



Constitution of Kondinin Community Resource Centre Inc

ABN 64 735 355 998

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

PRELIMINARY

1. Name of Association

The name of the Association is Kondinin Community Resource Centre Incorporated.

2 Type of entity

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

3 Definitions

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

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

Administrative Tribunal means the State Administrative Tribunal of Western Australia.

Annual General Meeting means a general meeting of members called under clause 14.4

Association means Kondinin Community Resource Centre Incorporated.

Associations Act 2015 means the *Associations Incorporation Act 2015 (WA)*.

Association's books mean 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.

Chairperson means the person elected by the committee to hold this office.

Charitable Collections Act means the *Charitable Collections Act 1946 (WA)*.

Committee means the group of people, called committee members, who are responsible for the management of the affairs of the Association.

Committee meeting means a meeting of the committee members.

Constitution means this document as amended from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

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.

Financial report refers to the financial report for a financial year of a Tier 1 association and comprises:

- (i) The financial statements for the financial year of a Tier 1 Association,
- (ii) The notes to the financial statements for the financial year of a Tier 1 Association, and
- (iii) The declaration about the financial statements and notes made by the board of a Tier 1 Association.

Financial statements means:

- (i) If the Association uses the cash basis of accounting:
 - a) A statement of receipts and payments for the financial year,
 - b) A reconciled statement of bank account balances as at the end of the financial year, and
 - c) A statement of assets and liabilities as at the end of the financial year.

Financial year means:

- (i) After the Association's first financial year, a period of twelve months commencing on 1 July and ending on 30 June.

General meeting means a meeting of the members of the Association to which all members are invited to attend, and is either:

- (i) an annual general meeting, or
- (ii) a special general meeting.

Member means a person or organisation that is a member of the Association.

Minutes means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and committee meetings and includes a hardcopy and an authorised softcopy documentation of those deliberations and resolutions.

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.

Poll means voting conducted by a show of hands which is recorded in writing in the minutes.

Quorum means the number of persons required to be present in order to conduct a meeting.

Registered Charity means an organisation that is registered as a charity under the ACNC Act.

Special general meeting means any general meeting of members that

is not an annual general meeting.

Special resolution means a resolution proposed at a meeting and passed by the votes of not less than seventy five (75)% of the persons who are entitled to cast a vote at that meeting.

Surplus property means the property remaining when the association is wound up or cancelled after satisfying:

- (i) The debts and liabilities of the Association, and
- (ii) The costs, charges and expenses of winding up the Association, but does not include books relating to the management of the Association.

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.

4. Relationship between constitution and Associations Act

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

5 Objects of the Association

The object and purpose of the Kondinin Community Resource Centre Inc is to advance social and public welfare by:

- a) Providing a physical location where it supports individuals to be part of a connected community.
- b) To create opportunities in response to community needs, including advancing mental health and preventing social isolation and to address issues, including but not limited to, disadvantage, poverty, health, unemployment and the Indigenous population

6. Powers

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

7. Financial Year

The Association's financial year will be the period of 12 months commencing on July 1 and ending on June 30.

ASSOCIATION TO BE A NOT FOR PROFIT BODY

8. Not-for-profit

1. Property and income

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

2. Permitted payments

Provided it is done in good faith, clause 8.1 does not prevent the Association from:

- (a) Paying a member reasonable remuneration for any services provided to the Association, or goods supplied to the Association, in the ordinary course of business,
- (b) Reimbursing members for expenses they have properly incurred,
- (c) The payment of interest, on money borrowed by the Association from a member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia,
- (d) The payment of reasonable rent to a member for premises leased by the member to the Association, and
- (e) Making payment to a member in carrying out the Association's objects.
- (f) Before a payment proposed to a member of any other kind can be made, the payment must first be authorised by the members by way of an ordinary resolution.

MEMBERS

MEMBERS – MEMBERSHIP REQUIREMENTS

9. Number, qualifications and liability of members

1. Number

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

2. Qualifications

- (a) Subject to clause 9.2(b) any person who supports the object and charitable purposes of the Association is eligible to apply for membership.
- (b) Paid staff members of the Association are ineligible to apply for membership.
- (c) Any business or community organisation interested in utilising the CRC.
- (d) A person under the age of fifteen (15) years is not eligible to apply for a class of members that has voting rights.

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.

10. Becoming a member

1. Application

- (a) A person who wishes to become a member (**applicant**) must complete an application form. See Appendix 1.
- (b) The membership application form shall be signed by the applicant.
- (c) The membership application form shall specify the applicable class of membership applied for by the applicant.
- (d) An applicant becomes a member if:
 - (i) They meet all membership qualifications under clause 9.2
 - (ii) They complete and forward a membership application form which the Association directs them to,
 - (iii) The committee approves their membership application, and
 - (iv) They pay any membership fees due under clause 13.1.
- (e) When the requirements of clause 10.1(d) have been fulfilled the person becomes a member, is entitled to exercise all the rights and privileges of a member and is bound by this constitution.

2. Consideration of membership application

- (a) The committee shall consider and decide whether to approve or reject a membership application.

- (b) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (c) The committee must not accept an application unless the applicant -
 - (i) meets all the membership qualifications under clause 9.2, and
 - (ii) makes a written membership application under clause 10.1(a)
- (d) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

11. Members register

1. Content of members register

- (a) The Association shall maintain and keep updated a member register 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 Coordinator shall ensure that a membership change is recorded in the members register.
- (c) The Coordinator shall ensure that the members register is kept and maintained at the place of business of the Association.

2. Inspection and copying of members register

- (a) A member shall be entitled to inspect the members register free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) A member shall contact the Coordinator to request to inspect the members register.
- (c) A member may make a copy of details from the members register but has no right to remove the members register.
- (d) A member may make a request in writing to the Coordinator for a copy of the members register for which the Association may charge a reasonable fee, which is to be determined by the committee from time to time.
- (e) The committee requires a member who requests a copy of the members register under clause 11.2(d) to provide a statutory declaration to the Coordinator setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs. (Appendix 2)

3. Prohibited use of information on members register

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

- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal

- difference or dispute involving the latter member),
- (b) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) For any other purpose unless the use of the information:
 - (i) Is approved by the committee, and
 - For a purpose directly connected:
 - (A) To the Association's affairs, or
 - (B) To the provision of information to the Commissioner under the Associations Act.

12. Classes of members

1. Classes of members

- (a) The membership of the Association consists of:
 - (i) Family
 - (ii) Business
 - (iii) Single
 - (iv) Sporting club/Community group
 - (v) Committee
- (b) A person under the age of fifteen (15) years cannot be a member.
- (c) An ordinary member has rights of a member, including:
 - (i) The right to vote,
 - (ii) Other rights and benefits determined by the committee, or
 - (iii) Other rights and benefits determined by resolution of the members at a general meeting.

13. Membership fees

1. Annual membership fee

- (a) The amount of subscription to be paid will be set at the AGM (**annual membership fee**).
- (b) The fees determined under clause 13.1(a) may be different for different classes of membership.
- (c) Each member shall pay the annual membership fee to the Association by the date (**due date**) determined by the committee.
- (d) Subject to clause 13.1(e), if a person fails to pay the annual membership fee to the Association within three months after the due date, the person ceases to be a member.
- (e) 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 committee may, if it considers fit and at its sole discretion, reinstate the members' rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

14. Termination of membership

1. Circumstances when membership terminates

- (a) A member's membership terminates if the member:
 - (i) Ceases to be a member under clause 13.1 (c),
 - (ii) Resigns as a member under clause 14.2
 - (iii) Is expelled as a member under clause 14.3 or
 - (iv) Dies
- (b) The Association shall keep a record of:
 - (i) The date on which member's membership terminates under clause 13.1 (d) and
 - (ii) The reason the member's membership terminates within twenty-eight (28) days after the change occurs and retain this information for a period of one year after a person's membership terminates.

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:
 - (iv) When the Secretary receives the notice; or
 - (v) 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.

3. Suspension or expulsion of member

- (a) The Association may, by committee resolution, suspend or expel a member from membership if:
 - (i) The member refuses or neglects to comply with this constitution, or
 - (ii) The member's conduct or behaviour is detrimental to the interests of the Association.
- (b) The Secretary shall, not less than thirty days (30) before the committee meeting at which the suspension or expulsion resolution is to be considered, give written notice to the member:
 - (i) When and where the committee meeting is to be held; and
 - (ii) The grounds on which the proposed suspension or expulsion is based; and
 - (iii) That the member, or the member's representative, may attend the committee meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- (c) At the committee meeting at which the suspension or expulsion resolution is to be considered the committee shall:
 - (i) Give the member, or the member's representative, a full and fair opportunity to make written or oral (or both written and oral)

submissions to the committee about the proposed suspension or expulsion

- (ii) Give due consideration to any submissions 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) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (e) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven (7) days after the committee meeting at which the decision is made.

4. After suspension of member

- (a) If a member's membership is suspended under clause 9.3 the Secretary shall record in the members register within twenty-eight (28) days of the date of suspension:
 - (i) The suspended member's name,
 - (ii) The date on which the member's suspension takes effect, and
 - (iii) The length of the suspension determined by the committee under clause 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 members register that the member is no longer suspended within twenty-eight (28) days of that expiration date.

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

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

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

6. Reinstatement of member

If the committee's decision to suspend or expel a member is revoked, any act performed by the committee or members in general meeting during the period that the member was suspended or expelled from membership under clause 9.3, 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. General meeting

1. Definition

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

2. Two types of general meeting

There are two types of general meetings, namely:

- (a) An annual general meeting, and
- (b) A special general meeting.

16. Annual general meeting

1. Purpose of annual general meeting

An annual general meeting is:

- (a) A general meeting of all the members that is to be held once during each calendar year.
- (b) Called to conduct the following business:
 - (i) Confirmation of the minutes of the previous annual general meeting,
 - (ii) Confirmation of 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),
 - (iii) Elect or appoint office bearers,
 - (iv) Receive the financial statements for the previous financial year, and
 - (v) Receive the auditor's report on the financial statements for the previous financial year.

2. Date, time and place of annual general meeting

An annual general meeting shall be held on a date, and at a time and place, decided by the committee

3. Financial statements and reports and annual general meetings

- (a) As a Tier 1 Association:
 - (i) Within four (4) months from the end of a financial year the Association shall prepare a financial report for the financial year.
 - (ii) The Association shall ensure that:
 - a. Its financial statements for the relevant financial year are audited, and
 - b. Copies of the auditor's report is submitted to the annual general meeting.
 - (iii) As required by the Associations Regulations and the ACNC, lodge the annual return with the Commissioner and ACNC.

4. Holding annual general meeting

- (a) The Association shall hold an annual general meeting each calendar year:
 - (i) Within four (4) months after the end of the financial year, or

- (ii) Within a longer period if the Commissioner so allows.
- (b) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under Clause 16.4(a)(ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than four (4) months after the end of the financial year.
- (c) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with Clause 16.1.

5. Special general meeting

- (a) Any meeting of members that is not an annual general meeting is called a special general meeting.
- (b) 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.
- (c) 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.

6. Calling annual general meeting or special general meeting

- (a) An annual general meeting or special general meeting may be called by:
 - (i) The committee, at any time, or
 - (ii) At least twenty (20)% of the total number of members entitled to vote at an annual general meeting or special general meeting.
- (b) The members requiring a special meeting to be convened must-
 - (i) Make the requirement by written notice to the Secretary; and
 - (ii) State in the notice the business to be considered at the meeting; and
 - (iii) Each sign the notice.

7. 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 16.6(a)(ii) the committee shall:
 - (i) Within fourteen (14) 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 one (1) month of the member's request.
 - (iii) May only considered the business stated in the notice by which the requirement was made.

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

- (a) If the committee does not call the annual general meeting or special general meeting requested by members within the fourteen (14) day period, the members making the requirement (or any of them) may convene the special general meeting.
- (b) A special general meeting convened by members under clause 16.6 –
 - (i) Must be held within three (3) months after the date the original requirement was made; and
 - (ii) May only consider the business stated in the notice by which the requirement was made.
- (c) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under clause 16.6.

9. Quorum at annual general meeting or special general meeting

- (a) Six (6) members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (b) Subject to Clauses 16.9(c) and 16.9(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 half an hour of the time appointed for the commencement of an annual general meeting or special general meeting, a quorum is not present:
 - (i) In the case of a special general meeting, the meeting lapses, or
 - (ii) In the case of an annual general meeting, 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 half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

10. Notice of, and motions at, annual general meeting or a special general meeting

- (a) The Secretary shall ensure that each member is given at least:
 - (i) Seven (7) days' notice of a general meeting, or
 - (ii) Fourteen (14) 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) The notice of an annual general meeting or special general meeting or any notice of motion must be issued in the manner set out in Clauses 37 and 38.

11. 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 16.11(a).
- (i) Is deemed to be present at the annual general meeting or special general meeting, and
 - (ii) If a member votes at the meeting, the member is taken to have voted in person.

12. Conducting annual general meeting or special general meeting

- (a) The Chairperson, or in Chairperson's absence, the Vice-chairperson must preside as Chairperson of each annual general or special meeting
- (i) If the Chairperson and Vice-Chairperson are absent or unwilling to act as Chairperson of an annual general or special meeting, the committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (b) No business is to be conducted at an annual general or special meeting unless the quorum stated in clause 16.9 is present.
- (c) At an annual general meeting or special general meeting at which the quorum specified in Clause 11.9 is present, the Meeting Chair may adjourn the annual general meeting or special general meeting with the consent of a majority (more than 50%) of the members present.
- (d) 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
- (e) 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 11.10 as if that general meeting was a new annual general meeting or special general meeting.

- (f) If, within half an hour of the time appointed for the annual general meeting or special general meeting the quorum specified in Clause 11.9 is not present, the annual general meeting or special general meeting is to stand adjourned to the same time, day and place in the following week.
- (g) 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.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – RESOLUTIONS

17. Ordinary and special resolutions

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 17.1(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%) of the members present, in person or by proxy, 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 11.9 is

present, and

- (B) Be supported by the votes of not less than seventy five (75)% of the members present, in person or by proxy, and entitled to vote at the annual general meeting or special general meeting.

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 fourteen (14) days in accordance with clause 16.10(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 17.2(b) the special resolution shall have no effect

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – VOTING

3. Voting conditions at annual general meeting and special general meeting

1. Number of votes per member at annual general meeting and special general meeting

- (a) Each member has one vote at an annual general meetings and special general meeting.

2. Entitlement to vote at annual general meeting and special general meeting

- (a) A member or their proxy 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 or their proxy has been paid.
- (b) 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 members register as at the date the notice of the general meeting was sent out.

3. Organisational members and organisational representatives – voting at annual general meeting and special general meeting

- (a) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular annual general or special meeting;

- (b) An organisational representative shall be appointed in writing using the form set out at Appendix 4 (**Appointment of Organisational Member Representative Form**).
- (c) A copy of the Appointment of Organisational Member Representative Form shall be forwarded by the organisational member to the Secretary.
- (d) The appointment has effect until -
 - (i) The end of the general meeting to which the appointment applies; or
 - (ii) The appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.

4. Voting procedure at annual general meeting and special general meeting

- (a) Voting at an annual general meeting and special general meeting shall be conducted and decided by:
 - (i) A show of hands,
 - (ii) A vote in writing, or
 - (iii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (b) Before a vote is taken, the Meeting Chair shall state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- (c) The Meeting Chair's decision is conclusive evidence of the result of the vote.
- (d) The Meeting Chair and the minutes of the 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.
- (e) 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.

5. When and how a vote in writing shall be held at annual general meeting and special general meeting

- (a) A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
 - (i) At least five (5) members present, or
 - (ii) The Meeting Chair.
- (b) A vote in writing shall be taken when and how the Meeting Chair directs.

4. Proxies at annual general meeting and special general meeting

1. Annual general meeting and special general meeting requirements

- (a) A member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- (b) The appointed proxy must be a member.
- (c) An appointment of proxy, in the form as set out in Appendix 3 to this Constitution (**Proxy Form**), shall be signed by the appointing member and shall contain:

- (i) The appointing member's name and address,
 - (ii) The Association's name,
 - (iii) The proxy's name or the name of the office held by the proxy, and
 - (iv) The annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
 - (e) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter the proxy sees fit.
 - (f) A form appointing a proxy must be given to the Secretary before the commencement of the annual general or special meeting for which the proxy is appointed.
 - (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than twenty-four (24) hours before the commencement of the meeting.
 - (h) A proxy does not have the right to speak or vote for a member at an annual general meeting or special general meeting while the member is present at the annual general meeting or special general meeting.
 - (i) Unless the Association receives written notice before the start or resumption of an annual general meeting or special general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (i) Dies,
 - (ii) Is mentally incapacitated,
 - (iii) Revokes the proxy's appointment, or
 - (iv) Revokes the authority of a representative or agent who appointed the proxy.

2. Determining whether ordinary resolution carried at annual general meeting and special general meeting

- (a) **Poll** means the process of voting in relation to a matter that is conducted in writing.
- (b) Unless a poll is demanded under Clause 14.3, 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 50%) of members present, or
 - (iii) Lost.
- (c) If the declaration relates to a special resolution then all items under clause 12.1(c) and 12.2 must be fulfilled. The minutes must also state that a special resolution has been determined.
- (d) A declaration made under Clause 14.2(a) shall be entered into the minutes.

3. 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 or by proxy.
- (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 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 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.

MANAGEMENT COMMITTEE

5. Management Committee role and powers

1 .Role

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

2. Powers

Subject to the Associations Act, this Constitution and any lawful resolution passed by the Association in general meeting, the management committee:

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

6. Number of office bearers, composition and qualifications

1. Number of office bearers on management committee

The management committee shall have no less than four (4) office bearers.

2. Composition of management committee

- (a) The management committee shall include:
 - (i) The Chairperson,

- (ii) The Vice-Chairperson
- (iii) The Secretary,
- (iv) The Treasurer,
- (v) Not less than 2, no more than 6 other persons.

3. Qualifications of management committee

- (a) A management committee member shall be:
 - (i) A natural person i.e. a human being,
 - (ii) Aged over 18, and
 - (iii) A member.
- (b) A person cannot be a management committee member 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 Chairperson, a person whose affairs are under insolvency laws.
 - d. Unless they have obtained the consent of the Chairperson, 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 management committee member.
- (c) A management committee member who has been suspended as a member under Clause 14.3 cannot act in the position of a management committee member until their period of suspension as a member has expired.

7. Management committee member duties

1. General Management committee duties

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

- (a) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a management committee member 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 charitable object and purposes of the Association,
- (e) Act in the best interests of the Association,
- (f) Not misuse information gained in their role as a management committee member,
- (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 management committee member, or
 - (ii) Their position of committee member, to:
 - a. Gain an advantage for themselves or another person, or
 - b. Cause detriment to the Association.

2. Management committee conflict of interest

- (a) A management committee member shall disclose to all the management committee members present at the committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the committee meeting.
- (b) A management committee member shall disclose the nature and extent of the interest at the next General Meeting of the Association.
- (c) The disclosure of a conflict of interest by a management committee member shall be recorded in the minutes of the committee meeting.
- (d) Each management committee member who has a material personal interest in a matter that is being considered at a committee meeting shall not, except as provided under Clause 23.2(e):
 - (i) Be present at the committee meeting while the matter is being discussed, or
 - (ii) Vote on the matter.
- (e) A management committee member may still be present and vote if:
 - (i) Their interest relates to an insurance contract that insures, or would insure, the management committee member against liabilities incurred by the management committee member as a management committee member,
 - (ii) The management committee member who do not have a material personal interest in the matter pass a resolution that:
 - (A) Identifies the management committee member, the nature and extent of the management committee member's interest in the matter and how it relates to the Association's affairs, and

- (B) States that those management committee members who do not have a material personal interest in the matter are satisfied that the management committee member's material personal interest in the matter should not prevent the management committee member from being present at the committee meeting while the matter is being discussed or from voting on the matter.

8. Appointment of Committee Members

1. Methods

Directors shall be appointed to the committee by:

- (a) Election at an annual general meeting, or
- (b) Appointment by the board to fill a casual vacancy under Clause 23.4

2. Nomination for appointment as committee member

- (a) At least twenty-one (21) days before an annual general meeting, the Secretary must send written notice to all the members –
 - (i) Calling for nominations for election to the committee; and
 - (ii) Stating the date by which nominations must be received by the Secretary to comply with clause 23.2(b)
- (b) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 7 days before the annual general meeting.
- (c) A member may nominate for one specified position of office bearer of the Association or to be an ordinary committee member.
- (d) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under clause 23.3(b) or 23.3i (ii)

3. Election of office bearers and ordinary committee members at an annual general meeting

- (a) At the annual general meeting, a separate election must be held for each position of office bearers of the Association.
- (b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (c) If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (d) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (e) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (f) A member who has nominated for the position may vote for himself or

- herself
- (g) On the member's election the new Chairperson of the Association may take over as the Chairperson of the meeting.
 - (h) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
 - (i) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting –
 - (i) Must declare each of those members to be elected to the position; and
 - (ii) May call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections.
 - (j) If –
 - (i) The number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (ii) The number of members nomination under clause 18.3i (ii) is greater than the number of positions remaining unfilled,
 the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

4. Appointment of committee members by committee to fill a casual vacancy

- (a) A casual vacancy occurs in committee membership and that position of committee member becomes vacant if:
 - (i) A committee member ceases to be a member,
 - (ii) A committee member dies,
 - (iii) A committee member becomes disqualified from holding a position under Clause 14.3(b),
 - (iv) A committee member becomes permanently incapacitated by mental or physical ill-health,
 - (v) A committee member resigns as a committee member,
 - (vi) A committee member is removed as a committee member,
 - (vii) A committee member is absent from more than:
 - (A) Three (3) consecutive committee meetings without a good reason, or
 - (B) Three (3) committee meetings in the same financial year without tendering an apology and the committee member has resolved to declare the position of committee member vacant, or
 - (viii) The Association fails to fill a committee vacancy under Clause 18.3(i)
- (b) If there is a casual vacancy within the meaning of Clause 18.3(i) the continuing committee members may:

- (i) Appoint a member to fill that committee member vacancy until the conclusion of the next annual general meeting, and
 - (ii) Subject to Clause 18.3(i), continue to act despite the vacant position on the committee.
- (c) If the number of committee members is less than the number fixed under Clause 26.5 as the quorum for committee meetings, the continuing committee members may act only to:
- (i) Increase the number of committee members on the committee to the number required for a quorum, or
 - (ii) Call a special general meeting.

5. Term of office

- (a) The term of office of a committee member begins when the member –
- (i) Is elected at an annual general meeting or under clause 23.2(c); or
 - (ii) Is appointed to fill a casual vacancy under clause 23.4 (b) (i)
- (b) Subject to rule 23.4 (a), a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (c) A committee member may be re-elected

9. Resignation and removal of committee members

1. Resignation

- (a) A committee member may resign from the committee by giving written notice of resignation to the Secretary, or if the committee member is the Secretary, to the Chairperson.
- (b) The resignation is effective:
- (i) When the notice is received by the Secretary or Chairperson; or
 - (ii) If a later time is stated in the notice, at the later time.

2. Removal

- (a) At a general meeting, the Association may by resolution –
- (i) Remove a committee member from office; and
 - (ii) Elect a member who is eligible under clause 9.2
- (b) The committee member who faces removal is to be allowed a full and fair opportunity at the general meeting to review the proposed ordinary resolution, and state their case as to why they should not be removed from their position on the committee.
- (c) If all committee members are removed by ordinary resolution at a general meeting, the members shall, at the same general meeting, elect an interim committee. The interim committee shall, within two (2) months, hold a general meeting for the purpose of electing a new committee.

3. Assets and records of committee member who ceases to be a committee member

Upon ceasing to be a committee member, outgoing members are

responsible for transferring all relevant assets and Association's books to the new committee within fourteen (14) days of ceasing to be a committee member.

OFFICEHOLDERS

10. Officeholders

1. Election of office bearers by committee

An officeholder shall:

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

2. Chairperson

- (a) The committee must elect a committee member as the Chairperson.
- (b) The Chairperson has the following duties:
 - (i) consult with the Secretary regarding the business to be conducted at each committee meeting and each general meeting,
 - (ii) has the powers and duties relating to convening and presiding at committee meetings and at general meetings provided for in these rules.
 - (iii) Must ensure that the minutes of general meetings or committee meetings are reviewed and signed as correct, and
 - (iv) Shall act as a spokesperson for the Association

3. Secretary

The Secretary, in conjunction with the Coordinator or Finance Officer, shall ensure the:

- (a) Ensure the coordination of the Association's correspondence.
- (b) Consult with the Chairperson, regarding the business to be conducted at each committee meeting and general meeting,
- (c) Preparing the notices required for meetings and for the business to be conducted at each committee and general meeting,
- (d) Maintenance of the members register,
- (e) Maintenance of the record of officeholders,
- (f) Maintenance of the minutes,
- (g) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act,
- (h) Safe custody of the Association's books (with the exception of the accounting records),
- (i) Ensuring safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.
- (j) Compliance with all ACNC reporting requirements, including the following:
 - (i) Forwarding an annual information statement to the ACNC, and

- (ii) Forwarding a financial report to the ACNC as per the following:
 - (A) If the association has an annual revenue of less than \$250,000 (**small ACNC charity**) the Association:
 - (1) Is not obliged to submit an ACNC financial report to the ACNC, but can do so if it so wishes,
 - (2) Can choose whether to use cash or accrual accounting, and
 - (3) For ACNC purposes, is not required to have the financial statements either:
 - (i) Reviewed, or
 - (ii) Audited.
- (k) Compliance with all reporting obligations to the Department of Commerce as varied from time to time.
- (l) Performance of any other duties required of the Secretary by this constitution.

4. Treasurer

The Treasurer, in conjunction with the Finance Officer shall ensure the:

- (a) Collection of all moneys payable to the Association are collected and the issuing of receipts in the name of the Association for those monies,
- (b) Payment of all monies received by the Association into the account or accounts of the Association as the committee may direct from time to time,
- (c) Timely payment of the expenses of the Association from the funds of the Association with the authority of the committee or a general meeting,
- (d) Ensuring the Association complies with the relevant requirements of Part 5 of the Act.
- (e) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- (f) Coordination of the preparation of the financial statements prior to their submission to the annual general meeting,
- (g) Coordination of the preparation of the reviewed financial report prior to its submission to the annual general meeting,
- (h) Coordination of the preparation of the Auditor's report prior to its submission to the annual general meeting,
- (i) Performance of any other duties required of the Treasurer by this constitution.

5. Record of officeholders

- (a) The Coordinator shall ensure that a record of officeholders is maintained.
- (b) The record of officeholders shall include:
 - (i) Each officeholder's full name
 - (ii) Current postal, residential or email addresses for each officeholder,
 - (iii) Details of the office held by each officeholder,
- (c) The record of officeholders shall be kept and maintained at such place as the committee decides.

COMMITTEE MEETINGS

11. Calling and conducting committee meetings

1. Calling committee meetings

- (a) The committee shall hold a meeting not less than once in each quarter and the Chairperson may at any time convene a meeting of the committee.
- (b) The committee shall determine the place and time of all committee meetings and these will be set at the first general meeting of the year.

2. Notice

- (a) The Coordinator shall ensure that each committee member is given at least forty-eight (48) hours' notice of each board meeting.
- (b) Notice of a committee meeting shall specify the general nature of the business to be transacted at the committee meeting.
- (c) Urgent business may be conducted at a committee meeting if the committee members present at the committee meeting unanimously agree to treat the business as urgent.

3. Using technology to hold committee meeting

- (a) Committee meeting may take place:
 - (i) Where the committee members are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all committee members, if it reasonably allows each committee member to participate fully in discussions and decisions as they happen in the committee meeting and provided that the participation of each committee member is made known to all other committee members in attendance.
- (b) A committee member who participates in a committee meeting as set out in Clause 26.3(a):
 - (i) Is deemed to be present at the committee meeting, and
 - (ii) Continues to be present at the committee meeting for the purposes of establishing a quorum, until the committee member notifies the other committee members that they are no longer taking part in the committee meeting.

4. Conducting committee meeting

- (a) The Chairperson shall normally act as Meeting Chair of each committee meeting.
- (b) The committee members at a committee meeting may elect a committee member other than the Chairperson to be the Meeting Chair for that committee meeting if the Chairperson is:
 - (i) Not present within 30 minutes after the starting time set for the committee meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the committee meeting.

- (c) The committee cannot conduct business unless the quorum specified in Clause 26.5 is present.
- (d) If, within half an hour of the time appointed for the committee meeting, the quorum specified in Clause 26.5 is not present the committee meeting is to stand adjourned to the same time, day and place in the following week.
- (e) If at a committee meeting adjourned under Clause 26.4(d), the quorum specified in Clause 26.5 is not present within half an hour of the time appointed for the committee meeting, the committee members personally present shall constitute a quorum.
- (f) All committee members have the right to attend and vote at committee meeting.
- (g) All members, or other guests, may attend committee meetings if invited by the committee, but the member or guest shall not have any right to:
 - (i) Comment without invitation,
 - (ii) Vote,
 - (iii) Be provided with copies of any agenda, minutes of meetings, or documents presented at such committee meeting.
- (h) The Secretary, or such person authorised by the committee from time to time, shall ensure that minutes of the resolutions and proceedings of all committee meeting are recorded and maintained together with a record of the names of persons present at each committee meeting.

5. Quorum for committee meeting

- (a) Any four (4) members present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (b) A quorum must be present for the entire committee meeting.

12. Committee resolutions

1. Voting

- (a) Each committee member present at a committee meeting has one vote.
- (b) A question arising at a committee meeting is to be decided by a majority (more than 50%) of votes, but, if there is an equality of votes, the Meeting Chair of the committee meeting is entitled to exercise a casting vote.
- (c) Decisions at a committee meeting may be made by general agreement or by way of a show of hands.

SUB-COMMITTEES AND OTHER DELEGATION

13. Sub-committees and delegation

1. Establishment

- (a) The committee may establish sub-committees from time to time to assist with the conduct of the Association's object and charitable purposes.
- (b) A sub-committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (c) Subject to this constitution, sub-committee members may meet and conduct business as it considers appropriate.

2. Delegation

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

FINANCES

14. Payment of income or property to members

(i) **Not permitted**

Subject to Clause 8.2, 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.

(ii) **Permitted payments**

(a) Clause 29.1 does not prevent permitted payments as outlined in Clause 8.2.

15. Funds

(i) **Source of funds**

(a) The funds of the Association may be derived from:

- (i) Entrance fees,
- (ii) Annual membership fees,
- (iii) Donations,
- (iv) Fundraising activities,
- (v) Grants,
- (vi) Interest, and
- (vii) Any other sources approved by the committee

(b) The Association shall, as soon as practicable deposit all money received to the credit of the Association's bank account.

(ii) **Control of funds**

(a) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the committee.

(b) The Association shall use its funds in carrying out the Association's object and charitable purposes.

(c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association shall be signed by:

- (i) Two committee members
- (ii) One committee member and the Finance Officer or Coordinator.

(d) All expenditure above the maximum amount set by the committee from time to time shall be approved or ratified at a committee meeting.

(iii) **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

16. Use of common seal

- (a) The Association shall have a common seal on which its corporate name appears in legible characters.
- (b) The common seal shall be kept in the custody of the Association.
- (c) The common seal shall be affixed to any deed, instrument or document by two people of whom may be the Chairperson, Secretary, Coordinator or committee member.
 - (i) Each of them is to sign the document to attest that the document was sealed in their presence
- (d) The Association may execute a document without using a common seal if the document is signed by:
 - (i) Two committee members; or
 - (ii) One committee member and the Coordinator
- (e) Any use of the common seal, date and document on which it was used, shall be recorded in a book provided for that purpose.

MINUTES, BOOKS AND RECORDS

17. Minutes

- (i) **Taking of minutes**
 - (a) The Association shall keep minutes of the resolutions and proceedings of all annual general meeting, special general meeting and committee meeting together with a record of the names of persons present at each general meeting and committee meeting.
- (ii) **Review and signing of minutes**
 - (a) The Chairperson shall ensure that the minutes of an annual general meeting, special general meeting or committee meeting are reviewed and signed as correct by:
 - (i) The Meeting Chair of the annual general meeting, special general meeting or committee meeting to which those minutes relate, and
 - (ii) The Secretary of the annual general meeting, special general meeting or committee meeting.
- (iii) **Inspection of minutes**
 - (a) The minutes of annual general meeting or special general meeting may be inspected by a member under Clause 32.3
 - (b) The minutes of committee meetings may be inspected by a member under Clause 28.3 unless the committee determines that the minutes of committee meeting generally, or the minutes of a specific committee meeting, are not to be made available for inspection by a member.

18. Records

(i) Inspecting record of officeholders

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

(ii) Custody of Association's books

- (a) Except as otherwise decided by the committee from time to time:
 - (i) The Coordinator and 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 Finance Officer and Treasurer shall be responsible for ensuring the custody and maintenance of the Association's financial records and securities.
- (b) The Association's books shall be retained for at least 7 years.

(iii) 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 Coordinator 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.

(iv) Prohibition on use of information in Association's books and record of officeholders

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

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

(v) Returning the Association's books

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

DISPUTES

19. Disputes arising under constitution

- (a) This clause applies to:
 - (i) Disputes between members, and
 - (ii) Disputes between the Association and one or more members
- (b) In this Clause 34, the term **member** includes any former member whose membership ceased not more than six (6) months before the dispute occurred
- (c) The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 34 (c), any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - (i) The parties to the dispute; and
 - (ii) The matters that are the subject of the dispute
- (e) Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (f) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (g) At the committee meeting to determine the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- (h) The Secretary shall inform the parties to the dispute of the board's decision and the reasons for the decision within 7 days after the board meeting referred to in Clause 34(e).
- (i) If any party to the dispute is dissatisfied with the decision of the committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

20. Mediation

- (a) This Clause 35 applies:
 - (i) Where a person is dissatisfied with a decision made by the committee under Clause 34(g) or
 - (ii) Where a dispute arises between a member or more than one member and the association and any party to the dispute elects not to have the matter determined by the committee.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 34(c) or a party to a dispute is dissatisfied with a decision made under Clause 34(g) a party to a dispute may:
 - (i) Provide written notice to the Secretary identifying the parties to,

- and the details of, the dispute, and
- (ii) Agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The Secretary shall then ensure that a mediator is appointed to resolve the dispute who shall be:
 - (i) A person chosen by agreement between the parties to the dispute, or
 - (ii) In the absence of agreement between the parties to the dispute, a mediator appointed by the committee.
 - (d) Where the dispute relates to a proposal for the suspension or expulsion of a member this Clause 30 does not apply until the procedure under Clause 9.3 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.

21. Inability to resolve dispute

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

SERVICE OF NOTICES

22. Legal requirements

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

- (a) Delivered by hand to the nominated address of the addressee,

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

23. Service on members

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

CONSTITUTION AND BY-LAWS

24. Constitution

(i) Binding

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

(b) Amendment

(a) The Association may amend the constitution or replace it with a new constitution by passing a special resolution.

(a) The Association shall not pass a special resolution amending the constitution if passing it causes the Association to no longer be a charity

(b) An amendment to the constitution changing:

(i) The Association's name, or

(ii) The Association's object or purposes,
does not become effective until:

(iii) The required documents are lodged with the Commissioner, and

(iv) The Commissioner's written approval to the changes is received by the Association.

(c) 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 to each member at the time their membership commences.

25. By-laws

(i) 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.

(ii) Not of constitution and not required to be lodged

Any by-laws made under Clause 40.1 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

26. 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 41(a)(ii) before cancellation of incorporation can take place.

27. 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 43.

28. Distribution of surplus assets

- (a) Subject to the Associations Act, any other applicable law and any court order, any surplus assets that remain after the Association is wound up shall be distributed to one or more not-for-profit organisations that:
 - (i) Possess an object and charitable purposes similar to, or inclusive of, the object and charitable purposes of the Association
 - (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 43(b) the Association may make application to the Courts of Western Australia and request that the courts make this decision.

APPENDIX 1 – MEMBERSHIP APPLICATION FORM



Membership Application Form

Applicant's Full Name		
Contact Address (either postal or email)	Postal:	
	Email:	
I agree to be bound by, and comply with, the Constitution of Kondinin Community Resource Centre (please tick if you agree).		<input type="checkbox"/>
I understand that acceptance for membership of Kondinin Community Resource Centre does NOT automatically qualify me for nomination to the Management Committee as additional eligibility requirements apply (please tick if you accept).		<input type="checkbox"/>
Kondinin Community Resource Centre is committed to protecting the confidentiality of the business and personal information that the Centre collects, holds and administers. Information on members may be shared in accordance with the Associations Incorporation Act 2015, grants members of an association the right to inspect the members' register.		
Please tick the box if you, under the Privacy Act 1987 (Commonwealth), wish to withdraw your permission for your details to be released on the members' register.		<input type="checkbox"/>

Membership Category: Family \$33 Business \$33 Single \$16.50

Sporting Club/Community Group \$22

Direct Deposit: BSB 086 757 Account Number: 678767301

Use your surname as the reference

APPLICANT

SIGNATURE

Date _____

Please email this form to reception@kondinincrc.com.au or post it to Kondinin Community Resource Centre, PO Box 10, Kondinin WA 6367. For any further questions contact Kondinin Community Resource Centre on 98891117.

OFFICIAL USE ONLY	
Copy of Constitution provided (upon application)	<input type="checkbox"/>
Membership Period	

APPENDIX 2 – STATUTORY DECLARATION

WESTERN AUSTRALIA

OATHS, AFFIDAVITS AND STATUTORY DECLARATIONS ACT 2005

STATUTORY DECLARATION

I,

.....
{name, address and occupation of person making declaration}

sincerely declare as follows:-

This declaration is true and I know that it is an offence to make a declaration knowing that it is false in a material particular.

This declaration is made under the *Oaths, Affidavits and Statutory Declarations Act 2005*

at.....
{place}

.....
{date}

in the presence of -

by.....
{Signature of person making the declaration}

.....
{Signature of authorised witness}

.....

.....
{Name of authorised witness and qualification as such a witness}

APPENDIX 3 – PROXY FORM

(For use by a member who is unable to attend annual or special general meeting)



Appointing a Proxy

I, of
[Member's full name] [Member's residential address]
.....
[Member's telephone number] [Member's email address]

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

Please Tick ONLY ONE (1) of the following:

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

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

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

.....
Date of general meeting and Address of general meeting
at any adjournment of the
general meeting.

Proxy's Voting Directions

My proxy is authorised to vote:

Please Tick ONLY ONE (1) of the following:

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

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

.....
Signature of Member Date

APPENDIX 4 – APPOINTMENT OF ORGANISATIONAL MEMBER REPRESENTATIVE FORM



.....
[Name of organisational member]

Advises that on
.....

[Insert date of meeting]

It was resolved that
.....

[Name of representative of organisational member]

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

The general meeting/s on
.....

(Insert relevant date/s)

OR

All general meetings

Of: Limited.

[Name of Association]

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

Signature:
.....

Name:
.....

Position:
.....



[Affix organisational members common seal if required]

Date:

Signature:

.....

Name:

.....

Position:

.....

Date:

The organisational member acknowledges that according to Clause 13.3 of the Association's constitution a person appointed to represent a member which is an Association is deemed for all purposes to be a member until that appointment is revoked by the Association or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.