

# **Victoria Park Community Centre Inc. Constitution**



**ABN: 31 216 017 087**

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

## **CONTENTS**

### **PRELIMINARY MATTERS**

- 1. Name.....p.5
- 2. Definitions.....p.5
- 3. Interpretation.....p.7

### **PURPOSE, OBJECTIVES, POWERS**

- 4. Statement of Purpose.....p.8
- 5. Objectives.....p.8
- 6. Powers.....p.9
- 7. Not-for-profit
  - 7.1. Property and income.....p.9
  - 7.2. Permitted payments.....p.9

### **MEMBERSHIP**

- 8. Number, qualifications and liability of members
  - 8.1. Number.....p.9
  - 8.2. Eligibility.....p.9
  - 8.3. Liability.....p.9
- 9. Becoming a member
  - 9.1. Application.....p.9
  - 9.2. Consideration of member application.....p.10
- 10. Member organisations.....p.10
- 11. Register of members
  - 11.1. Content of Register of members.....p.10
  - 11.2. Inspection and copying of Register of members.....p.10
  - 11.3. Prohibited use of information on Register of members.....p.11
- 12. Classes of members.....p.11
- 13. Membership fees.....p.11
- 14. Termination of membership
  - 14.1. Circumstances when membership terminates.....p.12
  - 14.2. Resignation of member.....p.12
  - 14.3. Suspension or expulsion of member.....p.12
  - 14.4. After suspension of member.....p.14
  - 14.5. Member's right of appeal against suspension or expulsion.....p.14
  - 14.6. Reinstatement of member.....p.14

### **ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING**

- 15. Annual general meeting
  - 15.1. Date, time and place of annual general meeting .....p.14
  - 15.2. Purpose of annual general meeting.....p.14
  - 15.3. Special general meeting.....p.14
  - 15.4. Annual general meeting or special general meeting.....p.15
  - 15.5. Members call for annual general meeting or special general meeting.....p.15
  - 15.6. Failure to hold annual general meeting or special meeting requested by members.....p.15
  - 15.7. Quorum at annual general meeting or special meeting.....p.16
  - 15.8. Notice of annual general meeting or special meeting.....p.16

15.9.	Using technology to hold annual general meeting or special meeting.....	p.17
15.10.	Conducting an annual general meeting or special meeting.....	p.17

## **ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – RESOLUTIONS**

16.	Ordinary and special resolutions	
16.1.	Definitions.....	p.18
16.2.	Notice of special resolution.....	p.19

## **ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING - VOTING**

17.	Voting at annual general meeting and special general meetings	
17.1.	Voting procedures.....	p.19
17.2.	Poll at annual general meeting and special general meeting.....	p.20
17.3.	When special resolutions are required.....	p.20

## **BOARD AND DIRECTORS**

18.	Board role and powers	
18.1.	Role.....	p.20
18.2.	Powers.....	p.21
19.	Number of directors, composition and qualifications	
19.1.	Number of directors on Board.....	p.21
19.2.	Composition of Board.....	p.21
19.3.	Requirements of directors.....	p.21
20.	Election of Board	
20.1.	Appointment of Returning Officer.....	p.21
20.2.	Nomination for appointment as directors.....	p.22
20.3.	Election of directors at an annual general meeting.....	p.23
20.4.	Appointment of directors by Board to fill a casual vacancy.....	p.23
20.5.	Term of office.....	p.24
21.	Resignation and removal of directors	
21.1.	Resignation.....	p.24
21.2.	Removal.....	p.25
21.3.	Assets and records of director who ceases to be a director.....	p.25
22.	Office-bearers	
22.1.	Election of office-bearers.....	p.25
22.2.	Chairperson.....	p.25
22.3.	Secretary.....	p.25
22.4.	Treasurer.....	p.26
22.5.	Record of directors.....	p.27

## **BOARD MEETINGS**

23.	Calling and conducting Board meetings	
23.1.	Calling Board meetings.....	p.27
23.2.	Notice.....	p.27
23.3.	Using technology to hold Board meeting.....	p.28
23.4.	Conducting Board meeting.....	p.28
23.5.	Quorum for Board meeting.....	p.29
24.	Board resolutions	
24.1.	Voting.....	p.29
24.2.	Board circular resolutions.....	p.29
25.	Remuneration of directors	
25.1.	Travel and other expenses.....	p.30

25.2.	No other remuneration.....	p.30
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## **SUBCOMMITTEES AND OTHER DELEGATION**

26.	Subcommittees and delegation	
26.1.	Establishment.....	p.31
26.2.	Delegation.....	p.31
26.3.	Delegation to others.....	p.31

## **FINANCES**

27.	Payment of income or property to members	
27.1.	Not permitted.....	p.31
27.2.	Permitted payments.....	p.31
28.	Funds	
28.1.	Source of funds.....	p.32
28.2.	Control of funds.....	p.32
28.3.	Financial records.....	p.33

## **MINUTES, BOOKS AND RECORDS**

29.	Minutes	
29.1.	Taking of minutes.....	p.33
29.2.	Review and signing of minutes.....	p.33
29.3.	Inspection of minutes.....	p.33
30.	Records	
30.1.	Inspecting record of directors.....	p.34
30.2.	Custody of Association's books.....	p.34
30.3.	Inspecting Association's books.....	p.34
30.4.	Prohibition on use of information in Association's books and record of Office Holders.....	p.34
30.5.	Returning the Association's books.....	p.34

## **DISPUTES**

31.	Disputes arising under constitution.....	p.35
32.	Mediation.....	p.35
33.	Inability to resolve dispute.....	p.36

## **INDEMNITY AND INSURANCE**

34.	Indemnity.....	p.36
35.	Director's insurance.....	p.36
36.	Insurance covering workers, contractors, volunteers and visitors.....	p.37

## **CONSTITUTION AND BY-LAWS**

37.	Constitution	
37.1.	Binding.....	p.37
37.2.	Amendment.....	p.37
37.3.	Copies.....	p.37
38.	By-laws	
38.1.	Power and purpose.....	p.37
38.2.	Not of constitution and not required to be lodged.....	p.37

## **WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

39. Cessation of activities, winding up and cancellation of incorporation.....p.38  
40. Surplus assets not to be distributed to members.....p.38  
41. Distribution of surplus assets.....p.38

**Schedule 1 - Membership Application Form**

**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) **Association** means **VPCC**.
- (e) **Ballot** means a vote conducted by the return of anonymised written ballot papers.
- (f) **Ballot paper** means a document specified by the Returning Officer or Meeting Chair for use by members or directors, to indicate how they wish to vote with respect to an election or motion.
- (g) **Board** means the group of people, called directors, who are responsible for the management of the affairs of the Association.
- (h) **Board meeting** means a meeting of the directors.
- (i) **Books** means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Act, however compiled, stored or recorded.
- (j) **By-laws** mean any additional arrangements or processes adopted by members by ordinary resolution to supplement this constitution.
- (k) **Centre** means the physical premises from which the Association conducts its business.
- (l) **Chairperson** means the person elected at a general meeting to hold this office.
- (m) **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.
- (n) **Clause** means a clause of this constitution.
- (o) **Commissioner** means the person designated as the Commissioner from time to time under the Act.
- (p) **Constitution** means this document as amended from time to time.
- (q) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (r) **Department** means the Western Australian government department principally assisting with the administration of the Act.
- (s) **Director** means a member of the Board appointed under clause 21.

- (t) **Financial records** means:
- (i) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers,
  - (ii) Bank account statements, and other relevant bank correspondence and information
  - (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.
- (u) **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
- (v) **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.
- (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 recorded in writing in the minutes.
- (dd) **Regulations** means the regulations made under the *Associations Incorporation Act 2015 (WA)* (if any).

- (ee) **Returning Officer** means a person appointed by the Board to oversee an election or vote.
- (ff) **Quorum** means the number of persons, or percentage of total eligible persons, required to be present in order to conduct a meeting.
- (gg) **Special General Meeting (SGM)** means any general meeting of members that is not an Annual General Meeting.
- (hh) **Special resolution** means a resolution regarding a specified matter, which is proposed at a general 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.
- (ii) **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.

### 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.

**Vision:** The place where community happens, where people are empowered to thrive.

**Mission:** To connect communities.

**Values:** Collaboration. Innovation. Generosity. Outreach.

### 5. Objectives

The VPCC seeks to empower the community through programs and services which engage, inform, and upskill citizens on an ongoing basis. In particular, this includes through:

- Providing programs and services targeting disengaged or under-engaged groups such as Culturally and Linguistically Diverse communities, men, and youth;
- Programs and services delivered throughout the community, to meet community need beyond the Centre; and
- Sustainable long-term planning to grow its presence and reach additional members of the community.



**6. Powers**

Subject to the 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 five (5) members with full voting rights.

**8.2. Eligibility**

- (a) Any person aged 18 years or older 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.

**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 or organisation that wishes to become a member (applicant) shall:
  - (i) Make a written membership application to the Association, using the form in Schedule 1 or any other form or method specified by the Association.
- (b) An applicant becomes a member if:

- (i) They meet all membership criteria under clause 8.2,
  - (ii) They apply to join as per 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 or organisation 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 9.2(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
  - (ii) For a purpose directly connected:
    - (A) To the Association's affairs, or
    - (B) To the provision of information to the Commissioner under the 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) Subject to clause 15.2(g), 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 any decision to reinstate the member's rights and privileges under clause 13.1(d), or any decision not to do so.

## 14. Termination of membership

### 14.1. Circumstances when membership terminates

- (a) A member's membership terminates if the member:
  - (i) Fails to pay a relevant membership fee under clause 13.3
  - (ii) Resigns as a member under clause 14.2,
  - (iii) Is expelled as a member under clause 14.3, or
  - (iv) Dies.
- (b) A register of former members shall be kept by the Secretary, and updated within twenty-eight (28) days of a termination of membership to include:
  - (i) Details of the former member as held in the register of members,
  - (ii) The date on which member's membership terminates under clause 14.1(a), and
  - (iii) The reason the member's membership terminates
- (c) The Board may expunge a former member's details from the register of former members, not less than one (1) year following the termination of a membership.

### 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) Not more than twenty-eight (28) days following the expiration date of the suspension, the Secretary shall record in the register of members that the member is no longer suspended

**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 if a general meeting was held, 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 period.

**ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING****15. Annual General meeting****15.1. Date, time and place of annual general meeting**

- (a) 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.
- (b) 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:

- (a) Confirm the minutes of the previous annual general meeting,
- (b) 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),
- (c) Elect or appoint directors,
- (d) Receive the financial statements for the previous financial year,
- (e) Receive the auditor's report on the financial statements for the previous financial year,
- (f) Appoint or remove an auditor, in accordance with the Act,
- (g) Confirm or vary any entrance fees, subscriptions and other amounts to be paid by members, and
- (h) Conduct polls or ballots on proposed resolutions which require a vote of the 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. Annual general meeting or special general meeting**

- (a) An annual general meeting or special general meeting may be called at any time by:
  - (i) The Board, 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 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 that the annual general meeting or special general meeting is 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 or special general meeting if a special resolution is proposed to be moved at that general or special 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 by any of the following means:
  - (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 Meeting Chair, Secretary, or Returning Officer 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.
- (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(e) and 15.7(f).
- (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 shall 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 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 meeting and special general meeting.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) If a challenge is made under clause 17(e), the Returning Officer shall review the person's right to vote under clause 17(a) and then decide whether or not the person may vote.
- (f) The Returning Officer's decision on this point is final.

- (g) Voting at an annual general meeting and special general meeting shall be conducted by:
  - (i) A show of hands,
  - (ii) A secret ballot, or
  - (iii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (h) The Returning Officer will report the results of the vote, which are to be included in the minutes of the meeting.

**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 Returning Officer directs.
- (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 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 and 17.2 must be fulfilled.
- (c) The minutes must state that a special resolution has been determined.

**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 Act, this constitution and all other applicable laws.

**18.2. Powers**

Subject to the 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, 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 five (5) 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 one (1) and no more than seven (7) additional directors.
- (b) A director is not entitled to hold more than one office-bearer position at any time.

**19.3. Requirements of directors**

- (a) A director must:
  - (i) Be aged over 18,
  - (ii) Be a current member,
  - (iii) Not be a current employee of the Association,
  - (iv) Not be suspended as a member under clause 14.3,
  - (v) Maintain eligibility to be a director according to section 39 of the Act, and
  - (vi) At all times, comply with the Act, and any other legislation and common (judge-made) law, in exercising their power and discharging their duties.

**20. Election of Board**

**20.1. Appointment of Returning Officer**

- (a) The Board may appoint a Returning Officer to conduct the election of directors and Office-bearers.
- (b) A person cannot be the Returning Officer if they:
  - (i) Are a current employee of the Association
  - (ii) Would not meet the requirements to be a director according to section 39 of the Act.
- (c) A person who is or has ever been a member may act as Returning Officer, provided that:

- (i) They have not been removed as a member or director, and
- (ii) If they have been suspended as a member under clause 14.3, their period of suspension as a member has expired.

**20.2. Nomination for appointment as directors**

- (a) The Secretary must ensure a notice calling for nominations for election to the Board is sent by email to all members:
  - (i) at least twenty-one (21) days before the general meeting at which the election is to be held,
  - (ii) with the time and place of the general meeting,
  - (iii) with the roles for which members may nominate, as detailed in clause 19.2
  - (iv) with the email address of the returning officer,
  - (v) with a copy of this constitution attached.
- (b) A member may only nominate themselves, and not any other member.
- (c) All nominations must be seconded by another member eligible to vote at the general meeting at which the election is to be held.
- (d) Nominations for election as a director or Office-bearer may be made at any time after the provision of the notice under 21.1(a), until the returning officer calls for a vote on the relevant position.
- (e) Nominations must be made:
  - (i) No less than 48 hours prior to the scheduled commencement of the general meeting at which the election will be held, in writing to the Returning Officer, or
  - (ii) If less than 48 hours prior to the scheduled commencement of the general meeting at which the election will be held, both verbally and in writing to the Returning Officer, or
  - (iii) If after the scheduled commencement of the general meeting at which the election will be held, verbally at the point in the general meeting when the Returning Officer calls for any further nominations for the relevant position.
- (f) Nominations may be seconded either:
  - (i) If more than 48 hours prior to the scheduled commencement of the general meeting at which the election will be held, in writing to the Returning Officer,
  - (ii) If less than 48 hours prior to the scheduled commencement of the general meeting at which the election will be held, both verbally and in writing to the Returning Officer, or
  - (iii) If after the scheduled commencement of the general meeting at which the election will be held, verbally at the point in the general meeting when the Returning Officer calls for a seconder for the relevant nomination.

- (g) There is no limit on the number of vacancies for which a member may nominate – that is, they may nominate for any number of the Board roles detailed in clause 19.2.
- (h) If a nomination for election as a director is not made in accordance with this constitution, the nomination shall be invalid and the member shall not be eligible for election.

**20.3. Election of directors at an annual general meeting**

- (a) Subject to this constitution, the procedure for the election of directors at a general meeting shall be decided by the Returning Officer.
- (b) If a single valid nomination for an Office-bearer position is received under clause 21.2, that member will be regarded as being elected.
- (c) If the number of valid nominations for additional director positions received under clause 21.2 is less than or equal to the number of additional director vacancies to be filled, any members validly nominated will be regarded as being elected.
- (d) If the number of valid nominations for any position exceeds the number vacancies to be filled, elections for those positions shall be conducted by the Returning Officer.
- (e) Each member present and eligible to vote at the annual general meeting may vote for one candidate for each director vacancy.
- (f) A member who nominates for election or reelection as a director may vote for himself or herself.
- (g) Any position which is not filled shall be declared vacant by the Returning Officer.
- (h) If the declared vacancies are such that the minimum requirements for the Board set out in clause 19 are not met, then an interim Board shall be formed, which shall:
  - (i) Be comprised of both the newly elected directors and those members who had, at the general meeting, vacated the Board positions which must be filled to meet minimum requirements,
  - (ii) Schedule a new general meeting to take place within twenty-eight (28) days, and
  - (iii) Continue to operate as Board until the declaration of the new election of directors at the rescheduled general meeting.
- (i) If, at the new annual general meeting scheduled under clause 21.3(h)(ii), the Association fails to fill the required director vacancies to meet minimum requirements under clause 19, then the interim Board shall consider the vacant director positions to be casual vacancies and appoint directors to fill such vacancies under clause 21A.

**20.4. Appointment of directors by Board to fill a casual vacancy**

- (b) 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 or indefinitely 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 and the Board has resolved to declare the position of director vacant, 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)
- (c) 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.
- (d) If the number of directors is less than the number prescribed by clause 19.1 or the statutory minimum under the Act, the continuing directors may act only to:
  - (i) Increase the number of directors on the Board to the number required, or
  - (ii) Call a special general meeting.

#### **20.5. Term of office**

- (a) At each annual general meeting all directors shall vacate their positions.
- (b) A director who vacates their position under clause 21.5(a) may nominate for election or re-election, subject to clause 21.5(d).
- (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, vacate their position and either do not seek or are unsuccessful in seeking re-election, or where membership is terminated under clause 14.1
- (d) Unless the Members pass a special resolution authorising such an action, a director who has held office for a continuous period of five (5) 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 five (5) years as a director.

### **21. Resignation and removal of directors**

#### **21.1. 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.

**21.2. 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.

**21.3. 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.

**22. Office-bearers**

**22.1. Election of Office-bearers by Board**

An office-bearer shall:

- (a) Be elected by the members at an annual general meeting in accordance with clause 21, and
- (b) Remain as an office-bearer unless they resign or are removed in accordance with clause 21.2.

**22.2. Chairperson**

- (a) The members 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.

**22.3. 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 directors
- (g) Maintenance of the minutes
- (h) Safe custody of the Association's books (with the exception of the accounting records)
- (i) Secure 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 Commissioner 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.

#### **22.4. 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.

#### **22.5. Record of directors**

- (a) The Secretary shall ensure that a record of directors is maintained.
- (b) The record of directors shall include:
  - (i) Each director's full name,
  - (ii) Current postal, residential or email addresses for each director,
  - (iii) Details of the office held by each director, if applicable,
  - (iv) Dates of appointment of each director to the Board, 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.
- (e) These records are to be kept for a minimum of seven (7) years and then may be expunged.

### **BOARD MEETINGS**

#### **23. Calling and conducting Board meetings**

##### **23.1. Calling Board meetings**

- (a) The Board shall hold no less than three and no more than ten (10) ordinary 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 23.2(a) to all other directors.

##### **23.2. Notice**

- (a) The Secretary, or a director calling a Board meeting in accordance with 23.1(c)(ii), shall ensure that each director is given notice of a Board meeting at least forty-eight (48) hours ahead of the scheduled start time, except in accordance with clause 23.2(c).

- (b) Notice of a Board meeting shall specify the general nature of the business to be transacted at the Board meeting.
- (c) A Board meeting may be convened as an urgent Board meeting to conduct urgent business, without provision of notice as specified in 23.2(a) and 23.2(b), if all directors entitled to attend unanimously agree.
- (d) Only the business specified on the notice of the Board meeting is to be conducted at that Board meeting, except in accordance with clause 23.2(e).
- (e) Business not specified on the notice of a Board meeting may be conducted at that Board meeting if the directors present at the Board meeting unanimously agree to treat the business as urgent.

### **23.3. Using technology to hold Board meeting**

- (a) 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 the Board, if it reasonably allows each director to participate fully in discussions and decisions 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 23.3(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.

### **23.4. 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.
- (c) The Board cannot conduct formal business unless the quorum specified in clause 23.5 is present.
- (d) If, within 30 minutes of the time appointed for the Board meeting, the quorum specified in clause 23.5 is not present the Board meeting is to stand adjourned to the same time, day and place in the following week – or an earlier time that is agreed to by a quorate number of directors and which meets the notice requirement specified in 23.2(a).
- (e) If at a Board meeting adjourned under clause 23.4(d), the quorum specified in clause 23.5 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 meetings, except where determined by the Board.
- (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 meetings are recorded and maintained together with a record of the names of persons present at each Board meeting.

### **23.5. Quorum for Board meeting**

- (a) The quorum for a Board meeting shall be a majority (more than 50 percent) of total directors, except in accordance with 23.5(c).
- (b) A quorum must be present for the entire Board meeting, except in accordance with 23.5(c) – if a quorum is not present due to one or more directors taking temporary leave from a meeting, the meeting must be adjourned until a quorum has been re-established.
- (c) A Board meeting may proceed without reaching quorum only where any absence is due to incapacitation – in these circumstances, all other directors must be in attendance, and the only business to be conducted must be relating to resolving the matter of quorum, for instance by filling a casual vacancy or calling a General Meeting

## **24. Board resolutions**

### **24.1. Voting**

- (a) Each director present at a Board meeting has one vote.
- (b) A resolution 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 secret ballot may be used at a Board meeting if the Board prefers to determine a matter in this way, and if a person elected by the Board supervises the ballot.

### **24.2. Board circular resolutions**

- (a) The Board may vote on a circular resolution without a Board meeting being held, in line with the Circular Resolution Policy approved by the Board.
- (b) Circular resolutions should be proposed infrequently.
- (c) A Board circular resolution may be proposed by any director, where:
  - (i) It is necessary that a decision be made before the next scheduled Board meeting,
  - (ii) It is not practicable to call an ad hoc Board meeting, and
  - (iii) Further in-person or via technology discussion is not considered beneficial.
- (d) The proposed circular resolution must be circulated via email amongst all directors entitled to vote on the resolution, with complete wording and accompanied by:
  - (i) Any necessary supporting papers,

- (ii) The deadline by which votes must be returned in order to pass the proposed circular resolution,
- (iii) Instructions on the process for voting on the proposed circular resolution, and
- (iv) Should any director not be entitled to vote, an explanation of the reason for this
- (e) As it cannot be guaranteed that any material submitted by any director would be considered before other directors cast their own votes, the following additional rules apply to all circular resolutions:
  - (i) No seconder is required,
  - (ii) No debate shall be entertained,
  - (iii) No amendments can be proposed,
  - (iv) The resolution can only be passed with the unanimous support of all directors entitled to cast a vote, and
  - (v) If any directors entitled to vote on the resolution do not respond by the motion deadline, the motion cannot be passed.
- (f) Responses to a proposed circular resolution must:
  - (i) Be made by email,
  - (ii) Be sent from each director's email address, as registered with the Secretary,
  - (iii) Be sent to all recipients of the proposed circular resolution – that is, the 'reply all' function must be used, and
  - (iv) Contain both the text of the proposed circular resolution and the director's vote on that motion.
- (g) A circular resolution is considered passed at the time at which the last director entitled to cast a vote does so.
- (h) A proposed circular resolution is considered failed at the earliest time at which either:
  - (i) Any director responds opposing the resolution itself, or
  - (ii) Any director responds opposing the use of a circular resolution, or
  - (iii) The deadline given for voting on the proposed circular resolution is reached.
- (i) Once all votes have been returned, or the deadline passes, the mover must advise the Secretary of the outcome,
- (j) The details and outcome of the circular resolution must be included on the agenda of the next board meeting.
- (k) A proposed circular resolution which fails may then only be considered at a Board meeting – this can be scheduled or ad hoc, and can be held via technology.

## **25. Remuneration of directors**

### **25.1. Travel and other expenses**

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

### **25.2. No other remuneration**

Directors shall not receive any remuneration for their services as directors other than as described at clause 25.1.

## **SUBCOMMITTEES AND OTHER DELEGATION**

### **26. Subcommittees and delegation**

#### **26.1. 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.

#### **26.2. 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 26.2(a), the Board may continue to exercise all its functions, including any function that has been delegated to a subcommittee.
- (c) Despite a delegation under this clause, the Board at all times remains responsible for the exercise of those functions.

#### **26.3. 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.
- (c) Despite a delegation under this clause, the Board at all times remains responsible for the exercise of those functions.

## **FINANCES**

### **27. Payment of income or property to members**

#### **27.1. Not permitted**

Subject to clause 27.2, 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.

#### **27.2. Permitted payments**

- (a) Clause 27.1 does not prevent:
  - (i) Subject to clause 27.2(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 27.2(a)(i) can be made, the payment must first be authorised by the directors by way of an ordinary resolution.

## 28. Funds

### 28.1. 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) Upon receiving any money, the Association shall, as soon as practicable and within any time frame determined by the Board:
- <sup>(i)</sup> Deposit the full amount to the Association's bank account, without deduction, and
  - (ii) Issue any appropriate receipt.

### 28.2. 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, electronic bank transfers and other negotiable instruments up to a maximum amount set by the Board shall be signed or authorised by:
- (i) Any person authorised by the Board.
- (d) All cheques, drafts, bills of exchange, promissory notes, electronic bank transfers and other negotiable instruments above the maximum amount set by the Board shall be signed or authorised by:
- (i) Two (2) Board members; or
  - (ii) One (1) Board member plus one (1) other authorised person.
- (e) The maximum amount that can be authorised without a Board member will from time to time be amended with such amount to be approved or ratified at a Board meeting.



**28.3. 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.

**MINUTES, BOOKS AND RECORDS**

**29. Minutes**

**29.1. 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.

**29.2. 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 29.2(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.

**29.3. Inspection of minutes**

- (a) The minutes of Board meetings may be inspected by a member under clause 29.3 unless the Board determines that the minutes of Board meetings generally,

or the minutes of a specific Board meeting, are not to be made available for inspection by a member.

**30. Records**

**30.1. Inspecting record of directors**

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

**30.2. 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.

**30.3. 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.

**30.4. 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 Act to provide information to the Commissioner.

**30.5. 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

### 31. 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 after the Secretary receives notice of the dispute under clause 31(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 seven (7) days of the Board meeting referred to in clause 31(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.

### 32. Mediation

- (a) This clause applies:
  - (i) Where a person is dissatisfied with a decision made by the Board under clause 31(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 31(c) or a party to a dispute is dissatisfied with a decision made under clause 31(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.

**33. Inability to resolve dispute**

If a dispute cannot be resolved under the procedures set out in clauses 31 and 32, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

**INDEMNITY AND INSURANCE**

**34. 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 34(a) is a continuing obligation and is enforceable by a director even though that person is no longer a director of the Association.

**35. Director's insurance**

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

**36. Insurance covering workers, contractors, volunteers and visitors**

The Association shall ensure that appropriate insurance is obtained for its:

- a) Workers,
- b) Contractors,
- c) Volunteers, and
- d) Visitors.

**CONSTITUTION AND BY-LAWS**

**37. Constitution**

**37.1. Binding**

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

**37.2. 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,
  - (ii) The Association's objectives or purposes, or
  - (iii) The distribution of surplus assets upon winding up of the Association. does not become effective until:
    - (iv) The required documents are lodged with the Commissioner (within one month of the amendment), and
    - (v) The Commissioner's written approval to the changes is received by the Association.

**37.3. 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.

**38. By-laws**

**38.1. Power and purpose**

Provided that they are not inconsistent with the constitution or the 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.

**38.2. Not of constitution and not required to be lodged**

Any by-laws made under clause 38.1 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**

### **39. 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 Act if the members resolve by special resolution to do so, using the applicable method as set out in 39(a)(i) and 39(a)(ii).
- i. If the Association has no outstanding debts or any other outstanding legal obligations, and is not a party to any current legal proceedings, it may apply to the Commissioner seeking the cancellation of the Association's incorporation.
  - ii. If the Association has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, it must appoint a liquidator to wind up the Association's affairs, and subsequently apply to the Commissioner seeking the cancellation of the Association's incorporation. .

### **40. 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 41.

### **41. Distribution of surplus assets**

- (a) Subject to the 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 prohibits 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 41(b) the Association may make an application to the Courts of Western Australia and request that the courts make this decision.

## **Schedule 1 - Membership Application Form**

Victoria Park Community Centre Inc. Membership Form



<b>APPLICATION TYPE</b>	<b>Individual</b> <input type="checkbox"/>	<b>Organisation</b> <input type="checkbox"/>
	<i>Complete sections 1, 2 &amp; 3</i>	<i>Complete section 1 with organisation's details, then complete sections 3 &amp; 4</i>

**SECTION 1 – APPLICANT DETAILS**

<b>Full Name</b>			
<b>Street Address</b>			
<b>Suburb</b>		<b>Postcode</b>	
<b>Postal Address</b> <i>if different to above</i>			
<b>Phone:</b>		<b>Email</b>	

**SECTION 2 – TELL US MORE**

<b>How did you hear about the Centre?</b>	<b>Attended event</b> <input type="checkbox"/>	<b>Social media</b> <input type="checkbox"/>	<b>Word of mouth</b> <input type="checkbox"/>	<b>Web search</b> <input type="checkbox"/>
	<b>Other</b> <input type="checkbox"/>	<i>Please provide any further details about how you found us.</i>		
<b>Do you have any requests for events or programs?</b>				

**SECTION 3 - DECLARATION**

By signing this form, you agree to abide by the rules of the Victoria Park Community Centre if admitted.

<b>Signature</b>		<b>Date</b>	
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**SECTION 4 – ORGANISATION**

<b>Name of person completing application</b>			
<b>Phone</b>		<b>Position in organisation</b>	
By signing this section, you confirm that you are authorised to make this application.			
<b>Signature</b>		<b>Date</b>	

*Your membership application will be forwarded for consideration at the next meeting of the Board. You will be advised of the outcome once it has been assessed.*

CENTRE USE ONLY			
<b>Date received</b>		<b>Date assessed</b>	
<b>Outcome</b>	<b>Approved</b> <input type="checkbox"/>	<b>Rejected</b> <input type="checkbox"/>	<b>Pending Information</b> <input type="checkbox"/>



