

CONSTITUTION OF THE WESTON CREEK COMMUNITY ASSOCIATION
(INCORPORATED)

1. **NAME AND DEFINITIONS**

1.1. The name of the organisation shall be the "Weston Creek Community Association" (Incorporated).

1.2 The word "Committee" used throughout shall mean the Committee of the Weston Creek Community Association (Incorporated).

2. **OBJECTS**

2.1 It is the purpose of the Association to encourage, promote and foster personal growth, community spirit and well being, and to act as a catalyst in the development of individual and community responsibility through community cultural, educational, social and sporting activities.

2.2 Such objects of the Association will be performed by:

- (a) Identifying and assessing community needs;
- (b) Initiating and facilitating collective action appropriate to the attainment of these objects;
- (c) Monitoring and evaluating program effectiveness;
- (d) Determining priorities;
- (e) Ensuring that all the Association's resources are made available to all residents;
- (f) Providing appropriate community support services to all residents;
- (g) Providing information, advice and referral within the ACT;
- (h) Advocating (appropriate to the attainment of these objects) on behalf of residents;
- (i) Assisting as appropriate in developing an informed public opinion on matters related to community activities, and to bring matters of concern to the proper authorities or organisations.

2.3 In addition to the basic objects of the Association the objects and purposes to the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects of the Association;

- (b) the buying, selling and supplying of, and dealing in goods appropriate to the objects and purposes of the Association;
- (c) the construction, maintenance and alteration of building or works necessary or convenient for the objects and purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for the objects and purposes of the Association;
- (e) the taking of such steps from time to time as the Committee or the members at a general meeting of the Association may deem expedient for the purposes of the Association by way of seeking donations subscriptions or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or members at a general meeting of the Association may think desirable to promote the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Committee may think fit or as be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) the investment of any monies of the Association not immediately required in such a manner as the Committee may determine;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions registered as charities in Australia or to any other person, body causal to the furtherance of the objects and purposes of the Association;
- (j) the granting of pensions, allowance or other benefits to employees or past employees of the Association and their dependents, and the making of payment towards insurance in relation to those purposes;
- (k) the establishment and support or aiding in such of any organisation formed for any of the basic objects of the Association;
- (l) the doing of all such lawful things as are incidental or conducive to the attainment of the basic objects of the Association.

3. GENERAL

- 3.1 The assets and income of the Association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 3.2 Members of the Association shall not be liable to contribute towards payment of the debts and liabilities of the Association, or the costs, charges and expenses of winding up the Association.

4. MEMBERS

- 4.1 All the residents of Weston Creek, the users of the facilities and employees of the Association are entitled to be members of the Association upon application and payment of the prescribed fee set originally by the Committee and subsequently by the members of the AGM. The fee shall be set out in the Bylaws.
- 4.2 The Committee may confer Honorary Membership on any person, not being a member of the Association, who has, in the opinion of the Committee, contributed meritorious service to the Association. No membership fee is payable by such members, but the names of such members are to be recorded in the register of members.
- 4.3 The Committee may award the title Life Member to any person, being a member of the Association, who has, in the opinion of the Committee, contributed meritorious service to the Association. No membership fee is payable by such members, but the names of such members are to be recorded in the register of members.
- 4.4 Honorary and Life Members are entitled to the rights and privileges of membership, and may serve on the Committee in any capacity.
- 4.5 Membership, Honorary Membership or Life Membership of a person may be revoked by a 75% majority of the Committee if, in the opinion of the Committee, continuing membership of the person would be detrimental to the operation or reputation of the Association. Such person(s) shall be accorded the opportunity, prior to any meeting held to determine such action, to present to the Committee in writing, reasons why such action should not take place and shall have a right to a personal hearing to seek a review of any decision made by the Committee. The Committee's decision at that point will be final.

- 4.6 A register of members is to be maintained by the Secretary.
- 4.7 Membership of the Association shall not give rise to legally enforceable rights and every member shall be conclusively deemed to intend that no legal relationship of whatever nature shall arise between her/himself and the Association or any other member by reason of such membership.
- 4.8 A member may resign at any time by giving notice in writing to the Secretary, and upon receipt of such resignation by the Association shall cease to be a member.
- 4.9 Rights, privileges and obligations of membership are not transferable.
- 4.10 The Committee's decision to terminate or suspend membership may be overturned at a General Meeting called for the purpose of considering the matter.

5. COMMITTEE

- 5.1 The management of the affairs of the Association shall be vested in the Committee which shall consist of:
 - (a) a President
 - (b) a Vice President
 - (c) a Secretary
 - (d) a Treasurer
 - (e) seven (7) other members of the Association as elected at the AGM
 - (f) the manager of each of the Association's Management Units.
 - (g) not more than one (1) staff representative(s) from the Association's Management Units nominated in accordance with these rules.
- 5.2 The Vice President may hold any other office except President.
- 5.3 The Committee shall be elected at an Annual General Meeting of the Association and the members shall hold office until the next Annual General Meeting.
- 5.4 Any Committee member absent without acceptable reason from three consecutive meetings may be disqualified by the Committee.
- 5.5 The Committee may fill casual vacancies to the Committee from the membership of the Association.

5.7 The Office of a Committee member becomes vacant if he or she dies, becomes bankrupt, becomes of unsound mind, resigns office in writing to the Committee, or ceases to be a member of the Association.

5.8 The Committee may approve the continuance in office of a Committee member to the end of the elected period where that person might otherwise be disqualified by nature of his/her residential address.

5A STAFF REPRESENTATION

5A.1 Apart from the Managers of each of the Association's Management Units, employees of the Association are not eligible to occupy positions on the Committee other than as staff representatives of the Management Unit in which they are employed.

5A.2 Management Units of the Association shall be entitled to have staff representatives on the Committee provided that the number of such representatives does not exceed one(1) per Management unit .

5A.3 Such staff representatives will be nominated annually and elected by the permanent staff of the particular Management Unit concerned. They shall hold office from one AGM to the next AGM.

5A.4 Staff representatives have full voting rights at committee meetings, but are ineligible to vote on issues where they might have a conflict of interest.

5B THE EXECUTIVE OF THE COMMITTEE

5B.1 The executive of the Committee shall comprise the following elected office bearers:

President;
Vice president;
Secretary; and
Treasurer

5B.2 The role of the Executive shall be to take necessary management decisions on issues that need to be decided before the next scheduled Committee meeting. Because the Executive does not constitute a quorum, any decision taken by the Executive will need to be ratified by a subsequent (usually the next) duly constituted Committee meeting.

6. CONFLICT OF INTEREST

6.1 A member of the Committee who has at any time an interest in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the Committee at which the contract or arrangement is considered, and shall not vote in respect of any such contract or arrangement.

6.2 To avoid any perceived conflict of interest, when staffing matters are being considered by the Committee, members of staff (including Unit Managers) should absent themselves from those discussions.

7. QUORUM

7.1 The quorum at Committee meetings is 50% of the number of members on the Committee, plus one (1).

8. POWERS OF THE COMMITTEE

8.1 The affairs of the Association shall be managed by the Committee elected at each AGM. The Committee shall exercise all such powers and functions as may be exercised by the Association, other than those powers and functions required to be carried out at general meetings including AGMs of the Association. The Committee may:

- (a) control the finances and assets of the Association;
- (b) engage, control and dismiss any paid employees of the Association;
- (c) open and operate a bank account in the name of the Association;
- (d) purchase, take on lease, sell or otherwise deal with real or personal property;
- (e) lend or borrow money to carry out the objects of the Association;
- (f) appoint sub-committees for any purpose it may specify.

9. ASSOCIATED ORGANISATIONS

9.1 The Committee may accept any organisation, club or association or other group with similar objects as an Associated Organisation. Such an organisation shall pay a fee as prescribed in the Bylaws and shall be entitled to appoint a delegate to vote at the AGM or any General Meeting of the Association.

10. MEETINGS

10.1 The Association shall, in each year, hold an Annual General Meeting (AGM).

10.2 The AGM shall be called within 5 months of the end of each financial year for the purpose of:

- (a) receiving the President's report;

- (b) receiving the report of the Treasurer of the Association, including the Auditor's report;
 - (c) receiving reports from those persons heading principal operations or sub-committees of the Association;
 - (d) electing the President, Vice President, Secretary and Treasurer, being the Executive of the Association, and the four elected members of the Committee, and appointing an Auditor until the next AGM;
 - (e) to receive and endorse nominations for staff representatives on the Committee;
 - (f) transact general business as defined in 10.3 below.
- 10.3 The general business of the AGM shall be to confirm the minutes of the previous AGM, and to consider special business for which notice has been given in accordance with these rules.
- 10.4 Special General Meetings (SGM) may be called at any time by the Committee, or by twenty members of the Association on petition to the Secretary in writing, giving reasons. Meetings required by petition shall be convened by the Association within three weeks of deposit of the petition, following which the petitioners may convene a SGM within three weeks and conduct business in accordance with these rules, limited to considering only those matters presented in the petition.
- 10.5 Written notice of all general meetings shall be given to members at least twenty one days prior to the meeting stating nature of the business of the proposed meeting.
- 10.6 At the AGM all Committee positions, with the exception of the Unit Managers who are *ex officio*, shall be declared vacant and a person not standing for election shall act as Returning Officer to conduct elections for Committee positions identified in 10.2(d) above.
- 10.7 Nomination for a Committee position by a person not present is to be in writing, signed by the nominee and by the proposer and seconder.
- 10.8 Nomination for Committee position by a person present may be in writing or will be accepted on the voice of proposer and seconder from the floor at the AGM.
- 10.9 Nominees, proposers and seconders for Committee positions must be financial members of the Association.
- 10.10 The President shall chair the meetings, and in his/her absence the Vice-President. If both are absent twenty minutes following the advertised time of the meeting, those members present may elect a person to preside at the meeting.
- 10.11 The quorum of a general meeting is fifteen (15) members of the Association. No business shall be considered at the AGM once the lack of quorum has been brought to the attention of the person presiding.

- 10.12 Where no quorum is present one hour following the advertised time of the meeting, the presiding officer shall adjourn the meeting for four weeks at the same place and time. The adjourned meeting shall require a quorum of seven (7) members. However, if the meeting was called by petition, the meeting shall be dissolved if no quorum is achieved.
- 10.13 Voting at general meetings shall be by show of hands, and the result recorded in the Minutes. No proxy votes are permitted, and the presiding officer has a casting vote in the event of a deadlock.
- 10.14 The Committee shall meet at least five (5) times a calendar year , with the first meeting after the AGM being within six weeks The Secretary shall arrange for all Committee members to be advised of such a meeting at least 24 hours prior to the meeting.
- 10.15 Committee meetings will be chaired by the WCCA President, or in the absence of the President, the Vice President. If neither is present, those in attendance may elect a chairperson to chair the meeting.
- 10.16 The meeting shall conform to normal meeting practice, comprising: acceptance of previous minutes; matters arising; general business including reports; any other business. Minutes shall be taken and copies provided to Committee members prior to the next meeting.
- 10.17 Voting at Committee meeting may be on the voices or show of hands. Only Committee members may vote and the Chairperson has a casting vote in event of a deadlock. Proxies are not permitted.

11. FINANCE

- 11.1 All money received shall be used only in pursuit of the objects of the Association. Such funds may be derived from membership fees if applied, donations including bequests, interest from investments, commercial operations such as childcare and the fees paid for use of the Community Centre facilities, services and equipment and other fund raising activities approved by the Committee.
- 11.2 True account will be kept of all receipts and expenditure by the Association, and of the property, credits and liabilities of the Association. Such accounts shall be made available to any member of the Association upon reasonable notice to the Treasurer.
- 11.3 The Treasurer shall ensure that the records, accounting books and records in such form are kept at the Association's office or such other place as the Committee may direct.
- 11.4 The Treasurer or his/her delegate shall issue receipts for all money paid to the Association, and shall ensure that such monies are deposited in an account opened in the name of the Association or a name approved by the Committee in a bank or other financial institution as directed by the Committee.

- 11.5 Cheques and other withdrawal forms shall be signed in accord with the bylaws.
- 11.6 The Auditor, who may not be member of the Committee, is appointed until the next AGM. If no Auditor is appointed at the AGM, the Committee shall appoint an Auditor at the earliest opportunity.
- 11.7 Once each financial year of the Association the accounts of the Association are to be examined by the Auditor, who shall certify as to the correctness of the accounts and shall report to members at the AGM.
- 11.8 The Auditor, his/her officers or agents shall have unfettered access to all records of the Association whatsoever.
- 11.9 The financial year of the Association shall be 1 July – 30 June.
12. COMMON SEAL
- 12.1 The Association shall have a Common Seal which shall not be affixed to any instrument except by the authority of the Committee.
- 12.2 The Common Seal shall be affixed on the authority of the Committee attested by the signature of two Committee members or one Committee member and the Public Officer.
- 12.3 The Seal shall be held at the Association's office or by the Public Officer.
13. PUBLIC OFFICER
- 13.1 The Public Officer, who may also hold another office within the Association, shall be appointed by the Committee.
- 13.2 The Public Officer will ensure that statutory requirements are complied with by the Association.
- 13.3 The Public Officer must be appointed within 14 days of the office becoming vacant and advice provided to the Registrar of Companies in the ACT.
14. CUSTODY OF BOOKS, DOCUMENTS, SECURITIES
- 14.1 All books, documents and securities are to be held at the Association's offices. Such offices shall comprise those offices identified in the bylaws.
- 14.2 Books and documents of the Association are to be made available for inspection by a current Member of the Association, but may not be removed from the premises.

15. BYLAWS

- 15.1 The Committee shall authorise as many Committee and staff members as it thinks appropriate to be signatories to cheques and other withdrawal forms, such as Electronic Funds Transfers (EFTs).
- 15.2. Cheques and other withdrawal forms must be signed by two persons, at least one of whom must be a Committee member. The other will be a staff member approved by the Committee. Under no circumstances should such forms be signed solely by staff members.
- 15.3. The membership fee or existence thereof shall be determined and reviewed annually at the AGM.
- 15.4. As a minimum staff shall be paid award wages where awards exist. Other staff wages/salaries shall be set by negotiation and reviewed annually on the anniversary of appointment.
- 15.5. In accordance with Section 14.1, all books, documents and securities are to be held at the Association's offices. These offices comprise the Weston Creek Community Centre.
- 15.6. The membership register as maintained by the Secreatry under section 4.6 shall be updated at three yearly intervals with ongoing members, other than life members, to be required to complete a new membership application form.

16. ALTERATIONS

- 16.1 This Constitution may be amended only by resolution at a general meeting and carried by at least 75% majority of those members present and entitled to vote. The proposed amendment shall be advertised as to its generality in the notice of the general meeting.

17. NOTICES

- 17.1 The accidental failure to give any notice required by this constitution to a member of the Association shall not invalidate any meeting or cause any resolution to lapse.

18. DISSOLUTION OR MERGER

- 18.1 The Association may be dissolved at any time upon a resolution of a SGM convened for the purpose, and on the resolution passed by at least 75% majority of the members present and voting.
- 18.2 Assets shall be disposed of as determined at the SGM to an organisation incorporated in the ACT with similar objectives to the Association, and registered as a charitable or benevolent organisation.

- 18.3 The Association may merge with another incorporated organisation providing community services in Weston Creek in accordance with S70 of the Associations Incorporation Act 1991. This requires a special resolution to be passed at a general meeting of the WCCA, of which at least 21 days notice has been given to the members, accompanied by notice of the intention to propose the resolution as a special resolution. The Act requires a majority of 75% of those voting [including proxy votes if permitted (see S10.13)].