

Woodcroft Morphett Vale Neighbourhood Centre Inc.

CONSTITUTION 2024



1. NAME

The name of the incorporated Association is Woodcroft-Morphett Vale Neighbourhood Centre Incorporated, (referred to herein as 'the Association') under the Associations Incorporation Act (hereinafter called 'the Act').

2. DEFINITIONS AND INTERPRETATION

Definitions

In this Constitution, unless the contrary intention appears:

- '**Act**' means the Associations Incorporation Act 1985 (SA).
- '**Annual General Meeting**' is held once per year to receive financial accounts and elect the Committee.
- '**Constitution**' means this Constitution of the Association.
- '**Consumers**' means any person who casually or regularly participates in programs/activities at the Centre which is operated by the Association.
- '**Financial year**' means the time period in which the financial accounts are prepared (1 July until 30 June).
- '**Management Committee**' means the elected Management who are entrusted to manage the Association (hereinafter called the Committee).
- '**Member**' means a registered member who is a natural person recognised by the Association under clause 5 as a member and shall:
 - be a participant in any registered programs operated under the auspices of the Association; or
 - is a volunteer of the Association.
- '**Objects**' means the Purpose of the Association in clause 3.
- '**Quorum**' means attendance at Committee meetings of fifty (50) percent plus one (1).
- '**Special General Meeting**' is a special meeting convened by members or the Committee to discuss extraordinary issues.
- '**Special resolution**' means a special resolution defined in the Act.
- A '**Term**' means 2 years.

Interpretation

In this Constitution:

- A reference to a function includes a reference to a power, authority and duty.
- 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.
- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- References to persons include corporations and bodies politic.
- References to a person include the legal personal representatives, successors and permitted assigns of that person.
- 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).
- A reference to policies and procedures includes regulations developed by the Committee.
- 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.



Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

The Act

Except where the contrary intention appears, in this Constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

3.PURPOSE OF THE ASSOCIATION

Woodcroft Morphett Vale Neighbourhood Centre Inc. is a public institution which has the charitable purpose of advancing social and public welfare by:

1. Advancing mental health and general wellbeing and preventing social isolation.
2. Providing a physical location that supports individuals to undertake activities, work on projects and engage in learning in the company of others.
3. Providing accessible, innovative, and inclusive services and programs that support all aspects of our community and address issues of disadvantage within the community including but not limited to poverty, health, isolation and unemployment.

4.POWERS OF THE ASSOCIATION

The Association shall have all powers conferred by section 25 of the Act, in particular:

- (a) Acquire, hold, deal with and dispose of any real or personal property.
- (b) Administer any property on trust.
- (c) Open and operate ADI (Authorised Deposit Taking Institution) accounts,
- (d) Invest its monies:
 - i. in any security which trust monies may, by Act of Parliament, approved on 20 November 2024
or
 - ii. in any other manner authorised by the rules of the Association.
- (e) borrow money upon which terms and conditions as the Association Management Committee has formally discussed and thinks fit.
- (f) give such security for the discharge of liabilities incurred by the Association Management Committee as the Association thinks fit.
- (g) appoint agents (approved by the Management Committee) to transact any business of the Association on its behalf.
- (h) enter into any other contract it considers necessary or desirable.



5. MEMBERS

5.1 Members of the Association shall be:

Members who, subject to this Constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.

Membership shall be open to all interested persons who have agreed to accept the Objectives listed in 3 above and who:

- (a) are registered Volunteers at the Centre, or
- (b) are regular participants or contract hirers of the Centre and part of the participant database, or
- (c) are residents of Woodcroft, Morphett Vale or surrounding local area.

5.2 Application for membership

An application for membership must be in writing on the form prescribed from time to time by the Committee (if any), from the applicant and lodged with the secretary.

5.3 Obligation of members

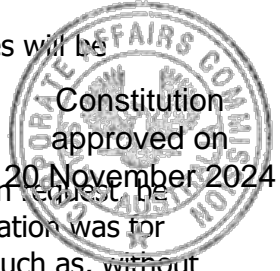
Each member must:

- (a) abide by the Association's Code of Conduct.
- (b) agree to uphold the Purpose of the Association.
- (c) agree that their membership forms a binding contract with the Constitution;
 - they agree to observe and comply with the Constitution, policies and procedures as necessary, and

- they are entitled to the benefits and advantages of membership.

5.4 Discretion to accept or reject application

The Committee is able to accept or reject an application. Operational procedures will be prepared to cover this process.

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- (a) The Committee is not required to provide reasons but must, upon request, be able to demonstrate that the rejection of any membership application was for reasons other than the personal characteristics of the applicant such as, without limitation, their age, race or background.
 - (b) Where the Committee 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.
 - (c) Where the Association rejects an application, the applicant will be advised in writing of the outcome.

5.5 Renewal

Members must renew their membership 1 July annually or as stipulated by the Committee and in accordance with the operation procedures set down by the Association from time to time.

5.6 Deemed membership

All persons who are, prior to the approval of this Constitution under the Act, members of the Association shall be deemed members from the time of approval of this Constitution under the Act.

5.7 Association to keep register

The Association shall keep and maintain a register of members and develop operating procedures to address this, in which shall be entered (as a minimum):

- (a) the full name, address (including email address if available) and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

Members shall provide notice of any change and required details to the Association within one month of such change.

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable request.

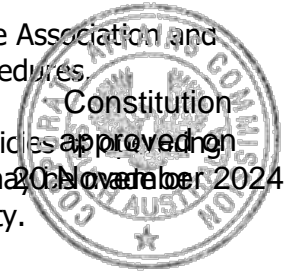
5.8 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects, in such manner, as the Committee considers appropriate.

5.9 Effect of membership

Members acknowledge and agree that:

- (a) 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.
- (b) they shall comply with and observe this Constitution and the policies approved on 20 November 2024 and any determination, resolution or policy, which may be passed by the Committee or other entity with delegated authority.
- (c) the Constitution and policies or procedures are necessary and reasonable for promoting the objects of the Association.
- (d) they are entitled to all benefits, advantages, privileges and services of Association membership.



5.10 Notice of resignation

- (a) A member of the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association.
- (b) Once the Association receives a notice of resignation of membership given under clause 5.10(a), it must make an entry in the register that records the date on which the member ceased to be a member.

5.11 Discontinuance for breach

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the policies or operating procedures, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the policies or procedures or any resolutions or determinations made or passed by the Committee.
- (b) Membership shall not be discontinued by the Committee under clause 5.11(a) without the Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails, in the Committee's view, to adequately explain the breach, that member's membership shall be discontinued under clause 5.11(a) by the Committee giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this clause 5.11(a) as soon as practicable.

5.12 Member to re-apply


A member whose membership has been discontinued under clauses 5.10 or 5.11:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution within 1 month of discontinuation.
- (b) may be re-admitted at the discretion of the Committee according to the Operating Procedure with such conditions as it deems appropriate.

5.13 Forfeiture of rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately.

5.14 Discipline and dispute resolution

- approved on
20 November 2024
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- (a) The Committee may make policies or procedures governing the hearing and determination of disputes, protests or complaints by or against members and any other matter involving the enforcement of this Constitution or the Policies or procedures.
 - (b) A Policy or Procedure made under clause 5.14 (a) may:
 - i. cause the Committee to appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the policies or procedures but is subject always to the Act.
 - ii. prescribe penalties for breaches of this Constitution or the policies or procedures.
 - (c) All proceedings relating to cases falling under clause 5.14 must be conducted according to the rules of natural justice.
 - (d) The dispute resolution procedure set out in this clause applies to disputes under these rules between a member and:
 - i. another member, and/or
 - ii. the Association.
 - (e) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
 - (f) The Committee may prescribe additional grievance procedures in policies or procedures consistent with this clause 5.14.
 - (g) In this clause 'member' includes any former member who was a member not more than six months before the dispute occurred.

5.15 Subscriptions and fees

The annual membership subscription (if any) and any fees or other levies payable by members to the Association and the time for and manner of payment shall be as determined by the Committee.

6. MEETINGS OF MEMBERS

Meetings that can be convened where members have the opportunity to express opinions and vote on various matters are:

- (a) General Meetings of the Association that may be held on a regular basis.
- (b) Annual General Meeting (AGM) of the Association which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee but within 5 months of the end of the financial year.
- (c) Special General Meetings (SGM) of the Association are special meetings convened to discuss extraordinary issues.



6.1 Attendance at meetings

All interested people are entitled to attend General, Annual & Special Meetings but only members of the Association are entitled to participate in the decision-making process.

6.2 Notice of Annual General or Special meetings

- (a) Notice of every meeting shall be given to every member entitled to receive notice. Notices shall be sent to the addresses appearing in the Association's register. The auditor when appointed shall also be entitled to receive notice of every general meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of general meetings.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of an Annual General or Special meeting must be given to those members entitled to receive notice, together with:
 - i. the agenda for the meeting.
 - ii. any notice of motion received from members entitled to vote.
- (d) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee members under this Constitution and the appointment of the auditor.
- (e) All business that is transacted at a Special General Meeting or an Annual General Meeting, other than those matters referred to in clause 6.2(d) is special business. No business other than that stated on the notice of the meeting may be transacted at that meeting.
- (f) No Special or other business can be tabled without notice at a General Meeting.

6.3 Proceedings at Annual General or Special meetings

- (a) No business may be transacted at an Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General or Special meetings of the Association shall be ten members (10) or fifty (50) percent whichever is the lesser of members.

6.4 Chairperson to preside at meetings

- (a) The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every meeting except:
- i. in relation to any election for which the chairperson of the Committee is a nominee; or
 - ii. where the chairperson of the Committee has a conflict of interest.
- (b) If the chairperson of the Committee is not present or is unwilling or unable to preside, the members present must appoint another Committee member to preside as chair for that meeting only.



6.5 Adjournment of meetings

- (a) If, within half an hour of the agreed meeting start time, a quorum is not present, the meeting must be adjourned, and reconvened on the same day and time in the next week. Or at whichever other day, time and place the chairperson determines.
- (b) If, at the reconvened meeting, a quorum is not present within half an hour of the agreed start time, then:
- i. if the original meeting was convened at the request of members under clause 6.9, the meeting will lapse and be cancelled, however
 - ii. if the original meeting was convened in any other case, those members now present will constitute a quorum.
- (c) At any meeting at which a quorum is present, the chairperson:
- may, with the consent of the meeting, and
 - must, if directed by the meeting:
- adjourn the meeting from time to time and from place to place. However, no business may be transacted at any reconvened meeting other than the business left unfinished at the original meeting from which the adjournment took place.
- (d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (e) Except as provided in clause 6.5(d), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.6 Voting procedure at meetings

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of members present at the meeting.

Proxy voting shall not be permitted at any meetings.

6.7 Recording of determinations at meetings

A declaration by the chairperson that a resolution has on a show of hands,

- (a) been carried or carried unanimously, or
- (b) carried by a particular majority, or
- (c) lost



and an entry to that effect is recorded in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without further proof of the number of the votes recorded in favour of or against the resolution.

6.8 Voting at meetings

The chairperson of a Meeting shall have a deliberative vote and does not have a casting vote.

6.9 Special General Meetings

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) Requisition of Special General Meetings
 - i. On the requisition in writing of not less than ten per cent (10%) of the total number of members, the Committee must, within one month after the receipt of the requisition, and give notice as per clause 6.2, convene a Special General Meeting for the purpose specified in the requisition.
 - ii. Every requisition for a Special General Meeting must be signed by requisitioning members, state the purpose of the meeting and be sent to the secretary. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisitions.
 - iii. If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - iv. A Special General Meeting convened by members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the members making the requisition are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

6.10 Community Group Forum

The centre will hold a community forum at least once per year. The object of a community forum is to:

- (a) inform the Committee of significant community issues,

- (b) assist the Committee to design or review the centre's strategic plan and direction in relation to community matters,
- (c) discuss community implications and issues,
- (d) provide feedback to the Committee on the implications of any future strategic decisions and community plans.



Attendees at Community Forums

The following persons may attend community forums of the Association:

- (a) the committee members.
- (b) other persons the Committee would like to invite.
- (c) any members of the community (who are not already members of the centre).

7.MANAGEMENT COMMITTEE

The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution, and thereafter the positions of committee members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

7.1 Powers of the Committee

Subject to the Act and this Constitution, the business of the Association shall be managed and the powers of the Association shall be exercised by the Committee. In particular, the Committee shall act in accordance with the objects and shall operate for the benefit of the members and the community.

Under the Objectives of the Association, the Committee is responsible for employing and supervising such staff and/or volunteers as are necessary for the day-to-day running of the Centre.

7.2 Composition of the Committee

The Committee shall comprise: At least seven (7) and not more than ten (10) elected Committee members who must all be members of the Association.

7.3 Election and appointment of Committee members

The elected committee members shall be nominated and elected under clause 7.5, 7.6 and 7.7.

7.4 Portfolios

The Committee may allocate portfolios to committee members.

7.5 Nomination for Committee

Nominations for elected committee member positions shall be called for at least twenty-one days prior to the Annual General Meeting. When calling for nominations, job descriptions for the positions shall also be provided. The Committee shall determine qualifications and job descriptions from time to time.



7.6 Form of nomination

Nominations must be:

- (a) in writing
- (b) on the prescribed form (if any) provided for that purpose
- (c) signed by two individual members
- (d) certified by the nominees (who must be individual members) expressing their willingness to accept a position for which they may be nominated
- (e) delivered to the Association not less than seven days before the date fixed for the Annual General Meeting.

7.7 Elections

- (a) If the number of nominations received is equal to or less than the number of vacancies to be filled on the Committee, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under clause 7.7(a) the positions will be deemed casual vacancies under clause 7.9.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting shall be by secret ballot on papers prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

7.8 Term of appointment for elected Committee members

Committee members elected under clause 7.7 shall be elected for a term of two years with one half of the committee members retiring at each Annual General Meeting.

One half of the Committee will be for one (1) year term and one half of the Committee for a two (2) year term at the first Annual General Meeting following the adoption of this Constitution drawn by straw poll at the first meeting of the Committee.

Subject to provisions in this Constitution relating to early retirement or removal of committee members, elected committee members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting.

Following the adoption of this Constitution, no person who has served as an elected committee member for a period of four (4) consecutive full terms shall be eligible for election as an elected committee member until the next Annual General Meeting following the date of conclusion of their last term as an elected committee member.

If the law requires the elected committee member to have a particular qualification or clearance (for example, police clearance), the elected committee member's term will not begin until the qualification or clearance has been established.



7.9 Casual vacancies

Any casual vacancy occurring in the position of committee member may be filled by the remaining committee members from among suitably qualified or experienced persons. Any casual vacancy may only be filled for the remainder of the committee member's term under this Constitution.

7.10 Grounds for termination of Committee member

In addition to the circumstances in which the office of a committee member becomes vacant by virtue of the Act, the office of a committee member becomes vacant if the committee member:

- (a) Dies.
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.
- (d) resigns their office in writing to the Association.
- (e) is absent without the consent of the Committee from three meetings held during a period of six months.
- (f) holds any office of employment with the Association without the approval of the Committee.
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest.
- (h) in the opinion of the Committee (but subject always to this Constitution):
 - i. has acted in a manner unbecoming or prejudicial to the objects and interests of the Association.
 - ii. has brought the Association into disrepute.
- (i) is removed by special resolution.
- (j) would otherwise be prohibited from being a committee member of a corporation under the Corporations Act 2001 (Cth.).

7.11 Committee may act

In the event of a casual vacancy or vacancies of a committee member, the remaining committee members may act. However, if the number of remaining committee members is not

sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of committee members to a number sufficient to constitute a quorum.

7.12 Committee to meet

The Committee shall meet at least nine (9) times in every calendar year for the purpose of conducting its business and shall be subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A committee member may at any time convene a meeting of the Committee within reasonable time.



7.13 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each committee member has one (1) vote on any question. The chairperson does not have a casting vote.

7.14 Circulatory resolutions

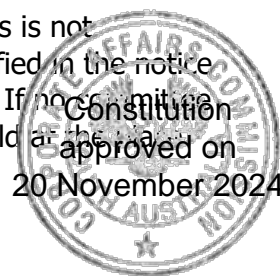
- (a) A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all the committee members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of committee members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented by one (1) or more of the committee members.
- (b) A resolution may not be passed under clause 7.13 if, before it is circulated for voting under clause 7.14 (a) the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minute book.
- (d) Refer to Policies or procedures for detail of the process.

7.15 Resolutions not in meeting

- (a) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the committee members is not physically present at the meeting, provided that:
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - ii. notice of the meeting is given to all the committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that committee members are not required to be present in person.
- (b) If a failure in communications prevents clause 7.16 from being satisfied by the number of committee members which constitutes a quorum, and none of such committee members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.16, is satisfied again. If such condition is not satisfied

within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

- (c) Any meeting held where one or more of the committee members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a committee member is there present. If no committee member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.



7.16 Quorum

At meetings of the Committee the number of committee members whose presence is required to constitute a quorum is fifty (50) percent plus one (1) of the total elected committee members.

7.17 Notice of Committee meetings

Unless all committee members agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven days' written notice of the meeting of the Committee shall be given to each committee member. The agenda shall be forwarded to each committee member no less than four days prior to the meeting.

7.18 Chairperson

The Committee shall appoint a chairperson from among its number. The chairperson shall be the nominal head of the Association and will act as chairperson of any Committee meeting or Annual General meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining committee members shall appoint another committee member to preside as chair for that meeting only.

7.19 Conflict of interest

A committee member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the committee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

7.20 Disclosure of interests

- (a) The nature of the interest of a committee member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a committee member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the committee member becomes interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

7.21 General disclosure

A general notice stating that a committee member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under clause 7.20. After the distribution of the general notice, it is not necessary for the committee member to give a special notice regarding any particular transaction with the firm or company.

7.22 Recording disclosures

Any declaration made, any disclosure or any general notice given by a committee member in accordance with clauses 7.20 and/or 7.21 must be recorded in the minutes of the relevant meeting.

7.23 Committee may delegate functions

- (a) The Committee may, by instrument in writing, create, establish or appoint subcommittees, individual officers and consultants to carry out specific duties and functions.
- (b) The Committee will determine what powers, conditions and limitations are given and take into account broad stakeholder involvement.

7.24 Delegation by instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee by the Act, any other law, this Constitution, or by resolution of the Association in a general meeting.

7.25 Delegated function exercised in accordance with terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

7.26 Procedure of delegated entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 7.23, 7.24 and 7.25. The entity exercising delegated powers shall make decisions in accordance with the objects, and it shall promptly provide the Committee with details of all material decisions, The entity shall also provide any other reports, minutes and information required by the Committee.

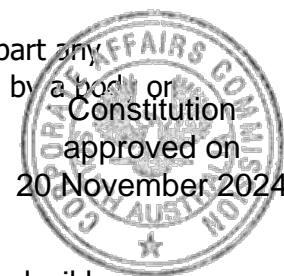
7.27 Delegation may be conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.



7.28 Revocation of delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.



7.29 Common Seal

The Association shall have a seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee. Every use of the seal shall be recorded in the Association's minute book. Two Committee members must witness every use of the seal.

8.RECORDS AND ACCOUNTS

8.1 Records

The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Committee). It shall produce these as appropriate at each meeting.

8.2 Records kept in accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

8.3 Committee to submit accounts

The Committee shall submit the Association's statements of account to the members at the Annual General Meeting in accordance with this Constitution and the Act.

- (a) The Association shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Association".
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be ratified by the Committee.


8.4 Accounts conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

8.5 Negotiable instruments

Procedures are in place to ensure that receipt of funds to the Association and all cheques, other negotiable instruments and electronic methods are substantiated.

8.6 Auditor

- 
- (a) The Association shall prepare and make available to the members an audited annual financial report.
- (b) An auditor shall be appointed by the Association at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act. The Association in a Special General Meeting may remove the auditor by Special resolution.
- (c) The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by a qualified auditor at the conclusion of each financial year.

8.7 Application of income

The income and property of the Association shall be applied solely towards the promotion of the objects.

- (a) Except as prescribed in this Constitution or the Act:
- i. no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
 - ii. no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.
- (b) Payment in good faith of or to any member can be made for:
- i. any services actually rendered to the Association whether as an employee, committee member or otherwise
 - ii. goods supplied to the Association in the ordinary and usual course of operation
 - iii. interest on money borrowed from any member
 - iv. rent for premises demised or let by any member to the Association
 - v. any out-of-pocket expenses incurred by a member on behalf of the Association.
 - vi. Nothing in clauses 8.7(a) or (b), preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

9. ADMINISTRATION

9.1 Winding up

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

9.2 Distribution of property on winding up

If upon winding up or dissolution of the Association there remains assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has purposes similar to those of the Association and are located within the Onkaparinga Local Government Area boundaries. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by this Constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

- (a) If the Association has 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 body also so approved.
- (b) If the association is registered as a charity with the ACNC at the time of dissolution then, in addition to the above, any surplus assets must be vested in a similar charity'

9.3 Alteration of Constitution

This Constitution shall not be altered except by special resolution.

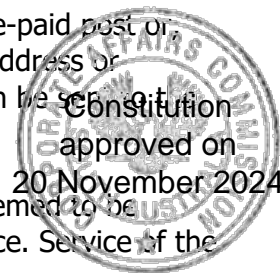
9.4 Policies or procedures

- (a) The Committee may formulate, issue, adopt, interpret and amend policies or procedures for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association. Such policies or procedures must be consistent with the Constitution and any policy directives of the Committee.
- (b) All policies or procedures are binding on the Association and shall be readily accessible for any member to peruse on request.
- (c) All clauses and policies or procedures of the Association in force at the date of the approval of this Constitution (as long as such clauses and policies or procedures are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be policies or procedures and shall continue to apply.
- (d) Amendments, alterations, interpretations or other changes to policies or procedures shall be advised to members by means of bulletins approved by the Committee. The Association shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.



9.5 Notice

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or, where available, by electronic mail to the member's registered address or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected six days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected by the second business day after it was sent.



9.6 Indemnity

- (a) Every committee member and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as committee member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its committee members and employees against all damages and losses (including legal costs) for which any such committee member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
- i. in the case of a committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Association
 - ii. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

9.7 Authority to trade


The Association is authorised to trade in accordance with the Act.

REVISION SCHEDULE: Scheduled for review: **May 2024**

EFFECTIVE DATE	CLAUSE AMENDED
2 May 2024	Constitution title updated to "Constitution 2024"
Page / Section / line no.	Nature of Change

<p>Page 2, Sect 3.OBJECTS OF THE ASSOCIATION</p> <p>Delete Objects</p>	<p>Replace with: PURPOSE OF THE ASSOCIATION</p>
<p>Delete: Page 2, Sect 3 The Association is established solely for the objects. The objects of the Association are established to:</p>	<p>Replace with: Woodcroft Morphett Vale Neighbourhood Centre Inc is a public institution which has the charitable purpose of advancing social and public welfare by:</p> <ol style="list-style-type: none"> 1. Advancing mental health and general wellbeing and preventing social isolation. 2. Providing a physical location that supports individuals to undertake activities, work on projects and engage in learning in the company of others. 3. Providing accessible, innovative, and inclusive services and programs that support all aspects of our community and address issues of disadvantage within the community including but not limited to poverty, health, isolation and unemployment.
<p>Delete: Page 2 & 3 Sect 3</p> <p>(a) lease buildings from the City of Onkaparinga or other organisations to operate as a Neighbourhood Centre for community activities or acquire property.</p> <p>(b) manage the Centre in consultation with City of Onkaparinga and property owners, and establish and maintain appropriate facilities at the Centre in line with green initiatives.</p> <p>(c) act as a not-for-profit, benevolent and charitable institution to provide services and benefits to members of the community.</p> <p>(d) provide a community centre that is warm, welcoming and reflects the developing interests of our community with a sense of equality, in which people have a sense of belonging, and are accepting and supporting of each other.</p> <p>(e) provide an environment in which people can make new</p>	<p>Text deleted</p>



<p>friends, learn new skills, feel safe and relax in harmony.</p> <p>(f) be a place that promotes healthy lifestyles, where all people can be involved in a wide range of social, educational, developmental, sporting and recreational activities.</p> <p>(g) conduct, encourage, promote, advance and administer community development throughout the local area.</p> <p>(h) develop and implement Fundraising activities that support these objectives.</p> <p>(i) employ and supervise such staff and/or volunteers as are necessary for the day to day running of the Centre.</p> <p>(j) utilise the services of any person employed by the City of Onkaparinga who may be located at the Centre as a Community Development Officer and Community Development Support Officer.</p> <p>(k) have regard to the public interest in its operations.</p> <p>(l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.</p>	<p>Text Deleted</p> <div data-bbox="1225 212 1503 481" style="text-align: right;">  <p>Constitution approved on 20 November 2024</p> </div>
<p>Page 3 5.3 Obligation of members</p> <p>(b) agree to uphold the Objects of the Association</p>	<p>Replace ...Objects... withPurpose.... of the Association</p>
<p>Delete: Page 4 Sect 5.4 (a) The Committee shall not be required or compelled to provide</p>	<p>Replace with: (a) The Committee is not required to provide reasons but must, upon request, be able to demonstrate that the rejection of any membership application was for</p>

any reason for acceptance or rejection of an application	reasons other than the personal characteristics of the applicant such as, without limitation, their age, race or background.
Page 18, Sect 9.2 lines 4&5: shall be given or transferred to another organisation(s) that has objects similar to those of the Association and are located within the Onkaparinga Local	Replace with: shall be given or transferred to another organisation(s) that has purposes similar to those of the Association and are located within the Onkaparinga Local
Page 19, Sect 9.2. Add subsection 9.2 (b)	Add the following sub-section: (b) If the association is registered as a charity with the ACNC at the time of dissolution then, in addition to the above, any surplus assets must be vested in a similar charity’.

