

Reynella Neighbourhood Centre Inc Constitution

Date Endorsed by Members: 13 March 2019

This is annexure marked 'A' referred to in the statutory declaration of Reynella Neighbourhood Centre Inc

Made on theday of.....2018

Before me

Justice of the Peace

Reynella Neighbourhood Centre Inc.

Contents

1	NAME	3
2	DEFINITIONS AND INTERPRETATIONS	3
2.1	DEFINITIONS.....	3
2.2	INTERPRETATION.....	3
3	OBJECTS OF THE ASSOCIATION	4
4	POWERS OF THE ASSOCIATION	4
5	MEMBERSHIP	4
5.1	CATEGORIES OF MEMBERSHIP.....	4
5.2	OBLIGATIONS OF MEMBERS.....	5
5.3	DISCRETION TO ACCEPT OR REJECT APPLICATION.....	5
5.4	EFFECT OF MEMBERSHIP	5
6	BOARD	6
6.1	COMPOSITION	6
6.2	TERM OF OFFICE	6
6.3	GOVERNANCE RESPONSIBILITIES.....	7
6.4	BOARD COMMITTEES	7
6.5	INSUFFICIENT MEMBERS ELECTED TO FORM A BOARD.....	7
7	CESSATION OF MEMBERSHIP OF THE BOARD	7
8	EXPULSION OF A MEMBER	8
9	QUORUM	8
10	BOARD MEETINGS	8
11	SPECIAL GENERAL MEETINGS	9
12	ANNUAL GENERAL MEETINGS	9
13	VOTING	9
13.1	ENTITLEMENT TO VOTE	9
13.2	ELECTION OF BOARD MEMBERS	9
14	MINUTES	10
15	LIABILITIES AND PROPERTY	10
16	RECORDS AND ACCOUNTS	10
16.1	RECORDS	ERROR! BOOKMARK NOT DEFINED.
16.2	RECORDS KEPT IN ACCORDANCE WITH THE ACT	ERROR! BOOKMARK NOT DEFINED.
16.3	BOARD TO SUBMIT ACCOUNTS.....	ERROR! BOOKMARK NOT DEFINED.
16.4	ACCOUNTS CONCLUSIVE.....	ERROR! BOOKMARK NOT DEFINED.
16.5	AUDITOR.....	ERROR! BOOKMARK NOT DEFINED.
17	AMENDMENT OF CONSTITUTION AND CLAUSES	10
18	DISSOLUTION	10
19	CONTINUITY	11
20	OPPRESSIVE OR PREJUDICIAL CONDUCT	11
21	PRESUMPTION OF VALIDITY	11

1 NAME

The name of the Association shall be the Reynella Neighbourhood Centre Incorporated (hereinafter called “the Association”).

2 DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution, unless the contrary intention appears:

‘Act’ means the *Associations Incorporation Act 1985 (SA)*.

‘Association’ means “Reynella Neighbourhood Centre Incorporated”.

‘Annual General Meeting’ means a meeting of the kind described in **clause 12** and must be held within 5 months, after the end of the financial year of the association.

‘Board’ means the body managing the Association.

‘Board member’ means a member of the Board and includes Elected Board members and appointed Board members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

‘Constitution’ means this Constitution of the Association.

‘Council’ means the City of Onkaparinga.

‘Community’ means the suburb of Old Reynella and its surrounding district.

‘Financial year’ means a period of 12 months commencing on 1 July and ending on 30 June each year.

‘General Meeting’ means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

‘Member’ means a member for the time being of the Association under **clause 5**.

‘Objects’ means the objects of the association in **clause 3**.

‘Seal’ means the common seal of the Association.

‘Special resolution’ means a special resolution defined in the Act.

2.2 Interpretation

In this constitution:

2.2.1 A reference to a function includes a reference to a power, authority and duty;

- 2.2.2 A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- 2.2.3 Words importing the singular include the plural and vice versa;
- 2.2.4 Words importing any gender include the other genders;
- 2.2.5 References to persons include corporations and bodies politic
- 2.2.6 References to a person include the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7 A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- 2.2.8 A reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

3 OBJECTS OF THE ASSOCIATION

The objects of the Association are to:

- 3.1 Act as a non-profit-and charitable institution to provide information, resources and services which respond to community need and promote the wellbeing of individuals, families and groups, especially the disadvantaged;
- 3.2 Promote social connection and the formation of friendships within and across our community;
- 3.3 Value the wellbeing of our community by providing:
 - 3.3.1 Health and fitness programs;
 - 3.3.2 Social programs; and
 - 3.3.3 Educational programs and events.
- 3.4 Provide opportunities for volunteering;
- 3.5 Encourage lifelong learning in the community enabling people to grow;
- 3.6 Identify and foster collaboration with internal and external partners to build knowledge, relationships and opportunities;
- 3.7 Provide a diverse range of programs to meet the needs of our community;
- 3.8 Work together to create an inclusive and culturally welcoming environment; and
- 3.9 Value and respect social and individual needs.

4 POWERS OF THE ASSOCIATION

The Association shall have all the powers referred to in the Associations Incorporation Act 1985 (hereinafter called "the Act").

5 MEMBERSHIP

- 5.1 Categories of Membership

5.1.1 Individual Members

Membership shall be open to all interested persons who have agreed to accept the above Objects and who:

- Have applied in writing for membership by completing an Application for Membership form and who are accepted as Members by the majority decision of the Board.
- Renewal of membership is due by the 30 June each year.

5.1.2 Life Membership

- Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Centre.
- An active volunteer who has had on-going, continual involvement with the Centre in excess of 10 years is eligible for nomination.
 - Nomination of Life Membership to be ratified by the Board at their discretion.

5.1.3 Register of Members

The Association must keep and maintain a register of Members in accordance with the Act.

5.2 Obligations of Members

5.2.1 Each Member must:

- Maintain and enhance the standards, quality and reputation of the Association;
- Not act in a manner unbecoming of a Member or prejudicial to the Objects of the interests of reputation of the Association;
- Abide by the Association's Code of Conduct; and
- Agree to uphold the objects of the Association.

5.2.2 Notice of Resignation

A Member of the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association.

5.3 Discretion to accept or reject application

5.3.1 The Board may accept or reject an application whether the applicant has complied with the requirements in **clause 5.2.1** or not.

5.3.2 Where the Board accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The register shall be amended accordingly as soon as practicable.

5.4 Effect of membership

5.4.1 Members acknowledge and agree that:

- This Constitution forms a contract between each of them and the association and that they are bound by this Constitution and the policies or procedures.

- They shall comply with and observe this Constitution and the policies or procedures and any determination, resolution or policy, which may be made or passed by the Board or other entity with delegated authority.
- The Constitution and policies or procedures are necessary and reasonable for promoting the objects of the Association.

6 BOARD

6.1 Composition

6.1.1 The affairs of the Association shall be conducted by a Board elected at the Annual General Meeting consisting of not less than 6 and not more than 10 Members, comprising:

- An Executive of the Association
 - Chairperson
 - Vice-chairperson
 - Secretary
 - Treasurer
- As well as not less than two and not more than six Board members elected from all categories of membership.

6.1.2 Additional appointments:

- Up to two community representatives with valuable skills or experience may be appointed by the Board.
- The Board shall provide an open invitation to the Community Development Officer appointed by the City of Onkaparinga and Council Representatives, as may be appointed from time to time, unless specifically excluded. The Community Development Officer and Council Representatives shall be ex-officio members of the Board, without voting rights and not counted in the quorum.

6.2 Term of Office

6.2.1 The Board members shall hold office until the next Annual General Meeting.

6.2.2 Each elected Member shall be eligible for election to the same or another position on the Board at the completion of the term, except that no Member of the Executive shall serve in the same position for more than 3 years.

6.2.3 To be eligible for election a member must

- have consented and been nominated and seconded by current members
- completed the prescribed Nomination form provided for that purpose
- delivered the Nomination Form to the Secretary at least seven (7) days prior to the date fixed for the Annual General Meeting.

6.2.4 A vacancy on the Board may be filled for the balance of the term from current Members by resolution of the Board.

6.2.5 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

6.3 Governance Responsibilities

The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:

- 6.3.1 Exercising their powers and discharging their duties with care and diligence;
- 6.3.2 Making judgements in good faith and for proper purpose;
- 6.3.3 Not to have a material personal interest in the subject matter of the judgement;
- 6.3.4 Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate;
- 6.3.5 Rationally believe that the judgement is in the best interest of the Association;
- 6.3.6 The Board will meet the governance and role requirements as specified in clauses 6.3.1 – 6.3.5 and ensure that they are able to competently and consistently apply relevant skills in achieving these requirements.

6.4 Board Committees

- 6.4.1 The Board may appoint committees of Members and non-members for specific purposes which shall meet as they see fit or as directed by the Board and which shall report to the Board.
- 6.4.2 An employee of the Association shall, notwithstanding that employment, be entitled to membership of the Association and be a member of the Board or any committee provided that the employee does not take part in any deliberations or decisions relating to his or her employment. However, no employee who is employed on a permanent basis for more than 15 hours per week may be elected to the Board.
- 6.4.2 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

6.5 Insufficient members elected to form a Board

If the number of Board members elected under Clause 6.1 is not achieved, the Board may act only for the purpose of increasing the number of Board members to a number sufficient to constitute a quorum.

7 CESSATION OF MEMBERSHIP OF THE BOARD

Membership shall cease:

- 7.1 Where a member resigns from membership of the Association by giving written notice thereof to the Secretary of the Association.
- 7.2 If a Board member is:
 - Disqualified by the Act
 - Expelled under this Constitution
 - Absent without apology from more than three consecutive Board meetings.

- Absent with apology from more than five consecutive Board meetings.
- More than two months late in failing to renew membership.
- Deceased.
- Insolvent.

8 EXPULSION OF A MEMBER

- 8.1 Subject to giving the Member an opportunity to be heard or to make a written submission, the Board by a decision of two-thirds of its total membership may resolve to expel a Member for misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the allegation shall be communicated to the Member at least seven (7) days before the meeting of the Board at which the matter will be determined.
- 8.3 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination, the Member shall, subject to clause 8.4, cease to be a member immediately after the Board has taken reasonable steps to communicate in writing its determination to the member.
- 8.4 It shall be open to the Member to appeal to the Association in a Board meeting against the expulsion. The intention to appeal shall be communicated to the Chairperson or Secretary of the Association within seven (7) days after the determination of the Board has been communicated to the Member. (It shall be assumed that this communication from the Board was received by the Member one (1) day after notification.)
- 8.5 In the event of the appeal under clause 8.4, the appellant shall be heard by the Board and if the appeal is successful the appellant's membership shall be re-instated immediately.

9 QUORUM

The quorum for any meeting of the Board shall be one-half of the filled positions of the Board members.

The quorum of any General Meeting of Members shall be 12 Members or one-half of the Members whichever the lesser number is.

10 BOARD MEETINGS

The Board shall meet as often as may be required to conduct the business of the Association and not less than nine times each calendar year.

Decisions arising at any meeting of the Board shall be decided by a simple majority of votes.

The Chairperson shall have a casting vote only.

Notice of the next Board meeting shall be given at the previous Board meeting or within seven (7) days of the proposed meeting by written notice distributed to all Board members and, in an emergency, by such other notice as shall be ratified by the Board.

The Chairperson or three other Board members shall have the power to call a special meeting of the Board.

If at any Board Meeting there is not a quorum within 30 minutes of the time appointed for the commencement of the meeting, then a majority of Board members present

must decide to adjourn the meeting for a period of not less than 24 hours and not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to one-third failing which the meeting will lapse altogether.

11 SPECIAL GENERAL MEETINGS

A Special General Meeting shall be called by the Secretary within 3 working days of receipt of a directive of the Board or a written request of three Board members or six Members of the Association specifying the business to be conducted at the meeting. Only business that has been requested will be discussed at this meeting.

12 ANNUAL GENERAL MEETINGS

12.1 The Annual General Meeting shall be held not more than five (5) months after the close of the financial year.

12.2 Notice of the Annual General Meeting shall be publicly displayed at least twenty-eight (28) days prior to the meeting date.

12.3 The business of the Annual General Meeting shall be:

12.3.1 To confirm the Minutes of the preceding Annual General Meeting;

12.3.2 To receive the Chairperson's Report for the previous financial year;

12.3.3 To receive the Treasurer's Report and the Audited Financial Statements for the previous financial year together with the Financial Budget for the current financial year;

12.3.4 To elect or re-elect eligible members to the Executive and Board;

- To appoint an Auditor for the coming year;
- To confirm the Public Officer or, by motion, appoint someone if there is a vacancy; and
- To conduct any other business placed on the Agenda not less than seven (7) days prior to the commencement of the meeting.

12.4 Nominations for election to the Board shall open two months prior to the Annual General Meeting.

13 VOTING

13.1 Entitlement to Vote

13.1.1 Voting at General Meetings shall be open to all Members of the Association at which they are present.

13.1.2 Each Member shall be entitled to one vote.

13.1.3 Appointment of proxies is not allowed.

13.1.4 Voting shall be by a show of hands except that any meeting may, by a show of hands, require another vote to be by secret ballot.

13.2 Election of Board members

13.2.1 Any contested election at an Annual General Meeting shall be by a secret ballot.

13.2.2 Two independent Returning Officers shall be appointed.

- 13.2.3 In the event of a tied ballot, the Returning Officer shall call for that ballot to be conducted again. If the ballot is tied again, the vacancy shall be filled by lot.

14 MINUTES

Proper Minutes of all proceedings of meetings of the Association and of meetings of the Board shall be entered within six weeks after the relevant meeting in Minutes Folder kept for that purpose.

The Minutes kept pursuant to this clause shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

Where Minutes are entered and signed, they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all decisions made at that meeting shall be deemed to be valid.

15 LIABILITIES AND PROPERTY

Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be indemnified against any personal loss in respect of such liability.

The income, property and funds of the Association will be used and applied solely towards the promotion of the Objects of the Association and shall not be paid or transferred to the Members or relatives of Members. Undue preference will not be given to the Board members or their relatives in the contracting and performance of services.

16 RECORDS AND ACCOUNTS

The Association conducts and manages its financial, administrative and contractual affairs in accordance with the Act.

17 AMENDMENT OF CONSTITUTION AND CLAUSES

This Constitution may be repealed or amended by resolution of two-thirds of Members present and voting at Annual General or Special General Meetings of which not less than 28 days' notice is publicly displayed of the proposed repeal alteration or amendment has been made available to all Members of the Association.

18 DISSOLUTION

The Association may be wound up in the manner provided for in the Act.

18.1 On dissolution of the Association:

- 18.1.1 All property whether real or personal, remaining after payment of all debts and legal liabilities, shall be transferred to such other body, in the State of South Australia, formed for promoting similar Objects or for charitable Objects as shall be approved by the Association, provided that such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein.
- 18.1.2 If the Association shall have been approved pursuant to the Income Tax Assessment Act as a Deductible Gift Recipient, then those funds received in that form, shall be transferred to such other charitable entities, funds, authorities or institutions as the Board determines, provided that the relevant recipient:

- Is endorsed as a Deductible Gift Recipient;
- Has objects similar to those of the Association; and
- Has clauses which prohibit any distribution of profit to its Members.

19 CONTINUITY

Nothing in this Constitution shall affect the force or validity of any act or thing done by the Association, the Board, any Committee of the Board or any Member prior to any amended Constitution commencing.

Any question which may arise as to the interpretation or effect of this Constitution or any Council rules or by-law made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.

If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the objectives of the Association and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.

20 OPPRESSIVE OR PREJUDICIAL CONDUCT

Neither the Association nor the Board may conduct its affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Member or Members, or in a manner that is contrary to the interests of the Members as a whole.

21 PRESUMPTION OF VALIDITY

Subject to clause 6.3 all acts of and things done by the Board, or any Board member, for and on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Board member thereof.