

CONSTITUTION OF



Gingin District Community Resource Centre Incorporated

ABN 53 593 433 701

An Association incorporated pursuant to the Associations
Incorporation Act 2015 (WA)

**Constitution approved by
membership at meeting held:
16/10/17**

**Written approval received from
Commissioner dated:**

1/4/18

Contents

PRELIMINARY MATTERS	6
1. Name	6
2. Type of entity	6
3. Definitions.....	6
3.1. Relationship between constitution and Associations Act	8
3.2. Interpretation	8
OBJECT, PURPOSES AND POWERS	9
4. Object and purposes	9
5. Powers	9
6. Not-for-profit	9
6.1. Property and income	9
6.2. Permitted payments	9
MEMBERS – MEMBERSHIP REQUIREMENTS	10
7. Number, qualifications and liability of members	10
7.1. Number.....	10
7.2. Qualifications	10
7.3. Liability.....	10
8. Becoming a member	10
8.1. Application.....	10
8.2. Consideration of membership application	10
9. Members register	11
9.1. Content of members register.....	11
9.2. Inspection and copying of members register	11
9.3. Prohibited use of information on members register.....	11
10. Classes of members	12
10.1. Classes of members	12
11. Membership fees	12
11.1. Annual membership fee.....	12
12. Termination of membership	12
12.1. Circumstances when membership terminates.....	12
12.2. Resignation of member.....	13
12.3. Suspension or expulsion of member.....	13
12.4. After suspension of member	13

12.5.	Member’s right of appeal against suspension or expulsion	14
12.6.	Reinstatement of member.....	14
ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING		15
13.	General meeting	15
13.1.	Definition	15
13.2.	Two types of general meeting.....	15
14.	AGM.....	15
14.1.	Purpose of AGM.....	15
14.2.	Date, time and place of AGM.....	15
14.3.	Financial statements and reports and AGMs	15
14.4.	Holding AGM.....	15
14.5.	Special General Meeting.....	16
14.6.	Calling AGM or SGM	16
14.7.	Members call for AGM or SGM	16
14.8.	Failure to hold AGM or SGM requested by members	16
14.9.	Quorum at AGM or SGM.....	17
14.10.	Notice of, and motions at, AGM or a SGM.....	17
14.12	Conducting AGM or SGM.....	17
AGM AND SGM – RESOLUTIONS.....		19
15.	Ordinary and special resolutions.....	19
15.1.	Definitions.....	19
15.2.	Notice of special resolution	19
16.	Members circular resolutions	19
AGM AND SGM – VOTING		21
17.	Voting conditions at AGM and SGM	21
17.1.	Number of votes per member at AGM and SGM.....	21
17.2.	Entitlement to vote at AGM and SGM	21
17.3.	Challenge to member’s right to vote at AGM and SGM.....	21
17.4.	Voting procedure at AGM and SGM.....	21
17.5.	When and how a vote in writing shall be held at AGM and SGM.....	21
18.	Proxies at AGM and SGM.....	21
18.1.	AGM and SGM requirements.....	21
18.2.	Determining whether ordinary resolution carried at AGM and SGM.....	22
18.3.	Poll at AGM and SGM.....	22

COMMITTEE AND DIRECTORS	24
19. Committee role and powers	24
19.1. Role.....	24
19.2. Powers	24
20. Number of Directors, composition and qualifications.....	24
20.1. Number of Directors on Committee	24
20.2. Composition of Committee.....	24
20.3. Qualifications of Directors	24
21. Directors duties.....	25
21.1. General Directors’ duties	25
21.2. Directors conflict of interest	25
22. Appointment of Directors	26
22.1. Nomination for appointment as Directors	26
22.2. Methods.....	26
22.3. Election of Directors at an AGM.....	26
22.4. Appointment of Directors by Committee to fill a casual vacancy	27
22.5. Term of office.....	27
23. Resignation and removal of Directors.....	28
23.1. Resignation	28
23.2. Removal (M)	28
24. Officeholders	28
24.1. Election of officeholders by Committee.....	28
24.2. Chairperson.....	28
24.3. Secretary.....	28
24.4. Treasurer.....	29
24.5. Record of officeholders.....	30
COMMITTEE MEETINGS	31
25. Calling and conducting Committee meetings.....	31
25.1. Calling Committee meetings	31
25.2. Notice	31
25.3. Using technology to hold Committee meeting	31
25.4. Conducting Committee meeting	31
25.5. Quorum for Committee meeting	32
26. Committee resolutions	32

26.1.	Voting	32
26.2.	Committee circular resolutions.....	32
27.	Remuneration of Directors	32
27.1.	Travelling and other expenses	32
27.2.	No other remuneration.....	33
SUBCOMMITTEES AND OTHER DELEGATION.....		34
28.	Subcommittees and delegation	34
28.1.	Establishment	34
28.2.	Delegation.....	34
28.3.	Delegation to others	34
FINANCES		35
29.	Payment of income or property to members	35
29.1.	Not permitted	35
29.2.	Permitted payments	35
30.	Funds	35
30.1.	Source of funds	35
30.2.	Control of funds	35
30.3.	Financial records	36
BINDING THE ASSOCIATION.....		37
31.	Use of common seal.....	37
MINUTES, BOOKS AND RECORDS		38
32.	Minutes.....	38
32.1.	Taking of minutes.....	38
32.2.	Review and signing of minutes	38
32.3.	Inspection of minutes	38
33.	Records	38
33.1.	Inspecting record of officeholders	38
33.2.	Custody of Association’s books	38
33.3.	Inspecting Association’s books.....	39
33.4.	Prohibition on use of information in Association’s books and record of officeholders.....	39
33.5.	Returning the Association’s books	39
DISPUTES		40
34.	Disputes arising under constitution	40
35.	Mediation	40

36.	Inability to resolve dispute.....	41
SERVICE OF NOTICES		41
37.	Legal requirements	41
38.	Service on members	41
INDEMNITY AND INSURANCE		41
39.	Indemnity.....	41
40.	Director’s insurance	41
41.	Insurance covering workers, contractors, volunteers and visitors.....	41
OCCUPATIONAL SAFETY AND HEALTH.....		42
42.	Safe and healthy working environment	42
43.	Occupational Safety and Health obligations	42
CONSTITUTION AND BY-LAWS.....		43
44.	Constitution	43
44.1.	Binding.....	43
44.2.	Amendment.....	43
44.3.	Copies	43
45.	By-laws.....	43
45.1.	Power and purpose.....	43
45.2.	Not of constitution and not required to be lodged	43
WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY		44
46.	Cessation of activities, winding up and cancellation of incorporation	44
47.	Surplus assets not to be distributed to members	44
48.	Distribution of surplus assets.....	44
Schedule 1 Membership Application Form.....		45
Schedule 2 - Proxy Voting Form.....		46
Schedule 3 – Appointment of Organisational Member Representative Form		47
Schedule 3 – Committee Nomination Form.....		48

PRELIMINARY MATTERS**1. Name**

The name of the Association is Gingin District Community Resource Centre Incorporated.

2. Type of entity

The Association is a not-for-profit Association incorporated under the *Associations Incorporation Act 2015* (WA).

3. Definitions

In this Constitution, unless the contrary intention appears, words and phrases have the following meaning:

- (a) **ACNC** means the Australian Charities and Not-for-profits Commission.
- (b) **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- (c) **Administrative Tribunal** means the State Administrative Tribunal of Western Australia.
- (d) **Annual General Meeting (AGM)** means a general meeting of members called under clause 14.4.
- (e) **Associate member** means a member who has no right to vote but has all other rights of members as determined by the Committee or by the members at a general meeting.
- (f) **Association** means Gingin District Community Resource Centre Incorporated.
- (g) **Associations Act 2015** means the *Associations Incorporation Act 2015* (WA).
- (h) **Association's books** means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded.
- (i) **Association's regulations** means the regulations made under the Associations Act (if any).
- (j) **Committee** means the group of people, called Directors, who are responsible for the management of the affairs of the Association.
- (k) **Committee meeting** means a meeting of the Directors.
- (l) **By-laws** mean any additional arrangements or processes adopted by members by ordinary resolution to supplement this constitution.
- (m) **Chairperson** means the person elected by the Committee to hold this office.
- (n) **Charitable Collections Act** means the *Charitable Collections Act 1946* (WA).
- (o) **Circular resolution**, which may be a member's circular resolution or a Committee circular resolution, means a resolution that is passed without a face-to-face general meeting or Committee meeting being held. Separate copies of the circular resolution may be used for signing by members or Directors provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when the last member or director signs the circular resolution.
- (p) **Clause** means a clause of this constitution.
- (q) **Commissioner** means the person designated as the Commissioner from time to time under the Associations Act, currently the Executive Officer of the Western Australian Department of Commerce.
- (r) **Constitution** means this document as amended from time to time.
- (s) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (t) **Department** means the Western Australian government department principally assisting with the administration of the Associations Act, currently the Western Australian Department of Commerce.
- (u) **Director means** a member of the Committee appointed under clause 22.
- (v) **Financial records** means:
 - (i) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers,

- (ii) Documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals, and
- (iii) Working papers and other documents needed to explain:
 - (A) The methods by which financial statements are prepared, and
 - (B) Adjustments to be made in preparing financial statements.
- (w) **Financial report** refers to the financial report for a financial year of a tier 1, 2 or 3 Association and comprises:
 - (i) The financial statements for the financial year of a tier 1, 2 or 3 Association,
 - (ii) The notes to the financial statements for the financial year of a tier 1, 2 or 3 Association, and
 - (iii) The declaration about the financial statements and notes made by the Committee of a tier 1, 2 or 3 Association.
- (x) **Financial statements** means:
 - (i) If the Association uses the cash basis of accounting:
 - (A) A statement of receipts and payments for the financial year,
 - (B) A reconciled statement of bank account balances as at the end of the financial year, and
 - (C) A statement of assets and liabilities as at the end of the financial year.
 - (ii) If the Association uses the accrual basis of accounting:
 - (A) A statement of income and expenditure for the financial year, and
 - (B) A balance sheet.
- (y) **Financial year** means:
 - (i) In relation to the Association's first financial year, the period ending twelve (12) months from the date of incorporation of the Association, and
 - (ii) After the Association's first financial year, a period of twelve (12) months commencing on 1 July and ending on 30 June each year.
- (z) **General meeting** means a meeting of the members of the Association to which all members (including associate members, if any) are invited to attend, and is either:
 - (i) an AGM, or
 - (ii) a SGM.
- (aa) **Meeting Chair** means the person who chairs a general meeting or a Committee meeting.
- (bb) **Member** means a person or organisation that is a member of the Association.
- (cc) **Minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and Committee meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (dd) **Model rules** means the template set of rules for incorporated Associations established under the Associations regulations.
- (ee) **Officeholder** means a director referred to in clause 20.2
- (ff) **Ordinary resolution** means a resolution at a meeting that:
 - (i) Is not a special resolution, and
 - (ii) Is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.
- (gg) **Organisational member** means a member of the Association that is a corporation, incorporated Association or other form of body corporate.
- (hh) **Organisational representative** means a natural person (i.e. human being) nominated by the organisational member to represent the organisational member at one or more general meetings.

- (ii) **Poll** means voting conducted by a show of hands which is recoded in writing in the minutes.
- (jj) **Quorum** means the number of persons required to be present in order to conduct a meeting.
- (kk) **“Registered Charity** means an organisation that is registered as a charity under the ACNC Act”.
- (ll) **Special General Meeting (SGM)** means any general meeting of members that is not an AGM.
- (mm) **Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than seventy five (75) % of the persons who are entitled to cast a vote at that meeting.
- (nn) **Surplus property** means the property remaining when the Association is wound up or cancelled after satisfying:
 - (i) The debts and liabilities of the Association, and
 - (ii) The costs, charges and expenses of winding up the Association, but does not include books relating to the management of the Association.
- (oo) **Tier 2 Association** means an Association that, in a financial year:
 - (i) Has a revenue of more than \$250,000 but less than \$1,000,000, or
 - (ii) Has been declared by the Commissioner to be a Tier 2 Association.
 Tier 2 Associations must prepare financial reports that give a true and fair view of the Association in accordance with Australian Accounting Standards that is reviewed by a professional accounting body holding a public practicing certificate.

3.1. Relationship between constitution and Associations Act

The Associations Act overrides any provision in this constitution, which is inconsistent with the Associations Act.

3.2. Interpretation

In this constitution:

- (a) The words ‘**including**’, ‘**for example**’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) Reference to an ‘**Act**’ includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

OBJECT, PURPOSES AND POWERS**4. Object and purposes**

The Association's object is to pursue the following purposes:

- 4.1 To provide access to services and information that support capacity building within the community.
- 4.2 To provide access to services and information to address issues of disadvantage within the community including but not limited to poverty, health, isolation and unemployment
- 4.3 Develop partnerships and business opportunities relevant to the needs of the community.
- 4.4 Work with stakeholders, other Community Resource Centres and all tiers of government to increase the profile of the WA Community Resource Network.
- 4.5 Provide members of the community with access to various training and development opportunities.
- 4.6 To ensure the Resource Centre is effective and remains community owned and managed.

5. Powers

Subject to the Associations Act, the Association may do all things necessary to lawfully pursue its objects and charitable purposes, including the appointment of agents to act on its behalf.

6. Not-for-profit**6.1. Property and income**

The property and income of the Association shall be applied solely to promoting its object and purposes and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting such object and purposes.¹

6.2. Permitted payments

Provided it is done in good faith, clause 6.1 does not prevent the Association from:

- (a) Paying a member for goods or services they have provided, or expenses they have properly incurred at fair and reasonable rates, or
- (b) Making payment to a member in carrying out the Association's objects and charitable purposes

MEMBERS – MEMBERSHIP REQUIREMENTS**7. Number, qualifications and liability of members****7.1. Number**

The Association shall have a minimum of six 6 members with full voting rights.

7.2. Qualifications

- (a) Subject to clause 7.2(b) and except for paid staff members, any other person who supports the object and charitable purposes of the Association is eligible to apply for membership.
- (b) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant to become a member.
- (c) A person under the age of fifteen (15) years cannot belong to a class of members that has voting rights.

7.3. Liability

- (a) Members are to pay any membership fees set by the Association.
- (b) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

8. Becoming a member**8.1. Application**

- (a) A person who wishes to become a member (**applicant**) shall:
 - (i) Make a written membership application to the Association in the form set out in schedule 1 to this constitution (**membership application form**), and
 - (ii) Be nominated for membership by a current member (**nominee**).
- (b) The membership application form shall be signed by the applicant and the nominee.
- (c) As the Association has more than one class of members, the membership application form shall specify the applicable class of membership applied for by the applicant.
- (d) An applicant becomes a member if:
 - (i) They meet all membership qualifications under clause 7.2,
 - (ii) They complete and forward a membership application form to the Secretary under clause 8.1(a)(i),
 - (iii) The Committee approves their membership application, and
 - (iv) They pay any membership fees due under clause 11.
- (e) When the requirements of clause 8.1(d) have been fulfilled the person becomes a member, is entitled to exercise all the rights and privileges of a member and is bound by this constitution.

8.2. Consideration of membership application

- (a) The committee shall consider and decide whether to approve or reject a membership application.
- (b) Subject to clause 8.2(c), a membership application shall be considered and decided in the order in which it was received.
- (c) When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
- (d) The Committee shall not approve a membership application unless the applicant:
 - (i) meets all the membership qualifications under clause 7.2, and
 - (ii) makes a written membership application under clause 8.1(a)(i),
- (e) The Committee may refuse to accept a membership application even if the applicant has applied

- in writing and meets all membership qualifications under clause 7.2.
- (f) As soon as is practicable after a decision is made under clause 8.2(a) the Committee shall give written notification to the applicant of the outcome of the membership application.
 - (g) If the applicant's membership application is rejected by the Committee, the applicant may request that their membership application, accompanied by with a brief document prepared by the applicant in support of their membership application, be put in the form of an ordinary resolution to the next occurring general meeting of the Association.

9. Members register

9.1. Content of members register

- (a) The Association shall maintain and keep updated a members register which shall contain:
 - (i) The full names of each member,
 - (ii) The postal, residential or email addresses and phone number of each member,
 - (iii) The class of membership held by each member, and
 - (iv) The date upon which a person became a member.
- (b) Within twenty eight (28) days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- (c) The Secretary shall ensure that the members register is kept and maintained at such place as the Committee decides.

9.2. Inspection and copying of members register

- (a) A member shall be entitled to inspect the members register free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) A member shall contact the Secretary to request to inspect the members register.
- (c) A member may make a copy of details from the members register but has no right to remove the members register.
- (d) A member may make a request in writing to the Secretary for a copy of the members register for which the Association may charge a reasonable fee, which is to be determined by the Committee from time to time.
- (e) The Committee may require a member who requests a copy of the members register under clause 9.2(d) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

9.3. Prohibited use of information on members register

A member shall not use or disclose the information on the members register:

- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- (b) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) For any other purpose unless the use of the information:
 - (i) Is approved by the Committee, and
 For a purpose directly connected:
 - (A) To the Association's affairs, or
 - (B) To the provision of information to the Commissioner under the Incorporations Associations Act.

10. Classes of members

10.1. Classes of members

- (a) The membership of the Association consists of:
 - (i) Ordinary members, and
 - (ii) Associate members where the Association has created such a category of membership as provided in clause 10.1(b).
- (b) The Association may have any category of associate members determined by resolution of members at a general meeting, including junior membership, senior membership, honorary membership, or life membership etc.
- (c) A member under the age of fifteen (15) years cannot be an ordinary member, but may be an associate member.
- (d) If the Association has two or more classes of members, no member can belong to more than one class of members.
- (e) An ordinary member has rights of a member, including:
 - (i) The right to vote,
 - (ii) Other rights and benefits determined by the Committee, or
 - (iii) Other rights and benefits determined by resolution of the members at a general meeting.
- (f) An associate member does not have a right to vote but has all other rights of a member referred to in clauses 10.1 (e)(ii) and 10.1 (e)(iii).

11. Membership fees

11.1. Annual membership fee

- (a) The Committee may from time to time determine the annual membership fee, if any, to be paid by each member (**annual membership fee**).
- (b) Each member shall pay the annual membership fee to the Association as and when decided by the Committee, and as stated in the by-laws.
- (c) If a person fails to pay the annual membership fee to the Association within three months after the due date or forty eight (48) hours prior to the AGM, whichever comes first, the person ceases to be a member.
- (d) If a person ceases to be a member and subsequently pays all the member's outstanding fees to the Association, the Committee may, if it considers fit and at its sole discretion, reinstate the members' rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- (e) The Committee shall not be obliged to provide reasons for its decision to, or not to, reinstate the member's rights and privileges.

12. Termination of membership

12.1. Circumstances when membership terminates

- (a) A member's membership terminates if the member:
 - (i) Ceases to be a member under clause 12.2 (c),
 - (ii) Resigns as a member under clause 12.2
 - (iii) Is expelled as a member under clause 12.3 or
 - (iv) Dies.
- (b) The Association shall keep a record of:
 - (i) The date on which member's membership terminates under clause 12.1 (a) and
 - (ii) The reason the member's membership terminates within twenty eight (28) days after the

change occurs and retain this information for a period of one year after a person's membership terminates.

12.2. Resignation of member

- (a) A member who has paid all membership fees may resign as a member by giving written notice of their resignation to the Secretary.
- (b) The member's resignation is effective as at:
 - (i) The time of receipt by the Secretary of the person's written notice of resignation, or
 - (ii) If a later time is stated in the notice, at that later time.
- (c) Despite their resignation, any member who resigns from the Association remains liable to pay any outstanding membership fees to the Association.
- (d) The outstanding fees referred to in clause 12.2(c) may be recovered as a debt due by the member to the Association.

12.3. Suspension or expulsion of member

- (a) The Association may, by Committee resolution, suspend or expel a member from membership if:
 - (i) The member refuses or neglects to comply with this constitution, or
 - (ii) The member's conduct or behavior is detrimental to the interests of the Association.
- (b) The Secretary shall, not less than twenty eight (28) days before the Committee meeting at which the suspension or expulsion resolution is to be considered, give written notice to the member:
 - (i) Of the proposed suspension or expulsion and the grounds on which it is based,
 - (ii) Of the date, place and time of the Committee meeting at which the suspension or expulsion resolution is to be considered,
 - (iii) That the member, or the member's representative, may attend the Committee meeting at which the suspension or expulsion resolution is to be considered, and
 - (iv) That the member, or the member's representative, may address the Committee at the Committee meeting at which the suspension or expulsion resolution is to be considered and shall be given a full and fair opportunity to state the member's case orally, in writing, or both.
- (c) At the Committee meeting at which the suspension or expulsion resolution is to be considered the Committee shall:
 - (i) Give the member, or the member's representative, a full and fair opportunity to state the member's case orally,
 - (ii) Give due consideration to any written statement submitted by the member, and
 - (iii) Determine whether or not the member should be:
 - (A) Expelled as a member, or
 - (B) Suspended as a member, and if so, the period of the member's suspension.
- (d) Once the Committee has decided to suspend or expel a member, the member is immediately suspended or expelled.
- (e) Within seven (7) days of the Committee meeting at which the suspension or expulsion resolution is considered, the Secretary shall ensure that the member is informed in writing of the Committee's decision and the reasons for the Committee's decision.

12.4. After suspension of member

- (a) If a member's membership is suspended under clause 12.3 the Secretary shall record in the members register within twenty eight (28) days of the date of suspension:
 - (i) The suspended member's name,
 - (ii) The date on which the member's suspension takes effect, and
 - (iii) The length of the suspension determined by the Committee under clause 12.3(c)(iii)(B)
- (b) A suspended member cannot exercise any rights or privileges of a member, including voting

rights, during the period of suspension.

- (c) Upon the expiry of the suspension period, the Secretary shall record in the members register that the member is no longer suspended within twenty eight (28) days of that expiration date.

12.5. Member’s right of appeal against suspension or expulsion

Within fourteen (14) days of receiving notice of the Committee’s decision under clause 12.3(c), an expelled or suspended member may appeal the Committee’s suspension or expulsion decision by giving written notice of the expelled or suspended member’s intention to seek:

- (a) An appeal of the Committee’s suspension or expulsion decision, and
- (b) The appointment of a mediator under clause 35.

12.6. Reinstatement of member

If the Committee’s decision to suspend or expel a member is revoked, any act performed by the Committee or members in general meeting during the period that the member was suspended or expelled from membership under clause 12.3, is deemed to be valid, notwithstanding the member’s inability to exercise their rights or privileges of a member, including the right to vote, during that suspension period.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

13. General meeting

13.1. Definition

A general meeting is a meeting of the members of the Association.

13.2. Two types of general meeting

There are two types of general meetings, namely:

- (a) An AGM, and
- (b) A SGM.

14. Annual General Meeting

14.1. Purpose of AGM

An AGM is:

- (a) A general meeting of all the members that is to be held once during each calendar year.
- (b) Called to conduct the following business:
 - (i) Confirmation of the minutes of the previous AGM,
 - (ii) Confirmation of the minutes of any SGM held since the previous AGM (if the minutes of that SGM have not yet been confirmed),
 - (iii) Elect or appoint Directors
 - (iv) Receive the financial statements for the previous financial year, and
 - (v) Receive
 - (A) The auditor's report on the financial statements for the previous financial year (if any).

14.2. Date, time and place of AGM

An AGM shall be held on a date, and at a time and place, decided by the Committee.

14.3. Financial statements and reports and AGMs

- (a) As a tier 2 Association:
 - (i) Within six (6) months from the end of a financial year the Association shall prepare a financial report for the financial year.
 - (ii) It shall ensure that the financial report is reviewed and that a review report is prepared and presented for consideration by the AGM, and,
 - (iii) If :
 - (A) A majority (more than 50%) of members present at a general meeting pass a resolution to this effect, or
 - (B) The Commissioner directs the Association to do so, it shall ensure:
 - (1) That its financial statements for the relevant financial year are audited, and
 - (2) That a copy of the Auditor's report is submitted to the AGM.
 - (iv) As required by the Associations Regulations and the ACNC lodge the annual return with the Commissioner and the ACNC.

14.4. Holding AGM

- (a) The Association shall hold an AGM each calendar year:
 - (i) Within six (6) months after the end of the financial year, or
 - (ii) Within a longer period if the Commissioner so allows.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer

period under Clause 14.4(a)(ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than four (4) months after the end of the financial year.

- (c) The notice calling for an AGM shall specify that it is an AGM of the Association and shall comply with Clause 14.1.

14.5. Special General Meeting

- (a) Any meeting of members that is not an AGM is called a SGM.
- (b) A SGM:
- (i) Shall have a specific purpose,
 - (ii) Is often called to deal with business that cannot wait until the AGM, and
 - (iii) May consider a range of matters, including matters that shall be decided by a special resolution.
- (c) The manner of calling, the quorum and procedure of a SGM are the same as for an AGM, although the business to be conducted will be different.

14.6. Calling an Annual General Meeting or Special General Meeting

- (a) An AGM or SGM may be called by:
- (i) The Committee, at any time, or
 - (ii) At least five (5) % of the total number of members entitled to vote at an AGM or SGM.
- (b) Members may call an AGM or SGM under Clause 14.6(a)(ii) by forwarding a notice in writing to the Secretary or, in the absence of the Secretary, to the Chairperson.

14.7. Members call for AGM or SGM

- (a) In the event that members request an AGM or SGM to be held under Clause 14.6(a)(ii) the Committee shall:
- (i) Within twenty one (21) days of the member's request, forward notice of an AGM or SGM to all members, and
 - (ii) Hold the AGM or SGM within two (2) months of the member's request.
- (b) The percentage of votes of members set out in Clause 14.6(a)(ii) is to be calculated as at midnight before the day upon which the members request the AGM or SGM to be called.
- (c) A request by the members for an AGM or SGM to be held under Clauses 14.6(a)(ii) and 14.6(b) shall:
- (i) State the purpose of the AGM or SGM,
 - (ii) Be signed by at least five (5)% of the members entitled to vote at an AGM or SGM, and
 - (iii) Be lodged with the Secretary or, in the absence of the Secretary, with the Chairperson.
- (d) Separate copies of a document setting out the request by the members for an AGM or SGM to be held under Clauses 14.6(a)(ii) and 14.6(b) may be signed by members if the wording of the request is the same in each copy of the request.

14.8. Failure to hold AGM or SGM requested by members

- (a) If the Committee does not call the AGM or SGM requested by members under Clauses 14.6(a)(ii) and 14.6(b) within twenty one (21) days of being requested, a majority (being more than 50%) of the percentage of members who made the request under 14.6(a)(ii) and 14.7(c)(ii), may call and arrange to hold an AGM or SGM.
- (b) To call and hold an AGM or SGM under Clause 14.8(a), the members shall:
- (i) As far as possible, follow the procedures for an AGM or SGM set out in this Constitution,
 - (ii) Call the AGM or SGM using the list of members on the members register, which the Association shall provide at no cost to the members making the request, and
 - (iii) Hold the AGM or SGM within three months after the request for an AGM or SGM to be held under Clauses 14.6(a)(ii) and 14.6(b) was lodged with the Secretary or, in the absence

of the Secretary, with the Chairperson.

- (c) The Association shall pay the members calling and holding the AGM or SGM under Clauses 14.8(a) and 14.8(b) any reasonable expenses incurred by them because the Committee did not call and hold the AGM or SGM under Clause 14.7.

14.9. Quorum at AGM or SGM

- (a) Six (6) members personally present and entitled to vote shall constitute a quorum for an AGM or SGM.
- (b) Subject to Clauses 14.9(c) and 14.9(d), no business shall be conducted at an AGM or SGM unless a quorum of members entitled to vote is present at the time the AGM or SGM considering that item.
- (c) If, within half an hour of the time appointed for the commencement of an AGM or SGM, a quorum is not present:
- (i) In the case of a SGM, the meeting lapses, or
- (ii) In the case of an AGM, the meeting is to stand adjourned to:
- (A) The same time and day in the following week, and
- (B) The same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice given to the members before the day to which the meeting is adjourned.
- (d) If at the adjourned AGM or SGM a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

14.10. Notice of, and motions at, AGM or a SGM

- (a) The Secretary shall ensure that each member is given at least:
- (i) Fourteen (14) days' notice of a general meeting, or
- (ii) Twenty one (21) days' notice of a general meeting if a special resolution is proposed to be moved at that general meeting.
- (b) The notice of an AGM or SGM shall specify:
- (i) The place, date and time of the AGM or SGM,
- (ii) That the member is entitled to attend and vote at the AGM or SGM, and
- (iii) the particulars and order of the business to be conducted at the AGM or SGM.
- (c) The notice of an AGM or SGM or any notice of motion must be issued in the manner set out in Clauses 37 and 38.

14.11 Using technology to hold AGM or SGM

- (a) An AGM or SGM may take place:
- (i) Where the members are physically present together, or
- (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all members, if it reasonably allows each member to participate fully in discussions and decisions as they happen in the AGM or SGM and provided that the participation of each member is made known to all other members in attendance.
- (b) A member who participates in an AGM or SGM as set out in Clause 14.11(a).
- (i) Is deemed to be present at the AGM or SGM, and
- (ii) Continues to be present at the AGM or SGM for the purposes of establishing a quorum, until the member notifies the other members that they are no longer taking part in the AGM or SGM.

14.12 Conducting AGM or SGM

- (a) The Chairperson shall normally act as Meeting Chair of each AGM or SGM.
- (b) The members at an AGM or SGM may elect a Director other than the Chairperson to be the

Meeting Chair for that AGM or SGM if the Chairperson is:

- (i) Not present within 30 minutes after the starting time set for the AGM or SGM, or
 - (ii) Present but does not want to act as Meeting Chair of the AGM or SGM.
- (c) The AGM or SGM cannot conduct business unless the quorum specified in Clause 14.9 is present.
 - (d) At an AGM or SGM at which the quorum specified in Clause 14.9 is present, the Meeting Chair may adjourn the AGM or SGM with the consent of a majority (more than 50%) of the members present.
 - (e) No business shall be conducted at a rescheduled AGM or SGM other than the unfinished business from the adjourned AGM or SGM
 - (f) When an AGM or SGM is adjourned for fourteen (14) days or more, the Secretary shall ensure that notice of the adjourned AGM or SGM is given to the members in accordance with Clause 14.10 as if that general meeting was a new AGM or SGM.
 - (g) If, within half an hour of the time appointed for the AGM or SGM the quorum specified in Clause 14.9 is not present, the AGM or SGM is to stand adjourned to the same time, day and place in the following week.
 - (h) The Secretary shall ensure that minutes of the resolutions and proceedings of all AGMs or SGMs are recorded and maintained together with a record of the names of persons present at each AGM or SGM.
 - (i) The Auditor is entitled to attend any AGM or SGM and to be heard by the members on any part of the business of the AGM or SGM that concerns the Auditor in the capacity of Auditor.
 - (j) The Association shall give the Auditor any communications relating to the AGM or SGM that a member is entitled to receive.

AGM AND SGM – RESOLUTIONS**15. Ordinary and special resolutions****15.1. Definitions**

- (a) There are two types of member's resolutions, namely:
 - (i) An ordinary resolution, and
 - (ii) A special resolution.
- (b) An ordinary resolution:
 - (i) Is a resolution that is not a special resolution as described in 15.1(c), and
 - (ii) Shall:
 - (A) Be passed at an AGM or SGM at which a quorum is present, and
 - (B) Be supported by the votes of a majority (more than 50%) of the members present, in person or by proxy, and entitled to vote at the AGM or SGM.
- (c) A special resolution:
 - (i) shall be necessary to:
 - (A) Amend the name of the Association,
 - (B) Amend the constitution,
 - (C) Affiliate the Association with another body,
 - (D) Transfer the incorporation of the Association,
 - (E) Amalgamate the Association with one or more other incorporated Associations,
 - (F) Voluntarily wind up the Association,
 - (G) Cancel the incorporation of the Association, or
 - (H) Request that a statutory manager be appointed to the Association, and
 - (ii) shall:
 - (A) Be passed at an AGM or SGM at which the quorum specified in Clause 14.9 is present, and
 - (B) Be supported by the votes of not less than seventy five (75) % of the members present, in person or by proxy, and entitled to vote at the AGM or SGM.

15.2. Notice of special resolution

For a special resolution to be passed by the members at an AGM or SGM:

- (a) Members shall receive notice of the special resolution twenty one (21) days (in accordance with clause 14.10(a) (ii)) before the date of the AGM or SGM.
- (b) The notice of the special resolution shall:
 - (i) Be in writing,
 - (ii) Include the place, date and time of the general meeting where it is proposed that the special resolution be put,
 - (iii) Include the intention to propose a special resolution, and
 - (iv) Set out the wording of the proposed special resolution.
- (c) If notice is not given in accordance with Clause 15.2(b) the special resolution shall have no effect.

16. Members circular resolutions

- (a) **The Committee may put a circular resolution to the members (members' circular resolution).**
- (b) A members circular resolution cannot be used:
 - (i) To pass a special resolution,
 - (ii) To remove an Auditor,
 - (iii) To appoint or remove a director, or
 - (iv) Where the Associations Act or this constitution requires an AGM or SGM to be held.
- (c) The Secretary may arrange for a members circular resolution to be sent by email to members and

members may agree to the members' circular resolution by sending a reply email to the Secretary including the text of the members' circular resolution in their reply.

- (d) A members circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the members circular resolution by:
 - (i) **Signing a single document setting out the members circular resolution and containing a statement that the members agree to the members circular resolution, or**
 - (ii) Signing separate copies of the document setting out the members' circular resolution and containing a statement that the members agree to the member's circular resolution, provided that the wording in each copy of the document is identical, or forwarding an email referred to in Clause 16(c)
- (e) The Secretary shall ensure that the Associations Auditor is:
 - (i) Notified as soon as possible that a members circular resolution has or is to be put to members, and
 - (ii) Provided with a copy of the members circular resolution.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – VOTING**17. Voting conditions at AGM and SGM****17.1. Number of votes per member at AGM and SGM**

- (a) Each member has one vote at an AGMs and SGM.

Each member as per membership classes under clause 10.1 has voting rights assigned as per clause 10.1

17.2. Entitlement to vote at AGM and SGM

- (a) A member or their proxy is not entitled to vote at any AGM or SGM unless all money due and payable to the Association by the member or their proxy has been paid.
- (b) A member is only entitled to vote at an AGM or SGM if the member's name is recorded in the members register as at the date the notice of the general meeting was sent out.

17.3. Challenge to member's right to vote at AGM and SGM

- (a) A member or the Meeting Chair may only challenge a person's right to vote at an AGM or SGM at that same AGM or SGM.
- (b) If a challenge is made under Clause 17.3(a) the Meeting shall review the person's right to vote under Clause 17.2 and then decide whether or not the person may vote.
- (c) The Meeting Chair's decision on this point is final.

17.4. Voting procedure at AGM and SGM

- (a) Voting at an AGM and SGM shall be conducted and decided by:
- (i) A show of hands,
 - (ii) A vote in writing, or
 - (iii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (b) Before a vote is taken, the Meeting Chair shall state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- (c) The Meeting Chair's decision is conclusive evidence of the result of the vote.
- (d) The Meeting Chair and the minutes of the AGM and SGM do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- (e) In the case of an equality of votes at an AGM or SGM, the Meeting Chair is entitled to exercise a second or casting vote.

17.5. When and how a vote in writing shall be held at AGM and SGM

- (a) A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
- (i) At least six (6) members present, or
 - (ii) The Meeting Chair.
- (b) A vote in writing shall be taken when and how the Meeting Chair directs.
- (c) A vote in writing shall be held immediately if it is demanded under Clause 17.5(a)
- (i) For the election of a Meeting Chair under Clause 14.12 (b) or
 - (ii) To decide whether to adjourn the AGM or SGM.

18. Proxies at AGM and SGM**18.1. AGM and SGM requirements**

- (a) A member may appoint a proxy to attend and vote at an AGM or SGM on their behalf.
- (b) The appointed proxy must be a member.
- (c) No member may hold more than two (2) proxy votes at an AGM or SGM.

- (d) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (i) Speak at the AGM or SGM,
 - (ii) Cast a vote in writing (but only to the extent allowed by the proxy's appointment), and
 - (iii) Join in to demand a vote in writing under Clause 17.5.
- (e) An appointment of proxy, in the form as set out in Schedule 2 to this Constitution (**Proxy Form**), shall be signed by the appointing member and shall contain:
 - (i) The appointing member's name and address,
 - (ii) The Association's name,
 - (iii) The proxy's name or the name of the office held by the proxy, and
 - (iv) The AGM(s) and SGM(s) at which the appointment may be used by the proxy.
- (f) A proxy appointment may be a standing (i.e. ongoing) proxy appointment.
- (g) At least forty eight (48) hours before the AGM or SGM for which the proxy relates is scheduled to commence, proxy forms shall be received by the Association at the address stated in the notice of the AGM or SGM, or at the Association's registered address.
- (h) A proxy does not have the right to speak or vote for a member at an AGM or SGM while the member is present at the AGM or SGM.
- (i) Unless the Association receives written notice before the start or resumption of an AGM or SGM at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (i) Dies,
 - (ii) Is mentally incapacitated,
 - (iii) Revokes the proxy's appointment, or
 - (iv) Revokes the authority of a representative or agent who appointed the proxy.
- (j) A member may specify the way the proxy shall vote on a particular resolution.
- (k) When a vote in writing is held, a proxy, does not need to vote, unless the proxy form appointment specifies the way they shall vote.

18.2. Determining whether ordinary resolution carried at AGM and SGM

- (a) Unless a poll is demanded under Clause 18.3, if a question arising at an AGM or SGM is determined by general agreement or a show of hands, a declaration shall be made by the Meeting Chair of the AGM or SGM that the ordinary resolution has been:
 - (i) Carried unanimously,
 - (ii) Carried by a majority (more than 50%) of members present, or
 - (iii) Lost.
- (b) If the declaration relates to a special resolution then all items under clause 15.1(c) and 15.2 must be fulfilled. The minutes must also state that a special resolution has been determined.
- (c) A declaration made under Clause 18.2(a) shall be entered into the minutes.
- (d) The entry in the minutes under Clause 18.2(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favor of or against that resolution.

18.3. Poll at AGM and SGM

- (a) At an AGM or SGM, a poll on any question may be demanded by either:
 - (i) The Meeting Chair, or
 - (ii) At least three members present in person or by proxy.
- (b) If a poll is demanded at an AGM or SGM, the poll shall be taken in a manner as the Meeting Chair directs and a declaration by the Meeting Chair of the result of the poll is evidence of the matter so declared.
- (c) If a poll is demanded at an AGM or SGM, the poll shall be taken:
 - (i) Immediately in the case of a poll which relates to electing a Meeting Chair to chair the

AGM or SGM,

- (ii) Immediately in the case of a poll which relates to adjourning the AGM or SGM, or
- (iii) In any other case, in the manner and time before the close of the AGM or SGM as the Meeting Chair directs.

COMMITTEE AND DIRECTORS

19. Committee role and powers

19.1. Role

The Committee shall control and manage the Association's affairs and take all reasonable steps to ensure the Association complies with its obligations under the Associations Act, this constitution and all other applicable laws.

19.2. Powers

Subject to the Associations Act, this constitution and any lawful resolution passed by the Association in general meeting, the Committee:

- (a) May exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by this constitution to be exercised by a general meeting, and
- (b) Has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the Association's business and affairs.

20. Number of Directors, composition and qualifications

20.1. Number of Directors on Committee

The Committee shall have no less than six (6) Directors.

20.2. Composition of Committee

- (a) The Directors shall include:
 - (i) The Chairperson,
 - (ii) The Vice Chairperson,
 - (iii) The Secretary,
 - (iv) The Treasurer,
 (Collectively called the **officeholders**), and at least two (2) and no more than six (6) additional Directors
- (b) A director is not entitled to hold more than one officeholder position at any time.

20.3. Qualifications of Directors

- (a) A Director shall be:
 - (i) A natural person i.e. a human being,
 - (ii) Aged over 18, and
 - (iii) A member.
- (b) A person cannot be a Director if:
 - a. They are a current employee of the Association,
 - b. In the previous five years, they have been convicted of, or imprisoned for:
 - (A) An indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
 - (B) An offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more under the laws of any state or territory of the Commonwealth of Australia, or
 - c. They are:
 - (A) Bankrupt, or
 - (B) Unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.

- d. Unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following director's duties:
 - (A) Duty of care and diligence,
 - (B) Duty of good faith and proper purpose,
 - (C) Duty to not improperly use their position,
 - (D) Duty to ensure that the Association does not incur a debt while insolvent, or
 - (E) Duty to not improperly use information gained while a director.
- (c) A Director who has been suspended as a member under Clause 12.3 cannot act in the position of a director until their period of suspension as a member has expired.

21. Directors duties

21.1. General Directors' duties

Directors shall comply with their duties as Directors under legislation and common (judge-made) law and shall, where applicable, with the duties described in Governance Standard 5 of the ACNC Regulations:

- (a) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Association,
- (b) Act in good faith in the best interests of the Association,
- (c) Act for a proper purpose,
- (d) Act to further the object and purposes of the Association,
- (e) Act in the best interests of the Association,
- (f) Not misuse information gained in their role as a director,
- (g) Disclose any perceived or actual material conflicts of interest,
- (h) Ensure that the financial affairs of the Association are managed responsibly, and
- (i) Not allow the Association to operate while insolvent.
- (j) Not improperly use:
 - (i) Information obtained because they are or were a director, or
 - (ii) Their position of director, to:
 - a. Gain an advantage for themselves or another person, or
 - b. Cause detriment to the Association.

21.2. Directors conflict of interest

- (a) A director shall disclose to all the Directors present at the Committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Committee meeting.
- (b) Disclose the nature and extent of the interest at the next General Meeting of the Association.
- (c) The disclosure of a conflict of interest by a Director shall be recorded in the minutes of the Committee meeting.
- (d) Each Director who has a material personal interest in a matter that is being considered at a Committee meeting (or that is proposed in a Committee circular resolution) shall not, except as provided under Clause 21.2(d):
 - (i) Be present at the Committee meeting while the matter is being discussed, or
 - (ii) Vote on the matter.
- (e) A Director may still be present and vote if:
 - (i) Their interest relates to an insurance contract that insures, or would insure, the Director against liabilities incurred by the director as a Director,
 - (ii) The Directors who do not have a material personal interest in the matter pass a resolution that:

- (A) Identifies the Director, the nature and extent of the director's interest in the matter and how it relates to the Association's affairs, and
- (B) States that those Directors who do not have a material personal interest in the matter are satisfied that the director's material personal interest in the matter should not prevent the director from being present at the Committee meeting while the matter is being discussed or from voting on the matter.

22. Appointment of Directors

22.1. Nomination for appointment as Directors

- (a) A member who wishes to be a director shall be nominated by one (1) other member as a candidate for election as a director.
- (b) Nominations for election as a director shall close at least twenty eight (28) days before the AGM.
- (c) The Secretary must ensure a notice is sent, calling for nominations for election as a director and specifying the date for the close of nominations, to all members at least fourteen (14) days before the date for the close of nominations.
- (d) Nominations for election as director shall be:
 - (i) In writing, and
 - (ii) Delivered to the Secretary on or before the date for the close of nominations.
- (e) A member may only be nominated for one (1) director position prior to the AGM.
- (f) If a nomination for election as a director is not made in accordance with Clauses 22.1(a) to 22.1(e) the nomination shall be invalid and the member shall not be eligible for election as a director.

22.2. Methods

Directors shall be appointed to the Committee by:

- (a) Election at an AGM, or
- (b) Appointment by the Committee to fill a casual vacancy under Clause 22.4.

22.3. Election of Directors at an AGM

- (a) Subject to this constitution, the procedure for the election of Directors at the AGM shall be decided by the Committee.
- (b) If the number of valid nominations received under Clause 22.1 is equal to the number of director vacancies to be filled, the member nominated will be regarded as being elected as a director at the AGM.
- (c) If the number of valid nominations exceeds the number of director vacancies to be filled, elections for the director vacancies shall be conducted at the AGM.
- (d) If there are not enough valid nominations to fill the number of director vacancies, the candidates nominated (if any) shall be deemed to be elected as Directors and further nominations may be received from the floor of the AGM.
- (e) Where the number of nominations as Directors from the floor exceeds the remaining number of director vacancies, elections for those director positions shall be conducted.
- (f) If an insufficient number of nominations as Directors are received from the floor for the number of director vacancies that remain, each relevant director position is declared vacant by the Meeting Chair of the AGM and:
 - (i) A new AGM shall be scheduled by the Committee to take place within fourteen (14) days; and
 - (ii) The Committee shall continue to operate, as long as there is a quorum, until the declaration of the new election of Directors at the rescheduled AGM.
- (g) A list of candidates for election as Directors, with their names in alphabetical order, together with the names of the members who nominated each candidate, shall accompany the notice of the

AGM.

- (h) Each member present and eligible to vote at the AGM may vote for one candidate for each director vacancy.
- (i) A member who nominates for election or re-election as a director may vote for themselves.
- (j) If, at the new AGM scheduled under Clause 22.3(f)(i) the Association fails to fill the director vacancies the Committee shall consider the vacant director positions to be casual vacancies and proceed to appoint Directors to fill such casual vacancy (ies) under Clause 23.4.

22.4. Appointment of Directors by Committee to fill a casual vacancy

- (a) A casual vacancy occurs in Committee membership and that position of director becomes vacant if:
 - (i) A director ceases to be a member,
 - (ii) A director dies,
 - (iii) A director becomes disqualified from holding a position under Clause 20.3(b),
 - (iv) A director becomes permanently incapacitated by mental or physical ill-health,
 - (v) A director resigns as a director,
 - (vi) A director is removed as a director,
 - (vii) A director is absent from more than:
 - (A) Three (3) consecutive Committee meetings without a good reason, or
 - (B) Three (3) Committee meetings in the same financial year without tendering an apology to the Meeting Chair of each of those Committee meetings, and the Committee has resolved to declare the position of director vacant, or
 - (viii) The Association fails to fill a director vacancy under Clause 22.3(j)
- (b) If there is a casual vacancy within the meaning of Clause 22.3(j) the continuing Directors may:
 - (i) Appoint a member to fill that director vacancy until the conclusion of the next AGM, and
 - (ii) Subject to Clause 22.3(j), continue to act despite the vacant position on the Committee.
- (c) If the number of Directors is less than the number fixed under Clause 25.5 as the quorum for Committee meetings, the continuing Directors may act only to:
 - (i) Increase the number of Directors on the Committee to the number required for a quorum, or
 - (ii) Call a SGM.

22.5. Term of office

- (a) The Directors appointed on incorporation of the Association shall remain as Directors until the conclusion of the first AGM and shall be eligible for re-election.
- (b) At each AGM the following Directors shall retire:
 - (i) Any director appointed by the Directors to fill a casual vacancy, and
 - (ii) At least 33% (one third) of the remaining Directors.
- (c) The Directors who retire at each AGM under Clause 22.5(b)(ii) will be those Directors who have been longest in office since last being elected.
- (d) Where Directors were elected on the same day, the director(s) to retire will be decided by ballot, unless the Directors agree otherwise.
- (e) A Director's term of office starts on the date at which they were elected, and ends on the date on which they retire, is expelled or suspended or where membership is terminated under Clause 12.1
- (f) Each director must retire at least once every three (3) years.
- (g) A director who retires under Clause 22.5(b) may nominate for election or re-election, subject to Clause 22.5(h)
- (h) Unless the Members pass a special resolution authorising such an action, a director who has held office for a continuous period of nine (9) years or more may only be re-appointed or re-elected if

a period of one calendar year has passed since the end of the director's continuous period of nine (9) years as a director.

23. Resignation and removal of Directors

23.1. Resignation

- (a) A director may resign from the Committee by giving written notice of resignation to the Secretary, or if the director is the Secretary, to the Chairperson.
- (b) The director's resignation is effective:
 - (i) At the time the notice is received by the Secretary or Chairperson under Clause 23.1(a)

23.2. Removal

- (a) A Director may only be removed from his or her position on the Committee by ordinary resolution at a general meeting if a majority (more than 50%) of the members present and eligible to vote at the general meeting vote in favor of the director's removal.
- (b) The Director who faces removal is to be allowed a full and fair opportunity at the general meeting to review the proposed ordinary resolution, and state their case as to why they should not be removed from their position on the Committee.
- (c) If all Directors are removed by ordinary resolution at a general meeting, the members shall, at the same general meeting, elect an interim Committee. The interim Committee shall, within two (2) months, hold a general meeting for the purpose of electing a new Committee.

23.3 Assets and records of Directors who ceases to be Director

- (a) Upon ceasing to be a Director, outgoing Directors are responsible for transferring all relevant assets and Association's books to the new Committee within fourteen (14) days of ceasing to be a director.

24. Officeholders

24.1. Election of officeholders by Committee

An officeholder shall:

- (a) Be elected by the Committee, and
- (b) Remain as an officeholder for as long as the Committee deems fit.

24.2. Chairperson

- (a) The Committee must elect a director as the Chairperson.
- (b) The Chairperson:
 - (i) Must ensure that they consult with the Secretary regarding the business to be conducted at each Committee meeting and each general meeting,
 - (ii) May call Committee meetings under Clause 25,
 - (iii) May chair Committee meetings under Clause 25.1(c)(i)
 - (iv) May chair AGMs and SGMs under Clause 14.12(a)
 - (v) Must ensure that the minutes of general meetings or Committee meetings are reviewed and signed as correct, and
 - (vi) Must carry out any other duties required of the Chairperson by this constitution.

24.3. Secretary

The Secretary shall ensure the:

- (a) Maintenance of a current delegation of authority,
- (b) The co-ordination of correspondence of the Association,

- (c) Calling and holding of general meetings and Committee meetings,
- (d) In consultation with the Chairperson, preparation of notices of general meetings and Committee meetings and the details of business to be conducted at each such meetings,
- (e) Maintenance of the members register,
- (f) Maintenance of the record of officeholders,
- (g) Maintenance of the minutes,
- (h) Safe custody of the Association's books (with the exception of the accounting records),
- (i) Safe custody and management of the Association's record-keeping systems in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),
 - (iii) The validity and reliability of the information collected and the system on which it is recorded,
 - (iv) The resources and training required, and
 - (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (j) Recording of full and correct minutes of committee meetings and general meetings and their maintenance,
- (k) Compliance with all ACNC reporting requirements, including the following:
 - (i) Forwarding an annual information statement to the ACNC, and
 - (ii) Forwarding a financial report to the ACNC as per the following:
 - (A) If the Association has an annual revenue of less than \$250,000 (**small ACNC charity**) the Association:
 - (1) Is not obliged to submit an ACNC financial report to the ACNC, but can do so if it so wishes,
 - (2) Can choose whether to use cash or accrual accounting, and
 - (3) For ACNC purposes, is not required to have the financial statements either:
 - (i) Reviewed, or
 - (ii) Audited.
 - (B) If the Association has an annual revenue of more than \$250,000 but less than \$1 million (**medium ACNC charity**), the Association shall submit to the ACNC an ACNC financial report that is either:
 - (1) Reviewed, or
 - (2) Audited.
 - (C) If the Association has an annual revenue of \$1 million or more (**large ACNC charity**), the Association shall submit an audited ACNC financial report to the ACNC.
- (l) Compliance with all reporting obligations to the Department of Commerce as varied from time to time.
- (m) Performance of any other duties required of the Secretary by this constitution.

24.4. Treasurer

The Treasurer shall ensure the:

- (a) Collection of all moneys payable to the Association are collected and the issuing of receipts in the name of the Association for those monies,
- (b) Payment of all monies received by the Association into the account or accounts of the Association as the Committee may direct from time to time,
- (c) Timely payment of the expenses of the Association from the funds of the Association with the authority of the Committee or a general meeting,
- (d) Taking out by the Association of all necessary insurances.

- (e) Maintenance by the Association of financial records that comply with the requirements of Clause 30.3.
- (f) Safe custody of financial records and any other relevant Association records in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),
 - (iii) The validity and reliability of the information collected and the system on which it is recorded,
 - (iv) The resources and training required, and
 - (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (g) Co-ordination of the preparation of the financial statements prior to their submission to the AGM,
- (h) Co-ordination of the preparation of the reviewed financial report prior to its submission to the AGM,
- (i) Co-ordination of the preparation of the Auditor's report prior to its submission to the AGM,
- (j) Assistance of the reviewer or Auditor in performing their functions, and
- (k) Performance of any other duties required of the Treasurer by this constitution.

24.5. Record of officeholders

- (a) The Secretary shall ensure that a record of officeholders is maintained.
- (b) The record of officeholders shall include:
 - (i) Each officeholder's full name,
 - (ii) Current postal, residential or email addresses and phone number for each officeholder,
 - (iii) Details of the office held by each officeholder,
 - (iv) Dates of appointment of each officeholder to their respective office, and
 - (v) If applicable, dates of cessation of the appointment of each officeholder to their respective office.
- (c) The record of officeholders shall be kept and maintained at such place as the Committee decides.

COMMITTEE MEETINGS**25. Calling and conducting Committee meetings****25.1. Calling Committee meetings**

- (a) The Committee shall hold no less than three (3) in any one calendar year.
- (b) The Committee shall determine the place and time of all Committee meetings.
- (c) A Committee meeting may be called by:
 - (i) The Chairperson, or
 - (ii) Any two Directors, 22.5
 by giving notice as per clause 25.2(a) to all other Directors.

25.2. Notice

- (a) The Secretary shall ensure that each director is given at least forty eight (48) hours' notice of each Committee meeting.
- (b) Notice of a Committee meeting shall specify the general nature of the business to be transacted at the Committee meeting.
- (c) Subject to Clause 25.2(d) only the business specified on the notice of the Committee meeting is to be conducted at that Committee meeting.
- (d) Urgent business may be conducted at a Committee meeting if the Directors present at the Committee meeting unanimously agree to treat the business as urgent.

25.3. Using technology to hold Committee meeting

- (a) Committee meeting may take place:
 - (i) Where the Directors are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all Directors, if it reasonably allows each director to participate fully in discussions and decisions as they happen in the Committee meeting and provided that the participation of each director is made known to all other Directors in attendance.
- (b) A director who participates in a Committee meeting as set out in Clause 25.3(a):
 - (i) Is deemed to be present at the Committee meeting, and
 - (ii) Continues to be present at the Committee meeting for the purposes of establishing a quorum, until the director notifies the other Directors that they are no longer taking part in the Committee meeting.

25.4. Conducting Committee meeting

- (a) The Chairperson shall normally act as Meeting Chair of each Committee meeting.
- (b) The Directors at a Committee meeting may elect a director other than the Chairperson to be the Meeting Chair for that Committee meeting if the Chairperson is:
 - (i) Not present within 30 minutes after the starting time set for the Committee meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the Committee meeting.
- (c) The Committee cannot conduct business unless the quorum specified in Clause 25.5 is present.
- (d) If, within half an hour of the time appointed for the Committee meeting, the quorum specified in Clause 25.5 is not present the Committee meeting is to stand adjourned to the same time, day and place in the following week.
- (e) If at a Committee meeting adjourned under Clause 25.4(d), the quorum specified in Clause 25.5 is not present within half an hour of the time appointed for the Committee meeting, the Directors personally present shall constitute a quorum.
- (f) Subject to this constitution, the Directors present at the Committee meeting are to determine the procedure and order of business to be followed at the Committee meeting.

- (g) All Directors have the right to attend and vote at Committee meeting.
- (h) All members, or other guests, may attend Committee meeting if invited by the Committee, but the member or guest shall not have any right to:
 - (i) Comment without invitation,
 - (ii) Vote,
 - (iii) Be provided with copies of any agenda, minutes of meetings, or documents presented at such Committee meeting.
- (i) The Secretary, or such person authorised by the Committee from time to time, shall ensure that minutes of the resolutions and proceedings of all Committee meeting are recorded and maintained together with a record of the names of persons present at each Committee meeting.
- (j) The Coordinator/Manager of the Centre, shall be granted the right to speak and the right of proposition at Management Committee Meetings.

25.5. Quorum for Committee meeting

- (a) Unless the Committee determines otherwise, the quorum for a Committee meeting shall be a majority (more than 50%) of total Directors.
- (b) A quorum must be present for the entire Committee meeting.

26. Committee resolutions

26.1. Voting

- (a) Each director present at a Committee meeting has one vote.
- (b) A question arising at a Committee meeting is to be decided by a majority (more than 50%) of votes, but, if there is an equality of votes, the Meeting Chair of the Committee meeting is entitled to exercise a second or casting vote.
- (c) Decisions at a Committee meeting may be made by general agreement or by way of a show of hands.
- (d) A poll by secret ballot may be used at a Committee meeting if the Committee prefers to determine a matter in this way, and if the Meeting Chair of the Committee meeting supervises the ballot.

26.2. Committee circular resolutions

- (a) The Committee may pass a circular resolution without a Committee meeting being held (**Committee Circular Resolution**).
- (b) A Committee circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 26.2(c).
- (c) Each director may sign:
 - (i) A single document setting out the resolution and containing a statement that they agree to the Committee circular resolution, or
 - (ii) Separate copies of that document, as long as the wording of the Committee circular resolution is the same in each copy.
- (d) The Association may send a Committee circular resolution by email to the Directors and the Directors may agree to the Committee circular resolution by sending a reply email to that effect, including the text of the Committee circular resolution in their reply.
- (e) A Committee circular resolution is passed when the last director signs or otherwise agrees to the Committee circular resolution.

27. Remuneration of Directors

27.1. Travelling and other expenses

The Association may pay a Director's travelling and other expenses properly incurred, such as:

- (a) Attending Committee meeting or subcommittee meeting,
- (b) Attending any general meeting, and
- (c) In connection with the Association's business.

27.2. No other remuneration

Directors shall not receive any remuneration for their services as Directors other than as described at Clause 27.1.

SUBCOMMITTEES AND OTHER DELEGATION**28. Subcommittees and delegation****28.1. Establishment**

- (a) The Committee may establish subcommittees from time to time to assist with the conduct of the Association's object [and charitable] purposes.
- (b) Subcommittees may comprise (in such numbers as the Committee determines) members and non-members.
- (c) Subject to this constitution, subcommittee members shall determine the procedure to be followed at subcommittee meetings.

28.2. Delegation

- (a) The Committee may delegate, in writing, to any or all of the subcommittees, any authority, power or functions, and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite any delegation under Clause 28.2(a), the Committee may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

28.3. Delegation to others

- (a) The Committee may delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite a delegation under this clause, the Committee may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

FINANCES**29. Payment of income or property to members****29.1. Not permitted**

Subject to Clause 29.2, none of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise, to a member.

29.2. Permitted payments

- (a) Clause 29.1 does not prevent:
- (i) Subject to Clause 29.2(b) the payment in good faith of remuneration to any member, director, officer or employee in return for any services actually rendered to the Association or for goods supplied to the Association in the ordinary and usual course of business,
 - (ii) The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the '**Cash Rate Target**' from time to time on money borrowed from any member,
 - (iii) The payment of reasonable and proper rent by the Association to a member for premises leased to the Association by the member, or
 - (iv) The reimbursement of out-of-pocket expenses for travel and accommodation incurred on behalf of the Association by any member or director in connection with the member or director's functions as a member or director.
- (b) Before a payment proposed to a member or director under Clause 29.2(a)(i) can be made, the payment must first be authorised by the members by way of an ordinary resolution.

30. Funds**30.1. Source of funds**

- (a) The funds of the Association may be derived from:
- (i) Entrance fees,
 - (ii) Annual membership fees,
 - (iii) Donations,
 - (iv) Fundraising activities,
 - (v) Grants,
 - (vi) Interest, and
 - (vii) Any other sources approved by the Committee.
- (b) The Association shall, as soon as practicable:
- (i) Deposit all money received to the credit of the Association's bank account, without deduction, and
 - (ii) After receiving any money, issue an appropriate receipt.

30.2. Control of funds

- (a) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) The Association shall use its funds in carrying out the Association's object [and charitable] purposes.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association shall be signed by:
- (i) Any two Directors, or
 - (ii) One director and another person authorised by the Committee.
- (d) All expenditure above the maximum amount set by the Committee from time to time shall be approved or ratified at a Committee meeting.

30.3. Financial records

- (a) The Association shall keep financial records that:
 - (i) Correctly record and explain its transactions, financial position and performance, and
 - (ii) Enable true and fair financial statements to be prepared.
- (b) The Association shall retain its financial records for at least 7 years after the transactions covered by the financial records are completed.

BINDING THE ASSOCIATION**31. Use of common seal**

- (a) The Association may decide to have a common seal on which its corporate name appears in legible characters.
- (b) If the Association does decide to have a common seal under Clause 31(a):
 - (i) The Secretary shall ensure its safe custody, and
 - (ii) It shall only be used under resolution of the Committee.
- (c) The Association shall sign off on a document without using a common seal (if any) if the document is signed by two Directors.
- (d) The Association shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
 - (i) Any two Directors, or
 - (ii) One director and another person authorised by the Committee.
- (e) The Secretary shall ensure that every use of the common seal is recorded in the minutes.

MINUTES, BOOKS AND RECORDS**32. Minutes****32.1. Taking of minutes**

- (a) The Association shall keep minutes of the resolutions and proceedings of all AGM, SGM and Committee meeting together with a record of the names of persons present at each General meeting and Committee meeting.
- (b) The minutes of the AGM, SGM and Committee meeting are to be entered into the Minutes file within 30 days of the date of the AGM, SGM and Committee meeting.

32.2. Review and signing of minutes

- (a) The Chairperson shall ensure that the minutes of an AGM, SGM or Committee meeting are reviewed and signed as correct by:
 - (i) The Meeting Chair of the AGM, SGM or Committee meeting to which those minutes relate, or
 - (ii) The Meeting Chair of the next succeeding AGM, SGM or Committee meeting.
- (b) When minutes have been entered and signed as correct under Clause 32.2(a) they are:
 - (i) To be entered in the minutes file, and
 - (ii) Until the contrary is proved, evidence that:
 - (A) The AGM, SGM or Committee meeting to which they relate was duly called and held,
 - (B) All proceedings recorded as having taken place at the AGM, SGM or Committee meeting did in fact take place at the meeting, and
 - (C) All appointments or elections purporting to have been made at the AGM, SGM or Committee meeting were validly made.

32.3. Inspection of minutes

- (a) The minutes of AGM or SGM may be inspected by a member under Clause 33.3.
- (b) The minutes of Committee meetings may be inspected by a member under Clause 33.3 unless the Committee determines that the minutes of Committee meeting generally, or the minutes of a specific Committee meeting, are not to be made available for inspection by a member.

33. Records**33.1. Inspecting record of officeholders**

- (a) Any member is able to inspect the record of officeholders free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) The member may make a copy of details from the record of officeholders, but has no right to remove the record of Officeholders for that purpose.

33.2. Custody of Association's books

- (a) Except as otherwise decided by the Committee from time to time:
 - (i) The Secretary shall be responsible for ensuring the maintenance and control of the Association's books (except for the Association's financial records).
 - (ii) The Treasurer is responsible for ensuring the custody and maintenance of the Association's financial records and securities.
 - (A) The Committee shall be responsible for ensuring the maintenance and control of the Association's books including the Association's financial records and securities.
- (b) The Association's books shall be retained for at least 7 years.

33.3. Inspecting Association's books

- (a) Subject to this constitution, a member is able to inspect the Association's books free of charge at such time and place as is mutually convenient to the Association and the member.
- (b) A member shall contact the Secretary to request to inspect the Association's books.
- (c) The member may copy details from the Association's books but has no right to remove the Association's books for that purpose.

33.4. Prohibition on use of information in Association's books and record of officeholders

A member shall not use or disclose information in the Association's books and record of officeholders except for a purpose:

- (a) That is directly connected with the affairs of the Association, or
- (b) Related to a requirement of the Associations Act to provide information to the Commissioner.

33.5. Returning the Association's books

Outgoing Directors are responsible for transferring all relevant assets and Association's books to the new Committee within fourteen (14) days of ceasing to be a director.

DISPUTES**34. Disputes arising under constitution**

- (a) This clause applies to:
 - (i) Disputes between members, and
 - (ii) Disputes between the Association and one or more members that arise under the constitution or relate to the constitution.
- (b) In this Clause 34, the term **member** includes any former member whose membership ceased not more than six (6) months before the dispute occurred
- (c) The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause 34 by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Association shall hold a Committee meeting within twenty eight (28) days after the Secretary receives notice of the dispute under Clause 34(d) for the Committee to determine the dispute.
- (f) At the Committee meeting to determine the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- (g) The Secretary shall inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee meeting referred to in Clause 34(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

35. Mediation

- (a) This Clause 35 applies:
 - (i) Where a person is dissatisfied with a decision made by the Committee under Clause 34(g) or
 - (ii) Where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 34(c) or a party to a dispute is dissatisfied with a decision made under Clause 34(g) a party to a dispute may:
 - (i) Provide written notice to the Secretary identifying the parties to, and the details of, the dispute, and
 - (ii) Agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The Secretary shall then ensure that a mediator is appointed to resolve the dispute who shall be:
 - (i) A person chosen by agreement between the parties to the dispute, or
 - (ii) In the absence of agreement between the parties to the dispute, a mediator appointed by the Committee.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a member this Clause 35 does not apply until the procedure under Clause 12 in respect of the proposed suspension or expulsion has been completed.
- (e) The party or parties requesting the mediation shall pay the costs of the mediation.
- (f) The mediator can be a member provided the member is not a party to the dispute.
- (g) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.

- (i) The mediator, in conducting the mediation, shall:
 - (i) Give the parties to the mediation every opportunity to be heard,
 - (ii) Allow all parties to consider any written statement submitted by any party, and
 - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (j) The mediation shall be confidential.
- (k) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

36. Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in Clauses 34 and 35, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act or otherwise at law.

SERVICE OF NOTICES

37. Legal requirements

A notice or other communication in relation to this constitution has no legal effect unless it is in writing and given as follows:

- (a) Delivered by hand to the nominated address of the addressee,
- (b) Sent by post to the nominated postal address of the addressee, or
- (c) Sent by e-mail or any other method of electronic communication (including facsimile transmission) to the nominated electronic address of the addressee.

38. Service on members

Any notice given to a member under this constitution shall be sent to the member's address as recorded in the members register.

INDEMNITY AND INSURANCE

39. Indemnity

- (a) The Association shall indemnify each director out of the assets of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a director:
 - (i) When the Association is not prevented by law from doing so, and
 - (ii) For an amount for which the director is not entitled to indemnity from another party (including an insurer under an insurance policy).
- (b) The indemnity in Clause 39(a) is a continuing obligation and is enforceable by a director even though that person is no longer a director of the Association.

40. Director's insurance

To the extent permitted by law, and if the Committee consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been a director against any liability incurred by the director.

41. Insurance covering workers, contractors, volunteers and visitors

The Association shall ensure that appropriate insurance is obtained for:

- a) The Association's workers,
- b) The Association's volunteers, and
- c) The Association's visitors.

All enlisted contactors are required to provide a certificate of currency to the Manager of the centre prior to acceptance of quotation for works, unless prior alternative arrangements have been made.

OCCUPATIONAL SAFETY AND HEALTH

42. Safe and healthy working environment

The Association is aware of its obligation to provide a safe and healthy working environment for its employees, contractors, volunteers and visitors and to remain familiar with the requirements of the *Occupational Safety and Health Act 1984* (WA) and the *Occupational Safety and Health Regulations 1996* (WA) and any amendments to these legal instruments made from time to time (**OSH Laws**).

43. Occupational Safety and Health obligations

The Association shall ensure that:

- (a) Where required, it obtains workers compensation insurance for its workers.
- (b) Where required, it obtains insurance to cover its:
 - (i) Contractors,
 - (ii) Volunteers, and
 - (iii) Visitors.
- (c) It complies with its obligations under the OSH laws, including any obligation:
 - (i) To complete a workers compensation claim form and submit it to the Association's workers compensation insurer if a worker is injured while at work, and
 - (ii) to notify the WorkSafe WA Commissioner if an injury to a worker involves:
 - (A) A work-related death, or
 - (B) One of the following injuries or diseases:
 - (1) A fracture of the skull, spine or pelvis,
 - (2) A fracture of any bone in the arm (other than in the wrists or hand) or in the leg (other than a bone in the ankle or foot),
 - (3) An amputation of an arm, a hand, finger, finger joint, leg, foot, toe or toe joint,
 - (4) The loss of sight of an eye,
 - (5) Any injury other than those set out in Clauses 43(c)(ii) (B)(i) to 43(c)(ii) (B)(4), in the opinion of a medical practitioner, is likely to prevent the worker from being able to work within ten (10) days of the day on which the injury occurred,
 - (6) Infectious diseases such as tuberculosis, viral hepatitis, legionnaires' disease and HIV, where the disease is contracted during work involving exposure to human blood products, body secretions, excretions or other material which may be a source of infection, and
 - (7) Occupational zoonoses such as Q fever, anthrax, leptospirosis and brucellosis, where the disease is contracted during work involving the handling of, or contact with, animals, animal hides, skins, wool, hair, carcasses or animal waste products.

CONSTITUTION AND BY-LAWS**44. Constitution****44.1. Binding**

This constitution imposes a legally binding obligation upon the Association and upon each member to observe all of its Clauses.

44.2. Amendment

- (a) The Association may amend the constitution or replace it with a new constitution by passing a special resolution.
- (b) An amendment to the constitution changing:
 - (i) The Association's name, or
 - (ii) The Association's object or purposes, does not become effective until:
 - (iii) The required documents are lodged with the Commissioner, and
 - (iv) The Commissioner's written approval to the changes is received by the Association.

44.3. Copies

- (a) The Association shall maintain a current copy of the constitution at all times.
- (b) The Association shall provide, free of charge, a copy of the constitution then in force, to each member at the time their membership commences.

45. By-laws**45.1. Power and purpose**

Provided that they are not inconsistent with the constitution or the Associations Act, the members may make, amend and repeal by-laws for the management of the Association by way of an ordinary resolution at an AGM or a SGM.

45.2. Not of constitution and not required to be lodged

Any by-laws made under Clause 45.1 do not form part of the constitution and are not required to be lodged with the Commissioner.

WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**46. Cessation of activities, winding up and cancellation of incorporation**

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Associations Act if the members resolve by special resolution that the Association is to:
 - (i) Apply to the Commissioner seeking the cancellation of the Association's incorporation, or
 - (ii) Appoint a liquidator to wind up the Association's affairs.
- (b) If the Association has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, the Association must be wound up under Clause 46(a) (ii) before cancellation of incorporation can take place.

47. Surplus assets not to be distributed to members

If the Association is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member is an entity described in Clause 48.

48. Distribution of surplus assets

- (a) Subject to the Associations Act, any other applicable law and any court order, any surplus assets that remain after the Association is wound up shall be distributed to one or more not-for-profit organisations that:
 - (i) Possess an object and purposes similar to, or inclusive of, the object and charitable purposes of the Association as set out in Clause 4, and
 - (ii) Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.
- (b) The decision as to the not-for-profit organisation or organisations to receive the surplus assets of the Association shall be made by a special resolution of members at or before the time of winding up.
- (c) If the members do not make the decision set out in Clause 48(b) the Association may make application to the Courts of Western Australia and request that the courts make this decision.



Schedule 1 MEMBERSHIP APPLICATION FORM

APPLICANT DETAILS

I, _____ : of _____
Full Name

_____ **Applicants Residential Address**

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the constitution of the Association as amended from time to time. I also understand the acceptance of my membership application does not necessarily provide guarantee any nomination for a director's position in accordance with this constitution

Applicants Date of Birth: _____ Best Contact Telephone Number: _____

Applicants Occupation: _____

Applicants Email Address: _____

Business Name: _____

Signature of Applicant: _____ Date: _____

NOMINATOR DETAILS (CRC member)

I, _____
Nominating members full name

being a current member of the Association and entitled to nominate persons for membership, hereby nominate the applicant for membership of the Association.

Signature of nominating member _____ Date: _____

Regular Membership (voting rights):

- Single: \$22.00
- Single Concession: \$16.50
- Family \$33.00
- Family Concession: \$27.50
- Business: \$55.00 (Plus Mail Out GCN of \$54.45)
- Community Group: \$16.50 These groups must be Incorporated.
- Associate: \$22.00 (no voting rights)
- Junior: \$16.50

CRC MEMBERSHIPS INCLUDES THE FOLLOWING PRIVILEGES

- A Community Resource Centre gift voucher to the dollar value of the paid membership, this can go towards printing, faxing etc.
- Half price on all internet usage.
- Discounted Member's priority invitation to all events and activities held at the CRC during the year.

Promotion/information CONTACT DETAILS

Would you like to receive promotional/information emails from the CRC Yes No

Do you prefer to be contacted via other means Yes Please state means

APPLICATION PROCESS (office use Only)

- Approved
- Not Approved

Management Approval Date: _____

Managers Signature: _____

Ratified at Meeting held on _____ Reason for non-approval: _____

Paid on _____ Method of Payment

Membership Number: _____

Schedule 2 - Proxy Voting Form

(For use by member who is unable to attend annual or SGM)

A. Appointing a Proxy

I, of
[Member's full name]

.....
[Member's residential address]

.....
[Member's telephone number]

.....
[Member's email address]

being a member of the above named incorporated Association (**Association**) and authorised to vote at a general meeting, hereby appoint:

Please Tick ONLY ONE (1) of the following:

- 1. Chairperson of general meeting OR
- 2. Secretary of Association OR
- 3. Proxy identified below

I, of
[Proxy's full name]

.....
[Proxy's residential address]

to vote on my behalf at the annual/special (strike out '**annual**' OR '**special**') general meeting (**general meeting**) of the Association to be held on:

.....
Date of general meeting

.....
Address of general meeting

and at any adjournment of the general meeting.

B. Proxy's Voting Directions

My proxy is authorised to vote:

Please Tick ONLY ONE (1) of the following:

- 1. As the proxy deems fit OR
- 2. According to the specific directions to my proxy identified below

Specific directions to proxy (please add further page if needed)

.....
Signature of Member

.....
Date

Schedule 3 – Appointment of Organisational Member Representative Form

.....
[Name of organisational member]

Advises that, on
[Insert date of meeting]

It was resolved that
[Name of representative of organisational member]

Represent the organisational Member at (tick only ONE of the following boxes):

The general meeting/s on
(Insert relevant date/s)

OR

All general meetings

Of: Limited.
[Name of Association]

Witnessed/authorised by ((if required under the CORPORATE MEMBER'S rules)

Signature:

Name:

Position:

Date:

Signature:

Name:

Position:

Date:



[Affix organisational members
common seal if required]

The organisational member acknowledges that according to Clause 17.4 of the Association's constitution a person appointed to represent a member which is an Association is deemed for all purposes to be a member until that appointment is revoked by the Association or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Schedule 3 – Committee Nomination Form

I, being a member of the Gingin District Community Resource

[Member’s full name]

Centre Inc. hereby nominate:for the position of :

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer
- Management Committee Member

for the 2018/19 Gingin District Community Resource Centre Inc. Committee.

Signature of member _____

Note: Nominations must be received at the CRC by 4pm on _ September 2018

Management Committee Eligibility Requirements

Prior to accepting nomination for the Management Committee please select the appropriate following (as per the 2016 changes to the Association Incorporation Act 2015)

I declare the following is applicable to me:

I have never been convicted of an indictable offence in connection with promotion, formation or management of a body corporate, or conviction of an offence involving fraud or dishonesty punishable by 3+ month’s imprisonment, or breach of any duties in the new law or undischarged bankruptcy/insolvency.

Having read the above eligibility requirements I believe I will need to defer to the new Associations Act https://www.slp.wa.gov.au/legislation/statutes.nsf/main_mrtitle_13715_homepage.html and/or make application to the Commissioner due to my circumstances, and as such cannot take office at this time.

Penalty: \$10 000 fine

Agreed by: _____

(Nominee Signature)