

West Arthur Community Resource Centre Inc

Constitution

Updated 2024

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1. **Name and Purpose**

The West Arthur Community Resource Centre is a public institution which has the charitable purpose of advancing social and public welfare by:

- (1) Advancing mental health and preventing social isolation;
- (2) Providing a physical location where it supports individuals to undertake activities, or work on projects, in the company of others.

2. **Not-for-profit body**

- 1) The income and property of the Community Resource Centre shall solely be applied towards the promotion of its objects, and no portion thereof shall be paid or distributed directly or indirectly to its members, except as bone fide compensation for services rendered or expenses incurred on behalf of the Community Resource Centre.
- 2) The powers of the Community Resource Centre shall be vested in the Management Committee. These shall be:
 - a) to purchase, take on, lease or exchange, hire to otherwise legally acquire and maintain any real or personal property and any rights and privileges in relation thereto;
 - b) to sell, exchange, lease, mortgage, hire dispose of, turn to account or otherwise deal with all or part of the real and personal property of the Community Resource Centre;
 - c) to raise any monies required for the objectives and purposes of the Community Resource Centre in such a manner as may from time to time be determined;
 - d) to invest and deal with the monies of the Community Resource Centre (not immediately required for the purpose of the Community Resource Centre) in such a manner as may from time to time be determined;
 - e) to enter into any such contract it considers will promote the purpose of the Community Resource Centre.

3. **Membership**

3.1 Membership is open to:

- (a) any individual, organisation or other body who wishes to promote the objectives and interests of the Community Resource Centre;
- (b) any individual, organisation or other body who wishes to utilise the Community Resource Centre's services.

3.2 Membership categories:

- Family Membership - two adult members (two votes) plus their children aged 18 & under (no votes);

- Ordinary Membership - individual adult membership (one vote);
- Non-Profit/Club Membership-organisational membership with one nominated representative (one vote);
- Corporate Membership – organisational membership with one nominated representative (one vote).

3.3 Applications for Membership

Applications for membership shall be in such form as the Management Committee from time to time directs. Application for membership may be made by completing the “Application for Membership Form.” Reasons for the rejection of any application for membership shall be minuted in the minutes of the Committee meeting and those reasons communicated in writing to the individual, family or organisation seeking membership.

3.4 Membership Rules

Each person admitted to membership shall be:

- bound by the Constitution and by-laws of the Community Resource Centre;
- liable for such fees and subscriptions as may be fixed by the Community Resource Centre;
- entitled to all the advantages and privileges of their membership category.

3.5 Subscriptions

Membership subscriptions shall be reviewed annually by the Management Committee and set at the Annual General Meeting for the ensuing financial year. Each member shall pay to the Treasurer or their agent, on a date the Committee determines, the amount of membership fee so determined.

3.6 Cessation of Membership

Membership shall cease upon:

- failure to pay membership fees within 2 months of the date set by the Management Committee under Rule 6.5;
- expulsion due to behaviour or conduct considered by the Management Committee as being detrimental to the interests of the Community Resource Centre. The Committee shall communicate in writing such expulsion to the member. Reinstatement of membership shall be solely at the discretion of the Committee;
- resignation of a member.

3.7 The Secretary shall keep and maintain a register of all members in accordance with Section 27 of the Associations Incorporation Act.

3.8 Dispute Resolution

The procedure for dealing with any dispute or relating to the rules between members and between members and the incorporated association shall be:

- a) Parties shall attempt to resolve the dispute between themselves, within 14 days after the dispute has come to the attention of each party.
- b) If the dispute cannot be resolved between the parties, a party may request in writing to the secretary, the appointment of a mediator.
- c) The mediator appointed by the committee must be independent of the West Arthur Community Resource Centre but may be a former member of the Association.
- d) The mediation process shall follow the guidelines as appear in the Associations Incorporations Act of 2015.

4. **Committee of Management**

4.1 The affairs of the Community Resource Centre shall be managed exclusively by a Committee of Management comprising of not less than 6 and no more than 12 persons, one of whom shall be the elected representative of the West Arthur Shire Council. From these Committee members there shall be elected the following Office Bearers:

- Chairperson
- Secretary
- Treasurer

all of which shall be members of the Community Resource Centre elected to membership of the Committee at an Annual General Meeting or having been invited to join the Committee by a majority of Committee members under rule 7.2d), or a representative from the Shire Council or other areas.

4.2 Powers of Committee:

The powers of the Management Committee shall be:

- (a) to meet the requirements of the Associations Incorporation Act;
- (b) the day-to-day management and administration of the Community Resource Centre and any services it provides including the employment and dismissal of staff consistent with any contractual and legal obligations;
- (c) the financial management of the Community Resource Centre including the financial management of any services it provides and meeting the requirements of any funding or other agreements into which the Community Resource Centre has entered;

- (d) to co-opt people of relevant skill on to the Management Committee as necessary;
- (e) to establish and manage sub-Committees with respect to the Community Resource Centre's agreed programs and method of operations;
- (f) to maintain membership of and community support for the Community Resource Centre;
- (g) to waive membership fees by a unanimous decision of the Management Committee.

4.3 Management Committee Meetings

The Management Committee shall meet at least once every 2 months or so often as is required to complete the business of the Community Resource Centre. The Chairperson or two members of the Committee shall have the power to call a meeting of the Committee.

4.4 Quorum for Management Committee Meetings.

The quorum for a meeting shall be 51% of Management Committee members, one of which must be the Chairperson, Secretary or Treasurer.

4.5 Voting at Management Committee Meetings:

- (a) each Committee member, including the Chairperson, has one vote;
- (b) all voting shall be in person and all decisions at Management Committee meetings will be deemed to be passed if a majority vote is obtained;
- (c) the Chairperson shall have a casting vote in the case of a tied vote;
- (d) any member of the Committee who has a direct or indirect pecuniary interest in any matter to be considered by the Committee shall, as soon as they are aware of their interest, disclose it to the Committee and cease to be involved in the decision.

4.6 Staff Representation at Management Committee Meetings

The Coordinator, or a staff member nominated by the Committee, will attend each Management Committee meeting in an ex-officio capacity and shall not have a vote. The Committee may, by a majority vote, require that no staff member be present for all or part of the Committee meeting.

4.7 Election of Management Committee Members.

Management Committee members shall be elected at the Annual General Meeting of the Community Resource Centre for a term expiring at the next Annual General Meeting of the Community Resource Centre.

Nominations for Committee positions:

- (a) only financial members of the Community Resource Centre can nominate for election;
- (b) retiring Committee members may nominate for re-election;
- (c) nominations for vacant positions on the Committee must be:
 - made in writing in a form approved by the Committee;
 - be seconded by another member and;
 - be delivered to the Secretary at least 4 days prior to the AGM;
- (d) if fewer nominations are received than there are vacancies on the Committee, nominations may be received at the Annual General Meeting;
- (e) if any Committee positions are not filled at the Annual General Meeting the Committee shall endeavour to fill the positions as soon as possible from the membership of the Community Resource Centre.
- f) The term of office for the committee members shall be 12 months.

4.8 Cessation of Management Committee Members

A Member of the Management Committee shall cease to hold office if they resign, are expelled as a member of the Community Resource Centre or are absent from 3 Committee meetings without notification or acceptable excuse or grounds.

4.9 Expulsion from Management Committee

A member can be expelled as a member of the Management Committee if the Committee considers the member's conduct is detrimental to the interests of the Community Resource Centre or the member is not fully performing their duties of office. A majority of the Committee can vote to expel a person from the Management Committee.

To expel a committee member the Committee must give the member at least 7 days' notice in writing of the Committee meeting at which the expulsion will be discussed. The member is entitled to attend this meeting to address the Committee, however they can be required to leave the meeting while the Committee deliberates the expulsion. The Committee must advise the member in writing of their decision and the expulsion of a member takes effect immediately they receive notice of the expulsion.

4.10 Casual vacancies in Membership of Committee.

When a position on the Management Committee becomes vacant, the Committee will second a member of the Community Resource Centre to fill the vacant position until the expiry of the current term.

4.11 Payments to Committee Members

A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred –

- a) in attending a committee meeting or
- b) in attending a general meeting or
- c) otherwise in connection with the Association's business
- d) expenses, on behalf of the West Arthur Community Resource Centre shall be reimbursed (following guidelines in the Finance Policy)

5. **Duties Of Office Bearers**

5.1 Duties of Chairperson shall be to:

- (a) ensure, with other members of the Committee, that the legal responsibilities of the Community Resource Centre are met, including compliance with the Associations Incorporation Act and any funding or other agreements that the Community Resource Centre has entered into;
- (b) ensure regular Management Committee meetings are held;
- (c) preside at all General and Committee meetings. In the Chairperson's absence a member elected by the other members present at that meeting shall preside at that meeting;
- (e) act as spokesperson for the Community Resource Centre;
- (f) follow-up on tasks that Committee members or sub-Committees are doing.

5.2 Duties of Secretary shall be to:

- (a) call meetings in accordance with these rules and ensure that the agenda and meeting papers are circulated 7 days prior to the meeting where possible;
- (b) ensure that accurate minutes are taken of all Community Resource Centre meetings, and that copies of the Minutes are distributed to members and filed in a Minutes Book;
- (c) work with the Chairperson to note motions and amendments voted on in meetings;
- (d) receive and submit to the Management Committee all applications for membership to the Committee for consideration and ensure a Register of Members and Management Committee members is maintained;
- (e) keep and maintain an up-to-date copy of the Constitution and make it available for inspection on request by members;
- (f) be responsible for the Common Seal of the Community Resource Centre and ensure that it is only used on proper authority and that a record of its usage is kept.

5.3 Duties of Treasurer shall be to:

- (a) ensure the safekeeping of all books and documents of a financial nature, including securities;
- (b) ensure proper books of account are kept and that funds are not being mismanaged;
- (c) ensure the financial requirements of funding bodies are met;
- (d) ensure monthly and quarterly financial reports are produced and presented to the Committee and/or members at Management Committee meetings and general meetings;
- (e) ensure an audit of books is prepared each year and that the accounts of the Community Resource Centre showing the financial position at the end of the preceding financial year, is submitted to members at the Annual General Meeting;
- (f) ensure an annual budget is prepared at the beginning of each financial year;

5.4 Duties of other Management Committee Members

Other Management Committee members shall assist the Chairperson, Secretary and Treasurer in undertaking their duties and to ensure that the legal obligations of the Community Resource Centre are met. In addition, they are encouraged to form and chair sub-Committees that are convened for specific purposes.

6. **Sub-Committees**

The Management Committee may establish a sub-Committee and may wind-up, direct or overturn any decisions of the sub-Committee as they see fit. Where possible a sub-Committee shall have written terms of reference that clearly state its role and responsibilities, plus a timeframe, where appropriate, for completion.

Any sub-Committee must include at least one member of the Management Committee and be chaired by a member of the Management Committee who shall report back to the Management Committee on the operation of the sub-Committee.

Sub-Committees shall not incur debts or make contracts without prior approval of the Management Committee.

7. **General Meetings**

7.1 The Management Committee may convene two types of General Meeting:

(a) Annual General Meeting

An Annual General Meeting shall be held in every calendar year within 4 months after the end of the Community Resource Centre's financial year. Business to be transacted

shall be:

- (i) Consideration of the accounts and reports of the Management Committee;
- (ii) Election of Committee members;
- (iii) Fixing of subscriptions for the ensuing year;
- (iv) Appointment of Auditor;
- (v) Any Other business requiring consideration by members of the Community Resource Centre

(b) Special General Meeting

A Special General Meeting will be called by the Chairperson of the Management Committee as deemed necessary or within 30 days of the Committee receiving a request in writing to do so from not less than 5 members, for the purpose specified in that request.

7.2 Notices

The Secretary shall give not less than 14 days' notice of the date of the General Meeting to members. Notice of General Meetings shall set out clearly when and where the General Meeting is to be held; and the business for which the meeting has been called. No other business shall be dealt with at that General Meeting. Nomination and Proxy forms shall accompany the Notices for the Annual General Meeting.

The Secretary shall give notice of General Meetings by:

- (a) advertising the meeting in the local community paper, and
- (b) emailing members

7.3 Quorum

The Quorum at the General Meeting shall be 10 members eligible to vote, present in person or by proxy. In the event of no quorum at a General Meeting within 30 minutes of the starting time for the meeting, then a majority of members present shall decide to adjourn the meeting. A second meeting shall be called within 14 days' notice and that meeting shall proceed regardless of the numbers present.

7.4 Voting

Only members financial seven days prior to a General Meeting are deemed "financial" for the purpose of the meeting and eligible to vote at a General Meeting. Each financial member present in person or by proxy at a General Meeting is entitled to a deliberative vote in accordance with their Membership category. Voting shall be by a show of hands; however, a secret ballot shall be held if a request is made by a financial member present. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned. Voting shall be carried out by a simple majority. In the event of equal voting on a motion, the Chairperson shall have the casting vote.

7.5 Special Resolutions

The Association may not change its name, objects or rules other than by the passing of a Special Resolution at a General Meeting of the Association. For the purposes of the Associations Incorporation Act, a resolution is a Special Resolution if it is passed by a majority of not less than 75% of the members of the Association who are entitled to vote and vote in person or by proxy at a properly convened General meeting.

7.6 Proxies

A member may appoint in writing another member of the Association to be their proxy and to attend and vote on their behalf, at a General Meeting.

8. **Finances**

All funds received shall be receipted and shall be deposited to the credit of the Community Resource Centre at such bank or building society as may be approved by the Committee from time to time.

The Office Bearers and the Coordinator shall be authorised by the Management Committee to be signatories to the bank accounts of the Community Resource Centre with two people to sign jointly.

Expenditure of \$500 and over shall be first approved by the Management Committee or endorsed at the next Management Committee meeting, unless otherwise stated in the Finance Policy.

The Community Resource Centre's financial and membership year shall run from 1 July of one year to 30 June of the following year.

9. **Audit**

The Auditor shall be appointed by members at the Annual General Meeting. He or she shall not be a member or the spouse of a member of the Management Committee.

Auditing of the books shall be conducted annually prior to the Annual General Meeting to ensure that the audited financial reports are available at the Annual General Meeting.

10. **Rules Of the Community Resource Centre**

The Community Resource Centre may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Associations Incorporation Act 2015.

These rules bind every member and the Community Resource Centre to the same extent as if every member and the Community Resource Centre had signed and sealed these rules and agreed to be bound by all their provisions.

11. **Common Seal**

The Community Resource Centre shall have a Common Seal on which its corporate name shall appear in legible characters. The Common Seal shall be kept in the custody of the Secretary or such other person as the Management Committee decides.

The Common Seal of the Community Resource Centre shall not be affixed to any document except pursuant to a resolution of the Management Committee. The affixing of the Common Seal shall be witnessed by any two members of the Committee. Every use of that Common Seal shall be recorded in the Minute Book.

12. **Inspection Of Records**

Any member may inspect without charge the books, documents, records and securities of the Community Resource Centre. Up to seven days' notice may be required prior to the Chairperson approving such a request.

13. **Dissolution**

The Community Resource Centre may be wound up by a resolution of 75% of those members present at a Special General Meeting called for such purpose.

If upon the winding up or dissolution of the Community Resource Centre there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

If the Community Resource Centre is registered as a charity at the time of dissolution, then, in addition to the above, assets must vest in a similar charity.