

# Constitution

August 2021







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## 1. Name

The name of the Association is Western Australian Police and Community Youth Centres (Inc).

## 2. Definitions and interpretation

### 2.1 Definitions

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

**ACNC Commissioner** means the Commissioner of the ACNC for the purposes of the ACNC Act.

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

**Annual General Meeting** means a meeting convened under rule 18.1(a).

**Association** means the association referred to in rule 1 being Western Australian Police and Community Youth Centres (Inc).

**Auditor** means the auditor, if any, of the Association appointed under rule 21.

**Blue Light™ Unit** means a Centre established and determined by the Board to be a Blue Light™ Unit for the purpose of conducting “Blue Light™” activities as determined by the Board.

**Board** means the management committee of the Association established under rule 11.

**Board Committee** means a committee of the Board established under rule 16.

**Board Meeting** means a meeting of the Board.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in the city of Perth, Western Australia.

**Centre** means a centre of the Association referred to in rule 10.1 or established pursuant to rule 10.2.

**Centre Manager** means the person appointed as a Centre’s manager.

**Chairperson** means the Director appointed under rule 11.5, and **chairperson** means either the Chairperson or a Director elected to be the chairperson for any Board Meeting under rule 15.4(b) or any General Meeting under rule 18.6(b).

**Chief Executive Officer** means the person appointed as the Chief Executive Officer of the Association under rule 17.

**Commissioner of Police** means the Western Australian Commissioner of Police as appointed from time to time under the Police Act 1892 (WA).

**Community Advisory Committee** has the meaning given in rule 10.3(a).

**Community Advisory Committee Chairperson** means the person appointed as the chairperson of a Community Advisory Committee.

**Constitution** means this Constitution.

**Contribution** means:

- (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event, held for the Association’s Objects.

**Deductible Gift Recipient** means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

**Director** means a member of the Board.

**Financial Year** means each consecutive 12 month period commencing on 1 July and expiring on 30 June in the following calendar year.

**General Meeting** means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

**ITAA97** means the Income Tax Assessment Act 1997 (Cth).

**Minister** means the Western Australian Minister for Police as appointed from time to time.

**Member** means a member of the Association under rule 6, and **Membership** has a corresponding meaning.

**Objects** means the objects of the Association as set out in rule 3.1.

**Register of Members** means the register of Members referred to in rule 9.

**Registered Charity** means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act.

**Reviewer** means the reviewer, if any, of the Association appointed under rule 21.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution of the Association passed at a General Meeting by not less than 75% of the Ordinary Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 18.3.

## 2.2 Interpretation

- (a) A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.
- (b) A reference to a person includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture, an unincorporated body or other entity.
- (c) A reference to a Member present at a General Meeting is a reference to a Member present in person, by proxy or by technology.
- (d) A reference to a Director present at a Board Meeting is a reference to a Director present in person or by technology.
- (e) A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.
- (f) The singular includes the plural and vice versa.
- (g) The word includes and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in this Constitution.
- (h) A reference to a gender includes any gender.
- (i) If the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day.
- (j) If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.
- (k) Headings are used for convenience only and do not affect the interpretation of this Constitution.
- (l) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.

## 3. Objects and activities

### 3.1 Objects

The objects of the Association are to empower and assist disadvantaged and at-risk children and young people across Western Australia by:

- (a) getting young people active in life;
- (b) working with young people to develop their skills, character and leadership;
- (c) reducing and preventing anti-social behaviour and crime by and against young people;
- (d) providing a safe environment for young people;
- (e) engaging with young people on their terms; and
- (f) working effectively and constructively with the Western Australian Police Force, communities and other organisations.

## 3.2 Activities of the Association

The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

## 4. Powers of the Association

### 4.1 General Association powers

The Association has the powers conferred on it by the Act, including the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest any money of the Association not immediately required upon any terms and conditions that the Board determines;
- (d) give any security for the discharge of liabilities incurred by the Association that the Board determines;
- (e) appoint agents to transact any business of the Association on its behalf;
- (f) enter into any contract the Board considers necessary or desirable;
- (g) appoint, employ and dismiss any staff of the Association as required and on any terms and conditions that the Board determines; and
- (h) do all other things that the Board considers necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

### 4.2 Power to appoint patrons

- (a) Without limiting the generality of the powers set out under rule 4.1, the Board has the capacity and power to appoint Patrons to the Association, who must not be Directors, nor have any executive powers, nor be entitled to any remuneration except for reasonable out-of-pocket expenses in relation to services rendered in promoting the Association.
- (b) Subject to rule 4.2(a), the Board may decide the privileges and rights (if any) attaching to the appointment of Patrons.
- (c) The Commissioner of Police shall be a patron of the Association.

### 4.3 Policies

The Board may:

- (a) formulate policies;
- (b) make rules in connection with a policy; and
- (c) revoke or amend a policy or rule and formulate others.



## 5. Property and income

### 5.1 Members not to profit

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed to any Member directly or indirectly, except in good faith in the promotion of the Objects.

### 5.2 Payment

Rule 5.1 does not prevent:

- (a) the payment in good faith to any Member, officer, employee or agent of the Association or other person in return for goods or services authorised by the Board and provided to the Association;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Association;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association;
- (e) the payment of out of pocket expenses incurred by a Director for travel and accommodation in connection with the performance of that Director's functions; or
- (f) the payment of remuneration in good faith to any Director, under rule 11.7.



## 6. Membership

### 6.1 Classes of Membership

- (a) Membership of the Association consists of the following classes:
  - (i) Ordinary Members;
  - (ii) Life Members; and
  - (iii) Honorary Life Members.
- (b) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.

### 6.2 Ordinary Membership

- (a) Each Director of the Association is eligible to be an Ordinary Member.
- (b) Each Director shall be deemed to be an Ordinary Member of the Association upon their appointment as a Director.

### 6.3 Life Membership

- (a) Life Membership is awarded to an individual in recognition of a significant contribution to the Association and/or a Centre.
- (b) The Board must determine the rules and criteria for awarding Life Membership.
- (c) An individual is awarded Life Membership by resolution of the Board in accordance with the rules and criteria determined by the Board.

### 6.4 Honorary Life Membership

- (a) Honorary Life Membership is awarded to an individual who has provided distinguished service and/or support to the Association.
- (b) The Board must determine the rules and criteria for awarding Honorary Life Membership.
- (c) An individual is awarded Honorary Life Membership by resolution of the Board in accordance with the rules and criteria determined by the Board.

### 6.5 Becoming a Member

A person's Membership takes effect when they are entered on the Register of Members.

### 6.6 Subscription of Members

Members are not required to pay an annual subscription fee.

### 6.7 Member Rights

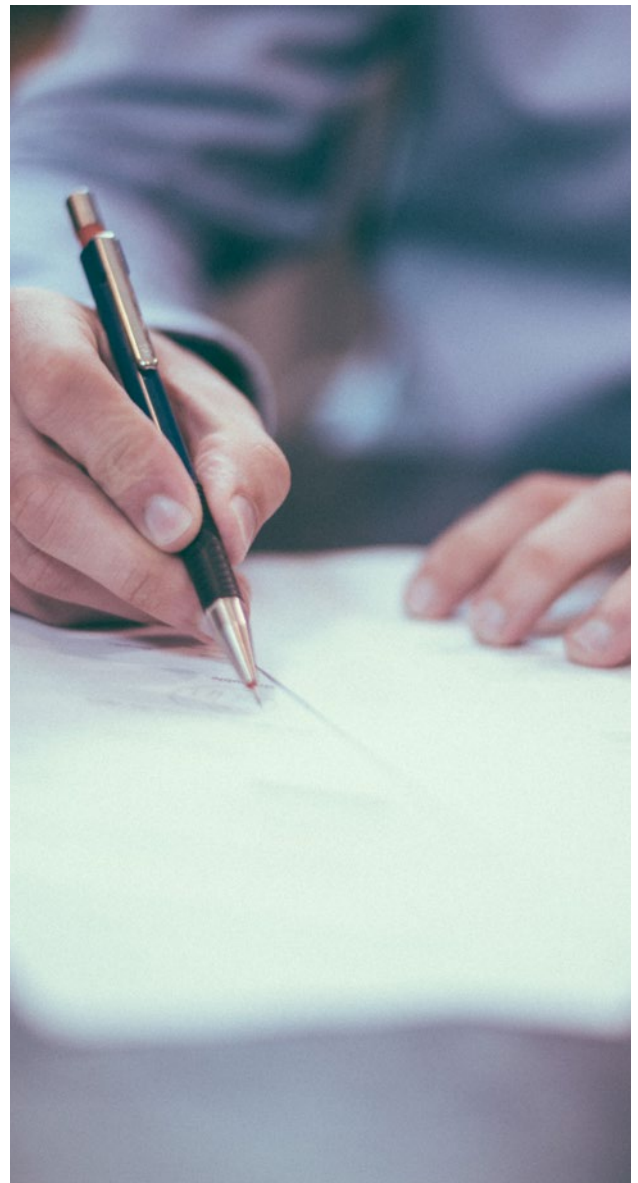
- (a) All Members are entitled to:
  - (i) receive notices of, attend and be heard at any General Meeting; and

- (ii) receive a copy of the annual financial report (if any) of the Association.

- (b) Ordinary Members are entitled to vote at any General Meeting (one vote only on any given resolution).
- (c) Life Members and Honorary Life Members are not entitled to vote at a General Meeting.

### 6.8 Transitional Provisions

- (a) A person who is a Life Member immediately prior to this Constitution taking effect will remain a Life Member following this Constitution taking effect, provided that their rights as a Life Member shall be in accordance with rule 6.7.
- (b) A person (other than a Director) who holds any other class of membership will be deemed to have resigned as a member, as at the date this Constitution takes effect.



## 7. Resignation and cessation of Members

### 7.1 Cessation of Membership

- (a) A Member ceases to be a Member, if the Member:
  - (i) dies;
  - (ii) is permanently incapacitated by mental disability;
  - (iii) in the case of an Ordinary Member, ceases to be a Director of the Association;
  - (iv) resigns as a Member by giving written notice of their resignation to the Association; or
  - (v) is expelled from Membership of the Association under rule 8.
- (b) The Board or its delegate must remove a person from the Register of Members within 28 days of an event referred to in 7.1(a) occurring.
- (c) A person's cessation of Membership takes effect from the date of the cessation event referred to in rule 7.1(a).

## 8. Suspension or expulsion of Members

### 8.1 Decision of the Board

- (a) The Board may suspend or expel a Member, other than an Ordinary Member, from the Association by ordinary resolution at a Board Meeting, because of:
  - (i) the Member's failure to comply with this Constitution; or
  - (ii) the Member's conduct being considered prejudicial or detrimental to the interests of the Association.
- (b) The Board must give a Member who is the subject of a proposed resolution under rule 8.1(a) written notice of the proposed suspension or expulsion, specifying:
  - (i) the time, date and place of the Board Meeting at which the question of the suspension or expulsion will be considered; and
  - (ii) particulars of the Member's conduct which is the subject of the notice, not less than 21 days prior to the date of the relevant Board Meeting.
- (c) A Member who is the subject of a proposed resolution under rule 8.1(a) may:
  - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Directors;
  - (ii) speak to the motion at the relevant Board Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant Board Meeting.

- (d) Each Director must receive a copy of the representations referred to in rule 8.1(c)(i), unless those representations are defamatory.
- (e) The Board must decide whether to suspend, expel or decline to suspend or expel the Member at the Board Meeting referred to in rule 8.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.
- (f) A Member may be suspended for any period of time that the Board determines in its absolute discretion.
- (g) A decision of the Board to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under rule 8.1(e).

### 8.2 Consequences of suspension

- (a) During the period of suspension, the Member loses any rights arising as a result of Membership.
- (b) When a person's Membership is suspended, the Board or any other person nominated and authorised by the Board must record in the Register of Members:
  - (i) that the person's Membership is suspended;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Board or any other person nominated and authorised by the Board must record in the Register of Members that the person's Membership is no longer suspended.

## 9. Register of Members

### 9.1 Maintaining a Register of Members

- (a) The Board or its delegate must maintain a Register of Members in accordance with the Act.
- (b) The Register of Members must include each Member's name, membership class and:
  - (i) residential address;
  - (ii) postal address; or
  - (iii) email address.
- (c) The Register of Members must be kept at a location determined by the Board.

### 9.2 Inspection of the Register of Members

- (a) A Member may request to inspect the Register of Members.
- (b) The Association must make the Register of Members available for inspection upon the request of a Member.



- (c) Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

### 9.3 Copy of the Register of Members

- (a) A Member may make a request in writing to the Board for a copy or extract of the Register of Members.
- (b) The Board may require a Member who requests to be provided with or to make a copy of or extract from the Register of Members to provide a statutory declaration setting out the purpose of the request, and declaring that the purpose is directly connected with the affairs of the Association.

### 9.4 When using the information in the Register of Members is prohibited

A Member must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
- (c) for any other purpose, unless the purpose:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) is related to the administration of the Act.



## 10. Centres and Community Advisory Committees

### 10.1 Confirmation of Centres

The Centres of the Association will be:

- (a) those Centres in existence at the date of this Constitution taking effect as certified by the Chairperson of the meeting adopting the same; and
- (b) those Centres which are established in accordance with rules 10.2.

### 10.2 Establishment of Centres

- (a) The Board may establish new Centres to further the Association's Objects.
- (b) The Board must determine the rules which govern the establishment and management of Centres.

### 10.3 Community Advisory Committees

- (a) The Board may establish committees (Community Advisory Committees) to assist in governing the Centres.
- (b) The Board must determine the rules which govern the establishment and management of Community Advisory Committees.

## 11. Board

### 11.1 Management of the Association

- (a) The Board is vested with the management of the Association's affairs and the control of the funds and other property of the Association.
- (b) The Board may exercise all of the powers of the Association except those which must, under this Constitution or the Act, be exercised by the Members at a General Meeting.
- (c) If, at any time, the Membership of the Association is less than 6 full voting Members, the Board may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.
- (d) The Board must comply with any Board policies, governance rules and codes of conduct as developed by the Board.





## 11.2 Composition

The Board must consist of a minimum of 7 and a maximum of 10 people including the Chairperson, having the appropriate experience and skills to assist the Association.

## 11.3 Eligibility

- (a) A person is only eligible for appointment as a Director if that person:
  - (i) is at least 18 years of age;
  - (ii) is eligible to serve as a Director under the requirements of the Act; and
  - (iii) meets any additional eligibility criteria, qualification or experience requirements determined by the Board (if any).
- (b) A person is prohibited from being a Director if that person is disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.
- (c) The Board must assess and confirm whether a person satisfies the eligibility criteria for a Director position and, in doing so, may have regard to any information supplied by that person and any information obtained from other sources.
- (d) The Board may establish a Board Committee to:
  - (i) facilitate an expressions of interest process for vacant Director positions; and
  - (ii) assess the eligibility of nominees to be appointed as Directors and provide a list of eligible nominees to the Board.
- (e) Before being appointed to the Board, the Board may require that a person sign a statutory declaration stating that they meet the eligibility requirements set out in this rule 11.3.

## 11.4 Election of Directors

- (a) The Board may determine the rules which govern the election of Directors.
- (b) Directors are elected for the relevant Director position by an election at an Annual General Meeting in accordance with the election policy approved by the Board.
- (c) At the Annual General Meeting, if the number of eligible persons nominated for election to membership of the Board does not exceed the number of vacant positions, the Board will report accordingly to the chairperson and the chairperson:
  - (i) must declare those persons to be duly elected as a Director; and

- (ii) if any vacant positions remain unfilled after the elections under rule 11.4(c)(i), refer the matter to the Board for appointments to be made under rule 12.3.

- (d) If the number of eligible persons nominated for election exceeds the number of vacancies to be filled, the Ordinary Members must vote, in accordance with procedures that have been determined by the Board, to decide the persons who are to be elected to the Board.
- (e) Following an election under rule 11.4(d), the chairperson must declare those successful persons to be duly elected as Directors.

## 11.5 Chairperson

The Board must appoint a person as a Director to hold the position of Chairperson of the Board:

- (a) in consultation with the Minister and Commissioner of Police; and
- (b) subject to rules 11.3 and 11.6 .

## 11.6 Term of office

- (a) Subject to rules 11.6(b), 12.3 and 13.1 a Director holds office until the conclusion of the second Annual General Meeting following their election or appointment.
- (b) In order to facilitate transition, and implement a system of rotation:
  - (i) those persons who hold a position on the Council prior to this Constitution taking effect will hold a Director position under this Constitution on and from the date this Constitution takes effect;
  - (ii) the Board must, at its first Board Meeting after this Constitution takes effect, determine by lot:
    - (A) half of the Directors, which must include the Chairperson, who will hold office until the conclusion of the second Annual General Meeting after this Constitution takes effect; and
    - (B) half of the Directors who will hold office until the conclusion of the first Annual General Meeting after this Constitution takes effect.
- (c) A Director is eligible for re-election, provided the Board determines the Director is eligible under rule 11.3 at the time of their re-election.

## 11.7 Remuneration

The Ordinary Members in General Meeting may approve reasonable remuneration for the Board.

## 12. Board vacancies

### 12.1 Vacation of position

The position of any Director will be vacated if the holder of that position:

- (a) resigns by notice in writing to the Association;
- (b) is incapacitated by ill health or certified as unfit;
- (c) is no longer eligible to be a Director under rule 11.3;
- (d) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.
- (e) is removed under rule 13; or
- (f) is absent for more than three Board Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the Chairperson.

### 12.2 Board may act despite vacancy

The Board may act despite a vacancy occurring in any position on the Board.

### 12.3 Filling of vacant positions

The Board may appoint any person who is eligible under rule 11.3 to fill a position on the Board that has become vacant under rule 12.1 or that remains vacant following an Annual General Meeting and that person holds office for the remainder of the term which the Director they replaced would have served.

### 12.4 Returning the books of the Association

Within 14 days of ceasing to be a Director, the outgoing Director must transfer all relevant documents, records and assets of the Association in their possession, custody or control (if any) to the Chairperson, or other Director nominated and authorised by the Board.

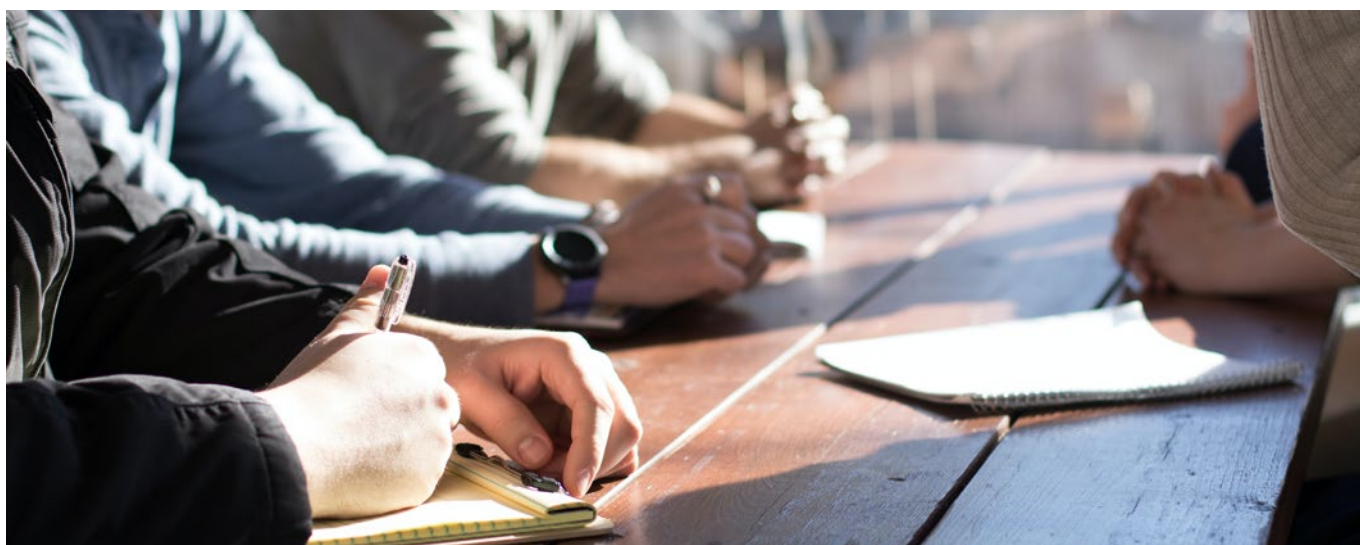
## 13. Removal of Directors

### 13.1 Removal by Members

- (a) At a General Meeting, the Ordinary Members may by Special Resolution:
  - (i) remove a Director from office, provided that written notice of the proposed removal has been given to the relevant Director; and
  - (ii) elect a person who is eligible under rule 11.3 to fill the vacant position.
- (b) A person elected as a Director under rule 13.1(a) (ii) holds office for the remainder of the term which the Director they replaced would have served.

### 13.2 Procedure

- (a) A Director who is the subject of a proposed resolution under rule 13.1 may:
  - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;
  - (ii) speak to the motion at the relevant General Meeting; and
  - (iii) elect to bring a support person to the relevant General Meeting, provided that the support person is not representing or speaking for the Director in a legal capacity during the General Meeting.
- (b) Each Director must receive a copy of the representations referred to in rule 13.2(a)(i), unless those representations are defamatory.





## 14. Duties of the Board

The Board or any other person nominated and authorised by the Board has the following duties:

- (a) co-ordinating the correspondence of the Association;
- (b) consulting with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting;
- (c) preparing the notices required for General Meetings and Board Meetings and for the business to be conducted at General Meetings and Board Meetings;
- (d) maintaining on behalf of the Association the Register of Members, and recording in the Register of Members any changes in the Membership, as required under the Act and this Constitution;
- (e) maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under the Act;
- (f) maintaining on behalf of the Association a record of the names and address of persons who are Directors;
- (g) ensuring the safe custody of the books, financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board Meetings and General Meetings;
- (i) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (j) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (k) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time;
- (l) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (m) coordinating the preparation of the Association's financial statements before their submission to the Annual General Meeting;
- (n) providing any assistance required by an Auditor or Reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (o) carrying out any other duty given to them under this Constitution or by the Board.

## 15. Board Meetings

### 15.1 Meetings

- (a) The Board will meet together to conduct the Association's business as often as the Chairperson determines, provided that the Board must meet at least once every 3 months.
- (b) Subject to this Constitution, the Directors present at a Board Meeting must determine the procedure and order of business to be followed at the Board Meeting.

### 15.2 Notice of Board Meetings

- (a) The Board or any other person nominated and authorised by the Board is responsible for providing notice of Board Meetings.
- (b) The nominated person referred to in rule 15.2(a) must give all Directors not less than 7 days notice of every Board Meeting, except where all of the Directors unanimously consent to shorter notice being given.

### 15.3 Quorum

- (a) A quorum of a Board Meeting is a majority of Directors.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the Board Meeting, the Board Meeting will lapse.

### 15.4 Chairperson of Board Meetings

- (a) Subject to rule 15.4(b), at every Board Meeting the Chairperson will preside as chairperson of the Board Meeting.
- (b) In the absence of the Chairperson, the remaining Directors must elect a Director to preside as chairperson.

### 15.5 Voting at Board Meetings

- (a) Every Director present at a Board Meeting has a deliberative vote.
- (b) Any resolution put forward at a Board Meeting must be passed by a majority of the Directors present and entitled to vote at the Board Meeting.
- (c) The Chairperson has a casting vote.

### 15.6 Conflict of interest

- (a) A Director who has any material personal interest in a matter being considered at a Board Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;

- (ii) not be present while the matter is being considered at the Board Meeting or vote on the matter; and
  - (iii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Rule 15.6(a) does not apply in relation to a material personal interest that:
- (i) exists only because the Director is a member of a class of persons for whose benefit the Association is established; or
  - (ii) the Director has in common with all, or a substantial proportion of, the Members.

### 15.7 Validity of acts of the Board

All acts done at any Board Meeting or by the Board will, despite the fact that it is subsequently discovered that there was some defect in the appointment of any Director or that any Director was disqualified, be valid as if the defect did not in fact exist or the Director was not disqualified, as the case may be.

### 15.8 Use of technology at Board Meeting

- (a) The Board may hold a Board Meeting at 2 or more venues using any technology that gives the Directors entitled to be heard at a Board Meeting a reasonable opportunity to participate.
- (b) The Directors may only withdraw their consent for the use of technology by a resolution of the Board at a Board Meeting.

### 15.9 Minutes of Board Meetings

- (a) Subject to rule 15.9(c), the Board must cause proper minutes of all proceedings of every Board Meeting to be entered into a minute book within 30 days after the holding of each Board Meeting.
- (b) The minutes referred to under rule 15.9(a) must contain:
  - (i) the names of all Directors present and those whose apologies for non-attendance were accepted by the Board Meeting;
  - (ii) details of any material personal interest disclosed by a Director under rule 15.6(a)(i); and
  - (iii) all resolutions made or passed by the Board at the Board Meeting.
- (c) The Board must nominate and authorise a person to be responsible for complying with the requirements set out in rule 15.9(a) in relation to that particular Board Meeting.
- (d) The minutes created under rule 15.9(a) when signed by the chairperson will be, until the contrary is proved, evidence that:
  - (i) the Board Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the Board Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the Board Meeting have been validly made.





## 15.10 Circular Resolutions

- (a) Subject to this Constitution and the Act, the Board may pass a circular resolution without a Board Meeting being held.
- (b) A circular resolution is passed if all of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 15.10(c) or 15.10(d).
- (c) Each Director may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) The Association may send a circular resolution by electronic means to the Directors and the Directors may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

## 16. Board Committees

### 16.1 Establishment of Board Committees

The Board may establish Board Committees to advise the Association on any matter relating to the Association.

### 16.2 Composition and role of Board Committee

Unless inconsistent with this Constitution, the Board may, subject to the Chairperson's written approval:

- (a) appoint and remove Board Committee members, or make provision for the appointment and removal of Board Committee members;
- (b) specify that the Board Committee consists of a single person or a number of persons provided each Board Committee comprises at least 1 Director;
- (c) determine the functions of any Board Committee; and
- (d) determine the remuneration (if any) of any Board Committee members.

### 16.3 Board Committee Decisions

The opinion or decisions of a Board Committee are recommendations only and do not bind the Board in any way.

### 16.4 Board Committee Rules

Subject to the Chairperson's written approval, the Board may make and amend rules for each Board Committee.

## 17. Chief Executive Officer

### 17.1 Appointment

The Board shall appoint a Chief Executive Officer who is responsible for the day to day management of the business and affairs of the Association and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.

### 17.2 Terms of appointment

The Chief Executive Officer is to be remunerated in any manner and any amount that the Board determines.

## 18. General Meetings

### 18.1 Annual General Meetings and Special General Meetings

The Board:

- (a) must convene an Annual General Meeting of the Association within the period required by the Act;
- (b) may at any time convene a Special General Meeting of the Association; and
- (c) must give notice under rule 18.3 to convene a Special General Meeting of the Association, for the purpose which will be specified in the request, within 28 days of receiving a written request to do so signed by not less than 20% of the Members (Percentage), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

### 18.2 Rights of Members convening Special General Meeting

When a Special General Meeting is convened under rule 18.1(c):

- (a) the Board must:
  - (i) provide notice to all Members of the Special General Meeting in accordance with rule 18.3; or
  - (ii) ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 9 for the purpose of convening the Special General Meeting; and
- (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

### 18.3 Notice of General Meeting

Every notice of General Meeting must:

- (a) be given to all Members, the Auditor or Reviewer (if any), each Centre Manager, each Centre's Community Advisory Committee Chairperson (or their delegate) and one delegate for each Blue Light Unit at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days' notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;
- (c) state that Ordinary Members may appoint another Ordinary Member as a proxy for the General Meeting and include a copy of any form that the Board has approved for the appointment of a proxy;
- (d) contain details of the Association's voting procedures, including how to vote by post, electronic transmission, and proxy; and
- (e) be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member's contact details appearing in the Register of Members in accordance with rule 9.

### 18.4 Quorum

- (a) A quorum of a General Meeting is a majority of the Ordinary Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
  - (i) in the case of a meeting convened pursuant to rule 18.1(c), the General Meeting will lapse; and
  - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Board.
- (c) There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.
- (d) When a General Meeting is adjourned for a period of 30 days or more, the Association must give notice under rule 18.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

### 18.5 Observers

The Board may invite observers to attend and observe, but not vote at, General Meetings.

### 18.6 Chairperson of General Meetings

- (a) Subject to rule 18.6(b), at every General Meeting the Chairperson will preside as chairperson of the General Meeting.
- (b) In the absence of the Chairperson, the Ordinary Members must elect a Director to preside as chairperson.
- (c) The chairperson may:
  - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
  - (ii) impose reasonable time limits on the speakers on any motion.

### 18.7 Voting at General Meetings

- (a) Each Ordinary Member present at a General Meeting has a deliberative vote.
- (b) Centre Managers, Centre Community Advisory Committee Chairpersons (or their delegates) and delegates for Blue Light Units are not entitled to vote at a General Meeting.
- (c) Unless otherwise provided in this Constitution or the Act, any resolution at a General Meeting will be carried by a simple majority of the Ordinary Members present on a show of hands.
- (d) The chairperson has a casting vote.
- (e) At any General Meeting, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association under rule 18.13, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 18.7(f).
- (f) At a General Meeting, a poll may be demanded by the chairperson or by three or more Members present and, if so demanded, must be taken in any manner that the chairperson directs.
- (g) If a poll is demanded and taken under rule 18.7(f), a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

### 18.8 Proxies

- (a) An Ordinary Member may appoint a person who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.



- (b) The appointment of a proxy must be in writing and signed by the Ordinary Member making the appointment.
- (c) The Ordinary Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote as the proxy sees fit.
- (e) If the Board has approved a form for the appointment of a proxy, the appointing Ordinary Member must use that form.
- (f) A form appointing a proxy is of no effect unless it is received by the Association at least 24 hours before the commencement of the General Meeting for which the proxy is appointed at a time specified by the Board.

### 18.9 Auditor or Reviewer's Right to be Heard

The Auditor or Reviewer (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor or Reviewer (if any) in their professional capacity.

### 18.10 Use of Technology at General Meeting

- (a) The Association may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting a reasonable opportunity to participate.
- (b) The Members may only withdraw their consent for the use of technology by a resolution of the Association at a General Meeting.

### 18.11 Postponing or Cancelling a Meeting

- (a) Subject to rule 18.11(b), the Board may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under rule 18.1(c), the Board must not cancel it without the consent of the relevant Members who requested the Special General Meeting under that rule.

### 18.12 Annual General Meeting

Each Annual General Meeting must consider the following business in the following order:

- (a) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 15.6(a) (if any);
- (b) the consideration of the financial accounts of the Association and reports of the Board; and
- (c) any other business specified in the notice convening the Annual General Meeting.



### 18.13 Minutes of General Meetings

- (a) The Board, or any other person nominated and authorised by the Board, must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each General Meeting.
- (b) The minutes referred to under rule 18.13(a) must record:
  - (i) the names of all Members who attended the meeting;
  - (ii) any proxy forms validly received in accordance with rule 18.8;
  - (iii) details of any material personal interest disclosed by a Director at the General Meeting; and
  - (iv) all resolutions passed by the General Meeting.
- (c) The minutes created under rule 18.13(a) when signed by the chairperson of the General Meeting are, until the contrary is proved, evidence that:
  - (i) the General Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the General Meeting have been validly made.

## 19. Dispute resolution

- (a) The dispute resolution procedure set out in this rule 19 applies to disputes arising under or in relation to this Constitution between:
  - (i) a Member and another Member; and
  - (ii) a Member and the Association.
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered mediator.
- (d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (e) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (f) The mediator must not determine the dispute.
- (g) The mediation must be confidential and without prejudice.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.



## 20. Indemnity

### 20.1 Members bound by Constitution and decisions of Board

- (a) Each Member agrees to comply with this Constitution.
- (b) Each Member is bound by the decisions of the Board.

### 20.2 Directors not liable

No Director is liable for the acts of any other Director, or for any losses, costs or expenses incurred by the Association, unless the losses, costs or expenses are caused by the Director's own unlawful act, wilful neglect or wilful default.

### 20.3 Indemnification of the Directors

Each Director is indemnified out of the funds of the Association against any losses, costs or expenses incurred by the Director in the discharge of the Director's duties, except where the losses, costs or expenses are incurred by the Director's own unlawful act, wilful neglect or wilful default.

## 21. Auditor or Reviewer

- (a) The Association must have its financial report for each Financial Year audited or reviewed in accordance with the provisions of the Act.
- (b) The Board must appoint an Auditor or Reviewer, as the case may be, in accordance with the provisions of the Act.

## 22. Inspection of records and documents of the Association

In accordance with the requirements of the Act, a Member may inspect:

- (a) this Constitution;
- (b) the Register of Members in accordance with rule 9.2; and
- (c) the record of Directors maintained in accordance with rule 14(f).

## 23. Notices

### 23.1 Service on Members or Directors

- (a) A notice under this Constitution is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non-receipt of, or the omission to send to any Member or Director, any notice or other document required to be sent to a Member under this Constitution does not invalidate any General Meeting or Board Meeting.



## 23.2 Service on the Association

A notice may be served on the Association by either email, post or personal delivery to the Board.

## 23.3 Time for service of notice

A notice is deemed to have been received by a Member or other person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;
- (c) if sent electronically, on the date that the electronic communication was sent,  
  
but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

## 24. Executing documents

The Association may execute a document if the document is signed by:

- (a) 2 Directors; or
- (b) 1 Director and a person authorised by the Board.

## 25. Common seal

The Association does not have a common seal.

## 26. Winding up of the Association or cancellation of incorporation

### 26.1 Resolution

The Association may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

### 26.2 Distribution of surplus property

- (a) If, upon the cancellation of the incorporation or the winding up of the Association, there remains any property of the Association after satisfaction of all debts and liabilities of the Association, the same must not be paid to or distributed among the Members or Directors of the Association, but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:
  - (i) have objects similar to the Objects;
  - (ii) is a Registered Charity;
  - (iii) is a Deductible Gift Recipient; and
  - (iv) prohibits distribution of its income and property among its members and directors (if any) to an extent at least as great as is imposed on the Association by rule 5.1.

- (b) If, upon the revocation of the Association's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, the same must not be paid to or distributed among the Members or Directors of the Association, but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:
  - (i) have objects similar to the Objects;
  - (ii) is a Registered Charity;
  - (iii) is a Deductible Gift Recipient; and
  - (iv) prohibits distribution of its income and property among its members and directors (if any) to an extent at least as great as is imposed on the Association by rule 5.1.
- (c) The identity of the institutions, funds or authorities referred to in rules 26.2(a) and 26.2(b) must be decided by Special Resolution of the Ordinary Members.
- (d) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

## 27. Constitution of the Association

- (a) The Association may, by Special Resolution, resolve to amend this Constitution.
- (b) All previous acts and appointments legal and valid under this Constitution, prior to the amendment or repeal of this Constitution or under the former Constitution (subject to any later rules), will remain legal and valid.
- (c) Any amendment or repeal of this Constitution or any new rules only has force or effect as set out under the Act.



**Together, we achieve more**