

Victoria Park Community Centre Inc.

Constitution

ABN: 31 216 017 087

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

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PRELIMINARY MATTERS

1. Name

The Association, incorporated under the *Associations Incorporation Act 2015* (WA), shall be known as the **Victoria Park Community Centre Inc.**, hereinafter referred to as VPCC.

Victoria Park Community Centre Inc. respectfully acknowledges the Aboriginal and Torres Strait Islander peoples, the First Australians, as custodians of the land in Western Australia, and pays tribute to their unique values and culture.

2. Definitions

In this Constitution, unless otherwise specified, words and phrases have the following meaning:

- (a) **Act** means the *Associations Incorporation Act 2015* (WA).
- (b) **Administrative Tribunal** means the State Administrative Tribunal of Western Australia.
- (c) **Annual General Meeting** means a general meeting of members called under clause 15.2.
- (d) **Associate member** means a member who has no right to vote but has all other rights of members as determined by the Board or by the members at a general meeting.
- (e) **Association** means **VPCC**.
- (f) **Board** means the group of people, called directors, who are responsible for the management of the affairs of the Association.
- (g) **Board meeting** means a meeting of the directors.
- (h) **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) **By-laws** mean any additional arrangements or processes adopted by members by ordinary resolution to supplement this constitution.
- (j) **Centre** means the physical premises from which the Association conducts its business.
- (k) **Chairperson** means the person elected by the Board to hold this office.
- (l) **Circular resolution**, which may be a member's circular resolution or a Board circular resolution, means a resolution that is passed without a face-to-face general meeting or Board 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.
- (m) **Clause** means a clause of this constitution.
- (n) **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.
- (o) **Constitution** means this document as amended from time to time.
- (p) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (q) **Department** means the Western Australian government department principally assisting with the administration of the Associations Act, currently the Western Australian Department of Commerce.
- (r) **Director** means a member of the Board appointed under clause 21.
- (s) **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.
- (t) **Financial report** refers to the financial report for a financial year of the Association and comprises:
 - (i) The financial statements for the financial year
 - (ii) The notes to the financial statements for the financial year
 - (iii) The declaration about the financial statements and notes made by the Board
- (u) **Financial statements** means:
 - (i) A statement of receipts and payments for the financial year,
 - (ii) A reconciled statement of bank account balances as at the end of the financial year, and
 - (iii) A statement of assets and liabilities as at the end of the financial year.
- (v) **Financial year** means:
 - (i) A period of twelve (12) months commencing on **1 July** and ending on **30 June**.
- (w) **General meeting** means a meeting of the members of the Association that all members (including associate members, if any) are invited to attend, and is either:
 - (i) An annual general meeting, or
 - (ii) A special general meeting.
- (x) **Meeting Chair** means the person who chairs a general meeting or a Board meeting.
- (y) **Member** means a person or organisation that is a member of the Association.
- (z) **Minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and Board meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (aa) **Office-bearer** means a director referred to in clause 19.2(a)
- (bb) **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.
- (cc) **Poll** means voting conducted by a show of hands which is recoded in writing in the minutes.
- (dd) **Regulations** means the regulations made under the Associations Act (if any).
- (ee) **Quorum** means the number of persons required to be present in order to conduct a meeting.
- (ff) **Special General Meeting (SGM)** means any general meeting of members that is not an Annual General Meeting.
- (gg) **Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than seventy five (75) percent of the persons who are entitled to cast a vote at that meeting.
- (hh) **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 excluding books relating to the management of the Association.

- (ii) **Tier 1 association** means an association that, in a financial year:
 - (i) Has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act, or
 - (ii) Has been declared by the Commissioner to be a Tier 1 association.
 Tier 1 associations can also elect to prepare basic financial statements with no independent review or audit.

3. Interpretation

All words imparting any gender shall mean all genders and all singular words shall also mean and include the plural

PURPOSE, OBJECTIVES AND POWERS

4. Statement of Purpose

The purpose of the Association is to provide effective facilities and services to promote, support and enhance the quality of life and positive development of our community.

5. Objectives

- 5.1. To promote and develop programmes and access to the Centre in a manner that ensures that all people within our community are provided equal opportunity regardless of age, cultural background, disability/impairment, marital status, family responsibility status, gender, sexual orientation, pregnancy, religious and/or political beliefs.
- 5.2. To promote the wellbeing and care of children, families, those from culturally and linguistically diverse backgrounds, and the broader community.
- 5.3. To promote, develop and co-ordinate activities which relate to the cultural background of children, families and members of the community.
- 5.4. To establish programmes in response to community needs.
- 5.5. To provide and maintain suitable grounds, buildings and equipment for such purposes.
- 5.6. To raise, aid or contribute in the raising of funds for the use and benefit of the Centre for any purpose considered advantageous to these objectives.
- 5.7. To support community groups in developing self-help activities.

6. Powers

Subject to the Associations Act, the Association may do all things necessary to lawfully pursue its objectives and purposes.

7. Not-for-profit

7.1. 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 objectives and purposes.

7.2. Permitted payments

Provided it is done in good faith, clause 7.1 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 objectives and

purposes.

MEMBERSHIP

8. Number, qualifications and liability of members

8.1. Number

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

8.2. Eligibility

- (a) Any person or organisation that supports the objectives and purposes of the Association as stated in clauses 4 and 5 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.
- (d) An employee of the Association may not become or hold membership of the Association.

8.3. 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.

9. Becoming a member

9.1. 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 of this constitution (membership application form).
- (b) An applicant becomes a member if:
 - (i) They meet all membership criteria under clause 8.2,
 - (ii) They complete and forward a membership application form to the Secretary under clause 9.1(a),
 - (iii) The Board approves their membership application, and
 - (iv) They pay any membership fees due under clause 13.
- (c) When the requirements of clause 9.1(b) 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.

9.2. Consideration of membership application

- (a) The Board 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 Board 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 Board shall not approve a membership application unless the applicant:

- (i) meets all the membership criteria under clause 8.2, and
- (ii) makes a written membership application under clause 9.1(a)(i).
- (e) The Board may refuse to accept a membership application even if the applicant has applied in writing and meets all membership criteria under clause 8.2.
- (f) As soon as is practicable after a decision is made under clause 9.2(a) the Board shall give notification to the applicant of the outcome of the membership application.
- (g) The Board is not obliged to provide reasons to the applicant or to any other person for its decision to accept or reject a membership application.

10. Member Organisations

A member organisation shall appoint from its members a representative who may speak and vote on its behalf and such representatives shall be identified to the Association in writing.

11. Register of members

11.1. Content of Register of members

- (a) The Association shall maintain and keep updated a register of members which shall contain:
 - (i) The full names of each member,
 - (ii) The contact postal, residential or email addresses 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 register of members.
- (c) The Secretary shall ensure that the register of members is kept and maintained at such place as the Board decides.

11.2. Inspection and copying of Register of members

- (a) A member shall be entitled to inspect the register of members 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 register of members.
- (c) A member may make a copy of details from the register of members but has no right to remove the register of members.
- (d) A member may make a request in writing to the Secretary for a copy of the register of members for which the Association may charge a reasonable fee, which is to be determined by the Board from time to time.
- (e) The Board may require a member who requests a copy of the Register of members under clause 11.2(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.

11.3. Prohibited use of information on Register of members

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

- (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 Board, 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.

12. Classes of members

- (a) The membership of the Association consists of:
 - (i) Ordinary members, and
 - (ii) Organisational members
- (b) No member can belong to more than one class of members.
- (c) An ordinary member has rights of a member, including:
 - (i) The right to vote,
 - (ii) Other rights and benefits determined by the Board, or
 - (iii) Other rights and benefits determined by resolution of the members at a general meeting.
- (d) The representative of a member organisation shall have the rights of an ordinary member.

13. Membership fees

- (a) The Board may from time to time determine the annual membership fee, if any, to be paid by each member.
- (b) Each member shall pay the annual membership fee to the Association as and when decided by the Board.
- (c) Subject to clause 13.1(d), 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 under clause 13.1(c) and subsequently pays all the member's outstanding fees to the Association, the Board may, 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 Board shall not be obliged to provide reasons for its decision to, or not to, reinstate the member's rights and privileges under clause 13.1(d).

14. Termination of membership

14.1. Circumstances when membership terminates

- (a) A member's membership terminates if the member:
 - (i) Resigns as a member under clause 14.2
 - (ii) Is expelled as a member under clause 14.3 or
 - (iii) Dies.
- (b) The Association shall keep a record of:
 - (i) The date on which member's membership terminates under clause 14.1(a) and
 - (ii) The reason the member's membership terminates within twenty-eight (28) days of the change and retain this information for a period of one year after a person's membership terminates.

14.2. 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 14.2(c) may be recovered as a debt due by the member to the Association.

14.3. Suspension or expulsion of member

- (a) The Association may, by Board 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 behaviour is detrimental to the interests of the Association.
- (b) The Secretary shall, not less than twenty-eight (28) days before the Board 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 Board meeting at which the suspension or expulsion resolution is to be considered,
 - (iii) That the member, or the member's representative, may attend the Board 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 Board at the Board 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 Board meeting at which the suspension or expulsion resolution is to be considered the Board 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 Board has decided to suspend or expel a member, the member is immediately suspended or expelled.
- (e) Within seven (7) days of the Board meeting at which the suspension or expulsion resolution is considered, the Secretary shall ensure that the member is informed in writing of the Board's decision and the reasons for the Board's decision.

14.4. After suspension of member

- (a) If a member's membership is suspended under clause 14.3 the Secretary shall record in the register of members 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 Board under clause 14.3(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 Register of members that the member is no longer suspended within twenty-eight (28) days of that expiration date.

14.5. Member's right of appeal against suspension or expulsion

Within fourteen (14) days of receiving notice of the Board's decision under clause 14.3(c), an expelled or suspended member may appeal the Board's suspension or expulsion decision by giving written notice of the expelled or suspended member's intention to seek:

- (a) An appeal of the Board's suspension or expulsion decision, and
 (b) The appointment of a mediator under clause 34.

14.6. Reinstatement of member

If the Board's decision to suspend or expel a member is revoked, any act performed by the Board or members in general meeting during the period that the member was suspended or expelled from membership under clause 14.3, 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

15. Annual General meeting

15.1. Date, time and place of annual general meeting

- (1) An annual general meeting shall be held on a date, and at a time and place, decided by the Board, within six (6) months of the end of the financial year.
 (2) If it is proposed that the annual general meeting be held more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months of the end of the financial year.

15.2. Purpose of annual general meeting

An annual general meeting is called to conduct the following business:

- (1) Confirm the minutes of the previous annual general meeting
 (2) Confirm the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed)
 (3) Elect or appoint directors
 (4) Receive the financial statements for the previous financial year
 (5) Receive the auditor's report on the financial statements for the previous financial year
 (6) Appoint or remove an auditor, in accordance with the Act
 (7) Confirm or vary any entrance fees, subscriptions and other amounts to be paid by members.

15.3. Special general meeting

- (1) Any meeting of members that is not an annual general meeting is called a special general meeting.
 (2) A special general meeting:
 (i) Shall have a specific purpose,
 (ii) Is often called to deal with business that cannot wait until the annual general meeting, and

- (iii) May consider a range of matters, including matters that shall be decided by a special resolution.
- (3) The manner of calling, the quorum and procedure of a special general meeting are the same as for an annual general meeting, although the business to be conducted will be different.

15.4. Calling annual general meeting or special general meeting

- (a) An annual general meeting or special general meeting may be called by:
 - (i) The Board, at any time, or
 - (ii) At least five (5) percent of the total number of members entitled to vote at an annual general meeting or special general meeting.
- (b) Members may call an annual general meeting or special general meeting under clause 15.4(a)(ii) by forwarding a notice in writing to the Secretary or, in the absence of the Secretary, to the Chairperson.

15.5. Members call for annual general meeting or special general meeting

- (a) In the event that members request an annual general meeting or special general meeting to be held under clause 15.4(a)(ii) the Board shall:
 - (i) Within twenty-one (21) days of the member's request, forward notice of a an annual general meeting or special general meeting to all members, and
 - (ii) Hold the annual general meeting or special general meeting within two (2) months of the member's request.
- (b) A request by the members for an annual general meeting or special general meeting to be held under clause 15.4(a)(ii) shall:
 - (i) State the purpose of the annual general meeting or special general meeting,
 - (ii) Be signed by at least five (5) percent of the members entitled to vote at an annual general meeting or special general meeting, and
 - (iii) Be lodged with the Secretary or, in the absence of the Secretary, with the Chairperson.
- (c) Separate copies of a document setting out the request by the members for an annual general meeting or special general meeting to be held under clause 15.4(a)(ii) may be signed by members if the wording of the request is the same in each copy of the request.

15.6. Failure to hold annual general meeting or special general meeting requested by members

- (a) If the Board does not call the annual general meeting or special general meeting requested by members under clause 15.4(a)(ii) within twenty-one (21) days of being requested, a majority (being more than 50 percent) of the percentage of members who made the request under 15.4(a)(ii) may call and arrange to hold an annual general meeting or special general meeting.
- (b) To call and hold an annual general meeting or special general meeting under clause 15.6(a), the members shall:
 - (i) As far as possible, follow the procedures for an annual general meeting or special general meeting set out in this Constitution,
 - (ii) Call the annual general meeting or special general meeting using the list of members on the Register of members, which the Association shall provide at no cost to the members making the request, and
 - (iii) Hold the annual general meeting or special general meeting within three months after the request for an annual general meeting or special general meeting to be

held under clause 15.4(a)(ii) 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 annual general meeting or special general meeting under clauses 15.6(a) and 15.6(b) any reasonable expenses incurred by them because the Board did not call and hold the annual general meeting or special general meeting under clause 15.4.

15.7. Quorum at annual general meeting or special general meeting

- (a) Five (5) members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (b) Subject to clauses 15.7(c) and 15.7(d), no business shall be conducted at an annual general meeting or special general meeting unless a quorum of members entitled to vote is present at the time the annual general meeting or special general meeting considering that item.
- (c) If, within 30 minutes of the time appointed for the commencement of an annual general meeting or special general meeting, a quorum is not present:
 - (i) 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 annual general meeting or special general meeting a quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

15.8. Notice of annual general meeting or a special general meeting

- (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 annual general meeting or special general meeting shall specify:
 - (i) The place, date and time of the annual general meeting or special general meeting,
 - (ii) That the member is entitled to attend and vote at the annual general meeting or special general meeting, and
 - (iii) The particulars and order of the business to be conducted at the annual general meeting or special general meeting.
- (c) Notice of an annual general meeting or special general meeting shall be given as follows:
 - (i) Sent by e-mail or any other means of electronic communication (including fax) to the nominated electronic address of the addressee,
 - (ii) Sent by post to the nominated address of the addressee, or
 - (iii) Delivered by hand to the nominated address of the addressee.

15.9. Using technology to hold annual general meeting or special general meeting

- (a) An annual general meeting or special general meeting 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 annual general meeting or special general meeting and provided that the participation of each member is made known to all other members in attendance.

- (b) A member who participates in an annual general meeting or special general meeting as set out in clause 15.9(a).
 - (i) Is deemed to be present at the annual general meeting or special general meeting, and
 - (ii) Continues to be present at the annual general meeting or special general meeting for the purposes of establishing a quorum, until the member notifies the other members that they are no longer taking part in the annual general meeting or special general meeting.

15.10. Conducting an annual general meeting or special general meeting

- (a) The Chairperson or Vice-Chairperson shall normally act as Meeting Chair of each annual general meeting or special general meeting.
- (b) The members at an annual general meeting or special general meeting may elect a director other than the Chairperson to be the Meeting Chair for that annual general meeting or special general meeting if the Chairperson or Vice-Chairperson is:
 - (i) Not present within 30 minutes after the starting time set for the annual general meeting or special general meeting, or
 - (ii) Present but does not wish to act as Meeting Chair of the annual general meeting or special general meeting.
- (c) The annual general meeting or special general meeting cannot conduct business unless the quorum specified in clause 15.7(a) is present.
- (d) At an annual general meeting or special general meeting at which the quorum specified in clause 15.7(a) is present, the Meeting Chair may adjourn the annual general meeting or special general meeting with the consent of a majority (more than 50 percent) of the members present.
- (e) No business shall be conducted at a rescheduled annual general meeting or special general meeting other than the unfinished business from the adjourned annual general meeting or special general meeting.
- (f) When an annual general meeting or special general meeting is adjourned for fourteen (14) days or more, the Secretary shall ensure that notice of the adjourned annual general meeting or special general meeting is given to the members in accordance with clause 15.8 as if that general meeting was a new annual general meeting or special general meeting.
- (g) If, within 30 minutes of the time appointed for the annual general meeting or special general meeting the quorum specified in Clause 15.7(a) is not present, the annual general meeting or special general meeting is to stand adjourned as per clauses 15.7(c) and 15.7(d).
- (h) The Secretary shall ensure that minutes of the resolutions and proceedings of all annual general meetings or special general meetings are recorded and maintained together with a record of the names of persons present at each annual general meeting or special general meeting.
- (i) The Auditor is entitled to attend any annual general meeting or special general meeting and to be heard by the members on any part of the business of the annual general meeting or special general meeting that concerns the Auditor in the capacity of Auditor.
- (j) The Association provide the Auditor with all communications relating to the annual

general meeting or special general meeting that a member is entitled to receive.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – RESOLUTIONS

16. Ordinary and special resolutions

16.1. 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 16.1(c), and
 - (ii) Shall:
 - (A) Be passed at an annual general meeting or special general meeting at which a quorum is present, and
 - (B) Be supported by the votes of a majority (more than 50 percent) of the members present, in person and entitled to vote at the annual general meeting or special general meeting.
- (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 annual general meeting or special general meeting at which the quorum specified in clause 15.7(a) is present, and
 - (B) Be supported by the votes of not less than seventy five (75) percent of the members present and entitled to vote at the annual general meeting or special general meeting.

16.2. Notice of special resolution

For a special resolution to be passed by the members at an annual general meeting or special general meeting:

- (a) Members shall receive notice of the special resolution twenty-one (21) days (in accordance with clause 15.8(a)(ii)) before the date of the annual general meeting or special general meeting.
- (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 15.8 the special resolution shall have no effect.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING - VOTING

17. Voting at annual general meeting and special general meetings

17.1. Voting procedures

- (a) Subject to clause 8.2, each member shall have one vote at an annual general meetings and special general meeting.
- (b) Voting shall be in person.
- (c) A member is not entitled to vote at any annual general meeting or special general meeting unless all money due and payable to the Association by the member has been paid.
- (d) A member is only entitled to vote at an annual general meeting or special general meeting if the member's name is recorded in the Register of members as at the date the notice of that meeting was sent out.
- (e) A member or the Meeting Chair may only challenge a person's right to vote at an annual general meeting or special general meeting at that same annual general meeting or special general meeting.
- (f) If a challenge is made under clause 17(e), the Meeting shall review the person's right to vote under clause 17(a) and then decide whether or not the person may vote.
- (g) The Meeting Chair's decision on this point is final.
- (h) Voting at an annual general meeting and special general meeting shall be conducted and decided by:
- (i) A show of hands,
 - (ii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (i) The Meeting Chair's decision is conclusive evidence of the result of the vote.
- (j) The Meeting Chair and the minutes of the annual general meeting and special general meeting do not need to state the number or proportion of the votes recorded in favour or against on a show of hands. In the case of an equality of votes at an annual general meeting or special general meeting, the Meeting Chair is entitled to exercise a second or casting vote.

17.2. Poll at annual general meeting and special general meeting

- (a) At an annual general meeting or special general meeting, a poll on any question may be demanded by either:
- (i) The Meeting Chair, or
 - (ii) At least three members present in person
- (b) If a poll is demanded at an annual general meeting or special general meeting, 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 a an annual general meeting or special general meeting, the poll shall be taken:
- (i) Immediately in the case of a poll which relates to electing a Meeting Chair to chair the an annual general meeting or special general meeting,
 - (ii) Immediately in the case of a poll which relates to adjourning the annual general meeting or special general meeting, or
 - (iii) In any other case, in the manner and time before the close of the annual general

meeting or special general meeting as the Meeting Chair directs.

17.3. When special resolutions are required

- (a) Unless a poll is demanded under clause 17.2, if a question arising at an annual general meeting or special general meeting is determined by general agreement or a show of hands, a declaration shall be made by the Meeting Chair of the annual general meeting or special general meeting that the ordinary resolution has been:
 - (i) Carried unanimously,
 - (ii) Carried by a majority (more than 75%) of members present, or
 - (iii) Lost.
- (b) If the declaration relates to a special resolution then all items under clause 17.1(c) and 17.2 must be fulfilled.
- (c) The minutes must state that a special resolution has been determined.
- (d) The entry in the minutes is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

BOARD AND DIRECTORS

18. Board role and powers

18.1. Role

The Board 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.

18.2. Powers

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

- (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 Board to be necessary or desirable for the proper management of the Association's business and affairs.

19. Number of directors, composition and qualifications

19.1. Number of directors on Board

The Board shall have no less than six (6) directors.

19.2. Composition of Board

- (a) The directors shall include:
 - (i) Chairperson,
 - (ii) Deputy Chairperson
 - (iii) Secretary,
 - (iv) Treasurer,
(collectively called the Office-bearers), and
 - (v) At least two (2) and no more than six (6) additional directors.
- (b) A director is not entitled to hold more than one office-bearer position at any time.

19.3. Qualifications of directors

- (a) A director shall be:
 - (i) Aged over 18, and
 - (ii) 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 14.3 cannot act in the position of a director until their period of suspension as a member has expired.

20. Directors duties**20.1. General directors' duties**

Directors shall comply with their duties as directors under legislation and common (judge-made) law and shall:

- (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 objectives 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

20.2. Directors conflict of interest

- (a) Under section 42 of the Act, a director who has a material personal interest in a matter being considered at a committee meeting must, as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board, and
- (b) Disclose the nature and extent of the interest at the next general meeting of the Association.
- (c) Under section 42(6) of the Act, every disclosure of a conflict of interest by a director shall be recorded in the minutes of the Board meeting.
- (d) Each director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a Board circular resolution) shall not, except as provided under clause 20.2(e):
 - (i) Be present at the Board 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 Board meeting while the matter is being discussed or from voting on the matter.

21. Appointment of directors**21.1. 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 fourteen (14) days before the annual general meeting.
- (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 twenty-eight (28) 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 annual general meeting.
- (f) If a nomination for election as a director is not made in accordance with clauses 20.1(a) to 20.1(e) the nomination shall be invalid and the member shall not be eligible for election as a director.

21.2. Methods

Directors shall be appointed to the Board by:

- (a) Election at an annual general meeting, or
- (b) Appointment by the Board to fill a casual vacancy under clause 21.4

21.3. Election of directors at an annual general meeting

- (a) Subject to this constitution, the procedure for the election of directors at the annual general meeting shall be decided by the Board.
- (b) If the number of valid nominations received under clause 21.1 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 annual general meeting.
- (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 annual general meeting.
- (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 annual general meeting.
- (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 annual general meeting and:
 - (i) A new annual general meeting shall be scheduled by the Board to take place within fourteen (14) days; and
 - (ii) The Board shall continue to operate, as long as there is a quorum, until the declaration of the new election of directors at the rescheduled annual general meeting.
- (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 annual general meeting.
- (h) Each member present and eligible to vote at the annual general meeting 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 himself or herself.
- (j) If, at the new annual general meeting scheduled under clause 21.3(f)(i) the Association fails to fill the director vacancies the Board shall consider the vacant director positions to be casual vacancies and appoint directors to fill such vacancies under clause 21.4.

21.4. Appointment of directors by Board to fill a casual vacancy

- (a) A casual vacancy occurs in Board 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 19.3(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 Board meetings without a good reason, or
 - (B) Three (3) Board meetings in the same financial year without tendering an apology to the Meeting Chair of each of those Board meetings, and the Board has resolved to declare the position of director vacant, or
 - (viii) The Association fails to fill a director vacancy under clause 21.3(j)
- (b) If there is a casual vacancy within the meaning of clause 21.3(j) the continuing directors

may:

- (i) Appoint a member to fill that director vacancy until the conclusion of the next annual general meeting, and
 - (ii) Subject to clause 21.3(j), continue to act despite the vacant position on the Board.
- (c) If the number of directors is less than the number fixed under clause 24.5 as the quorum for Board meetings, the continuing directors may act only to:
- (i) Increase the number of directors on the Board to the number required for a quorum, or
 - (ii) Call a special general meeting.

21.5. Term of office

- (a) The directors appointed on at the annual general meeting shall remain as directors until the conclusion of the next annual general meeting and shall be eligible for re-election.
- (b) At each annual general meeting all directors shall retire (step down) from their positions.
- (c) A director's term of office starts on the date at which they were elected, and ends on the date on which they retire, are expelled or suspended or where membership is terminated under clause 14.1
- (d) Each director must retire at least once every three (3) years.
- (e) A director who retires under clause 21.5(b) may nominate for election or re-election, subject to clause 21.5(f).
- (f) 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.

22. Resignation and removal of directors

22.1. Resignation

- (a) A director may resign from the Board 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 22.1(a) or
 - (ii) If a later time is stated in the notice, at the later time.

22.2. Removal

- (a) A director may only be removed from his or her position on the Board by ordinary resolution at a general meeting if a majority (more than 50 percent) of the members present and eligible to vote at the general meeting vote in favour 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 Board.
- (c) If all directors are removed by ordinary resolution at a general meeting, the members shall, at the same general meeting, elect an interim Board. The interim Board shall, within two (2) months, hold a general meeting for the purpose of electing a new Board.

22.3. Assets and records of director who ceases to be a director

Upon ceasing to be a director, outgoing directors are responsible for transferring all

relevant assets and Association's books to the new Board within fourteen (14) days of ceasing to be a director.

23. Office-bearers

23.1. Election of Office-bearers by Board

An office-bearer shall:

- (a) Be elected by the Board, and
- (b) Remain as an office-bearer for as long as the Board deems fit.

23.2. Chairperson

- (a) The Board 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 Board meeting and each general meeting,
 - (ii) May call Board meetings under clause 24
 - (iii) May chair Board meetings under clause 24
 - (iv) May chair annual general meetings and special general meetings under clause 15.10(a)
 - (v) Must ensure that the minutes of general meetings or Board meetings are reviewed and signed as correct, and
 - (vi) Must carry out any other duties required of the Chairperson by this constitution.

23.3. 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 Board meetings
- (d) In consultation with the Chairperson, preparation of notices of general meetings and Board meetings and the details of business to be conducted at each such meetings
- (e) Maintenance of the Register of Members
- (f) Maintenance of the record of Office-bearers
- (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 Board meetings and general meetings and their maintenance in the minutes
- (k) Notifying the Department of Consumer Protection within twenty-eight (28) days of any change to the Association's address
- (l) Keeping on file a copy of the Association's Certificate of Incorporation.

23.4. 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 Board 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 Board 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 29.3.
- (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 annual general meeting,
- (h) Co-ordination of the preparation of the reviewed financial report prior to its submission to the annual general meeting in accordance with the Association's tier,
- (i) Co-ordination of the preparation of the Auditor's report prior to its submission to the annual general meeting,
- (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.

23.5. Record of Office-bearers

- (a) The Secretary shall ensure that a record of Office-bearers is maintained.
- (b) The record of Office-bearers shall include:
 - (i) Each Office-bearer's full name,
 - (ii) Current postal, residential or email addresses for each Office-bearer,
 - (iii) Details of the office held by each office-bearer,
 - (iv) Dates of appointment of each Office-bearer to their respective office, and
 - (v) If applicable, dates of cessation of the appointment of each Office-bearer to their respective office.
- (c) The record of Office-bearers shall be kept and maintained at such place as the Board decides.
- (d) The record of Office-bearers shall be made available to members to inspect and copy if requested.

BOARD MEETINGS**24. Calling and conducting Board meetings****24.1. Calling Board meetings**

- (a) The Board shall hold no less than three and no more than ten (10) Board meetings in any one calendar year.

- (b) The Board shall determine the place and time of all Board meetings.
- (c) A Board meeting may be called by:
 - (i) The Chairperson, or
 - (ii) Any two directors,
 by giving notice as per clause 24.2(a) to all other directors.

24.2. Notice

- (a) The Secretary shall ensure that each director is given at least forty-eight (48) hours notice of each Board meeting.
- (b) Notice of a Board meeting shall specify the general nature of the business to be transacted at the Board meeting.
- (c) Subject to clause 24.2(d) only the business specified on the notice of the Board meeting is to be conducted at that Board meeting.
- (d) Urgent business may be conducted at a Board meeting if the directors present at the Board meeting unanimously agree to treat the business as urgent.

24.3. Using technology to hold Board meeting

- (a) Board 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 Board 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 Board meeting as set out in clause 24.3(a):
 - (i) Is deemed to be present at the Board meeting, and
 - (ii) Continues to be present at the Board meeting for the purposes of establishing a quorum, until the director notifies the other directors that they are no longer taking part in the Board meeting.

24.4. Conducting Board meeting

- (a) The Chairperson shall normally act as Meeting Chair of each Board meeting.
- (b) The directors at a Board meeting may elect a director other than the Chairperson to be the Meeting Chair for that Board meeting if the Chairperson is:
 - (i) Not present within 30 minutes after the starting time set for the Board meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the Board meeting.
- (c) The Board cannot conduct business unless the quorum specified in clause 24.5 is present
- (d) If, within 30 minutes of the time appointed for the Board meeting, the quorum specified in clause 24.5 is not present the Board meeting is to stand adjourned to the same time, day and place in the following week.
- (e) If at a Board meeting adjourned under clause 24.4(d), the quorum specified in clause 24.5 is not present within half an hour of the time appointed for the Board meeting, the directors personally present shall constitute a quorum.
- (f) Subject to this constitution, the directors present at the Board meeting are to determine the procedure and order of business to be followed at the Board meeting.
- (g) All directors have the right to attend and vote at Board meetings.
- (h) All members, or other guests, may attend Board meeting if invited by the Board, 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 Board meeting.
- (i) The Secretary, or such person authorised by the Board from time to time, shall ensure that minutes of the resolutions and proceedings of all Board meeting are recorded and maintained together with a record of the names of persons present at each Board meeting.

24.5. Quorum for Board meeting

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

25. Board resolutions

25.1. Voting

- (a) Each director present at a Board meeting has one vote.
- (b) A question arising at a Board meeting is to be decided by a majority (more than 50 percent) of votes, but, if there is an equality of votes, the Meeting Chair of the Board meeting is entitled to exercise a second or casting vote.
- (c) Decisions at a Board 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 Board meeting if the Board prefers to determine a matter in this way, and if the Meeting Chair of the Board meeting supervises the ballot.

25.2. Board circular resolutions

- (a) The Board may pass a circular resolution without a Board meeting being held.
- (b) A Board 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 25.2(c).
- (c) Each director may sign:
 - (i) A single document setting out the resolution and containing a statement that they agree to the Board circular resolution, or
 - (ii) Separate copies of that document, as long as the wording of the Board circular resolution is the same in each copy.
- (d) The Association may send a Board circular resolution by email to the directors and the directors may agree to the Board circular resolution by sending a reply email to that effect, including the text of the Board circular resolution in their reply. Where a circular resolution is agreed to by email, this agreement will carry the same weight as it would as a signed, circulated document.
- (e) A Board circular resolution is passed when the last director signs or otherwise agrees to the Board circular resolution.

26. Remuneration of directors

26.1. Travel and other expenses

The Association may pay a director's travelling and other expenses properly incurred in connection with the Association's business.

26.2. No other remuneration

Directors shall not receive any remuneration for their services as directors other than as described at clause 26.1.

SUBCOMMITTEES AND OTHER DELEGATION**27. Subcommittees and delegation****27.1. Establishment**

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

27.2. Delegation

- (a) The Board 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 Board sees fit from time to time.
- (b) Despite any delegation under clause 27.2(a), the Board 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.

27.3. Delegation to others

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

FINANCES**28. Payment of income or property to members****28.1. Not permitted**

Subject to clause 28.2, 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.

28.2. Permitted payments

- (a) Clause 28.1 does not prevent:
 - (i) Subject to clause 28.2(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 28.2(a)(i) can be made, the payment must first be authorised by the directors by way of an ordinary resolution.

29. Funds

29.1. 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 Board.
- (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.

29.2. 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 Board.
- (b) The Association shall use its funds in carrying out the Association's objectives and 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 Board.
- (d) All expenditure above the maximum amount set by the Board from time to time shall be approved or ratified at a Board meeting.

29.3. 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

30. Use of common seal

- (a) The Association shall have a common seal on which its corporate name appears in legible characters.
- (b) The Secretary shall ensure the safe custody of the common seal.
- (c) The common seal of the Association shall not be used without the express authority of the Board.
- (d) The Association may sign off on a document without using a common seal if the document is signed by two directors.
- (e) The Association shall sign off on a document using its common seal, if the fixing of the common seal is witnessed by:
 - (i) Any two directors, or
 - (ii) One director and another person authorised by the Board.
- (f) The Secretary shall ensure that every use of the common seal is recorded in the minutes.

MINUTES, BOOKS AND RECORDS**31. Minutes****31.1. Taking of minutes**

- (a) The Association shall keep minutes of the resolutions and proceedings of all annual general meetings, special general meetings and Board meetings together with a record of the names of persons present at such meetings.
- (b) The minutes of the annual general meeting, special general meeting and Board meeting are to be entered into the file of minutes within 30 days of the date of the annual general meeting, special general meeting and Board meeting.

31.2. Review and signing of minutes

- (a) The Chairperson shall ensure that the minutes of an annual general meeting, special general meeting or Board meeting are reviewed and signed as correct by:
 - (i) The Meeting Chair of the annual general meeting, special general meeting or Board meeting to which those minutes relate, or
 - (ii) The Meeting Chair of the next succeeding annual general meeting, special general meeting or Board meeting.
- (b) When minutes have been entered and signed as correct under clause 31.2(a) they are:
 - (i) To be entered in the file of minutes, and
 - (ii) Until the contrary is proved, evidence that:
 - (A) The annual general meeting, special general meeting or Board meeting to which they relate was duly called and held,
 - (B) All proceedings recorded as having taken place at the annual general meeting, special general meeting or Board meeting did in fact take place at the meeting, and
 - (C) All appointments or elections purporting to have been made at the annual general meeting, special general meeting or Board meeting were validly made.

31.3. Inspection of minutes

- (a) The minutes of Board meetings may be inspected by a member under clause 32.3 unless the Board determines that the minutes of Board meeting generally, or the minutes of a specific Board meeting, are not to be made available for inspection by a member.

32. Records**32.1. Inspecting record of Office Holders**

- (a) Any member is able to inspect the record of Office Holders 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 Office Holders, but has no right to remove the record of Office Holders for that purpose.

32.2. Custody of Association's books

- (a) Except as otherwise decided by the Board 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 Board 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.

32.3. 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.

32.4. Prohibition on use of information in Association's books and record of Office Holders

A member shall not use or disclose information in the Association's books and record of Office Holders 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.

32.5. Returning the Association's books

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

DISPUTES**33. 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, 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 by giving written notice to the Secretary of the parties to, and details of, the dispute.
 - (e) The Association shall hold a Board meeting within twenty-eight (28) days of the Secretary receives notice of the dispute under clause 33(d) for the Board to determine the dispute.
 - (f) At the Board 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 Board's decision and the reasons for the decision within 7 days of the Board meeting referred to in clause 33(e).
 - (h) If any party to the dispute is dissatisfied with the decision of the Board, they may elect to initiate further dispute resolution procedures as set out in the constitution.

34. Mediation

- (a) This clause applies:
 - (i) Where a person is dissatisfied with a decision made by the Board under clause 33(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 Board.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 33(c) or a party to a dispute is dissatisfied with a decision made under clause 33(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 Board.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a member, this clause does not apply until the procedure under clause 14 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.

35. 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.

INDEMNITY AND INSURANCE

36. 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 36(a) is a continuing obligation and is enforceable by a director even though that person is no longer a director of the Association.

37. Director's insurance

To the extent permitted by law, and if the Board 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.

38. 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 contractors,
- c) The Association's volunteers, and
- d) The Association's visitors.

OCCUPATIONAL SAFETY AND HEALTH

39. 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).

40. 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 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.

CONSTITUTION AND BY-LAWS

41. Constitution

41.1. Binding

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

41.2. 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 objectives or purposes, does not become effective until:
 - (iii) The required documents are lodged with the Commissioner (within one month of the amendment), and
 - (iv) The Commissioner's written approval to the changes is received by the Association.

41.3. 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, at no cost to the member.
- (c) A copy of rules shall be made available to members to inspect and copy if requested, at no cost to the member.

42. By-laws

42.1. 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 annual general meeting or a special general meeting.

42.2. Not of constitution and not required to be lodged

Any by-laws made under clause 42.1 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

43. 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 43(a)(a)(ii) before cancellation of incorporation can take place.

44. 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 45.

45. 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 objectives and purposes similar to, or inclusive of, those of the Association as set out in clauses 4 and 5, 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 45(b) the Association may make application to the Courts of Western Australia and request that the courts make this decision.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE AND CORRECT COPY OF THE RULES OF THE ASSOCIATION.

Name _____
(Person authorised to apply for incorporation)

**Schedule 1 - Membership Application Form
Victoria Park Community Centre Inc.**

A. Application

I, of
[Applicant's full name] [Applicant's residential address]

.....
[Applicant's date of birth] [Applicant's telephone number]

.....
[Applicant's occupation] [Applicant's email 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.

.....
Signature of applicant Date

B. Nomination by two (2) Current Members

I,
[First nominating member's 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 first nominating member Date

I,
[Second nominating member's full name]

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

.....
Signature of second nominating member Date