the vacancy with a Member of the Association that is representative of the diversity of the north central region and the purpose of the Association.
- 31.3** A person so appointed must retire at the next Annual General Meeting and will be eligible, for re-election.

32. MEETINGS OF THE BOARD

Change the minimum number of meetings from 4 – 6 recognising the increasing size and remit of the organisation over the last five years and enabling Board Members to attend virtually if they are not able to be present in person.

- 32.1** The Board must meet at least 6 times in each year at such places and such times as the Board may determine either face-to-face or virtually, or a combination of the two.
- 32.2** Special meetings of the Board may be convened by the Chairperson or by any 4 Board Members.

34. QUORUM FOR BOARD MEETING

Minor changes to quorum arrangements – now 50% + 1, and enabling a meeting without a quorum to run but any decisions to be ratified at a full meeting of the Board (where a quorum is present) before they can be enacted (recognising that Board Members often travel long distances to attend meetings).

- 34.1** A quorum for the conduct of the business of a meeting of the Board is 50% + 1 of the total number of Board Members currently elected/appointed to the Board of the Association at the time of the meeting.
- 34.2** If a quorum is not present, the meeting can still continue, however any decisions made cannot be implemented until these are ratified at a meeting of the Board where a quorum is present.

41. MANAGEMENT OF FUNDS

Changing the role of Treasurer to oversight rather than doing, with staff to undertake day-to-day operations with all transactions to be approved by the FAR (Finance, Audit and Risk) Committee.

- 41.1** The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- 41.2** The Treasurer of the Association must oversee:
- (a) that all moneys due to the Association are collected and received, and that all payments authorised by the Association are made; and
 - (b) that correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association are kept.
- 41.3** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories and approved by the FAR (Finance, Audit and Risk) Committee.
- 41.4** The funds of the Association shall be derived from donations and such other sources as the Board determines.
- 41.5** The Board shall appoint an auditor and ensure that the financial statements of the Association for each financial year are duly audited in accordance with the requirements of section 30B of the Act (whether or not it is a "prescribed association").

42. FINANCIAL RECORDS

Changing the role of Treasurer to oversight rather than doing, with staff to undertake day-to-day operations.

- 42.1** The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 42.2** The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 42.3** The Treasurer must ensure that the Association has in its custody, or under its control—
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

APPENDIX 1. COMPOSITION OF THE BOARD

Delete this Appendix as no longer relevant – now covered under section 25 of the Rules of Incorporation.

APPENDIX 2 – MEMBERSHIP FORM

Updated Membership form (with new logo and removal of membership categories) to be added.

APPENDIX 3 - COMPOSITION OF THE MEMBERS

Delete this Appendix as no longer relevant – now covered under section 6 of the Rules of Incorporation.

APPENDIX 4 - FORM OF APPOINTMENT OF PROXY

Update to reflect new name of the organisation (if approved) and add new logo.