



Jacaranda Community Centre

CONSTITUTION

JACARANDA COMMUNITY CENTRE INC.

**146 Epsom Avenue
Belmont W.A. 6104**

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Rule 1. Name of the Association.

The Association shall be called the **JACARANDA COMMUNITY CENTRE INC.**, hereinafter referred to as the Association.

- (a) Its registered office shall be at such place as the committee decides, bearing in mind the objectives of the Association.
- (b) At the time of Incorporation this was Unit 2, 132 Epsom Avenue, BELMONT WA 6104, with the postal address of PO Box 142 CLOVERDALE WA 6985. On the 7th July 2007 this was changed to 146 Epsom Avenue Belmont WA 6104 after acquiring a property through a Lotterywest grant.
- (c) The name of the Association shall only be used as a non profitable organisation.
- (d) The name of the Association shall be registered with the Aboriginal Business Register if appropriate.

Rule 2. Definitions.

In these rules, unless the contrary intention appears –

“Committee meeting “ means meeting referred to in rule 15 (1);

“Committee member” means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

“financial year” has the meaning given by section 3 (1) of the Act, a reference in that section to –

- (a) “an incorporated association” or “the association” being construed as a reference to the Association; and
- (b) “the Committee” being construed as a reference to the Committee;

“general meeting” means meeting convened under rule 16;

“grievance procedure means the procedures set out in rule 9

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution.

“special resolution” has the meaning given by section 51 of the Act;

“the Act” means the *Associations Incorporation Act 1987*;

“the Association” means the Association referred to in rule 1;

“the Chairperson” means –

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, one of the Vice Chairpersons;

“the Committee” means the Committee of Management of the Association referred to in rule 10 (1);

“the Secretary” means the Secretary referred to in rule 10 (1) (c);

“the Treasurer” means the Treasurer referred to in rule 10 (1) (d);

“the Vice-Chairpersons” means the Vice-Chairpersons referred to in rule 10 (1)(b).

Rule 3. Objectives of the Association.

3.1 The Objectives of the Jacaranda Community Centre Inc. are:

- (1) To have Jacaranda as a place where Aboriginal people are able to get services in a culturally appropriate way.
- (2) To employ Aboriginal people wherever possible, taking into account funding qualification requirements for some positions.
- (3) To have over 50% of the Management Committee made up of Aboriginal or Torres Strait Islander people, including the Office position holders.
- (4) To have Elder and Aboriginal Community consultation on issues that affect the services of Jacaranda or Services Jacaranda may apply for or are relevant to the local Aboriginal Community.
- (5) To foster, advance, improve and maintain the welfare, education and cultural needs of people on low incomes in Belmont and surrounding areas, in a non judgemental manner.
- (6) To provide an open environment for community members to meet and share experiences, to gain knowledge and skills, thus reducing social isolation.

- (7) To provide support for housing issues and domestic violence when funded for that service or if it can be provided within another service.
- (8) To provide financial counselling/ financial capability/ advocacy service to assist clients with debt negotiation, creditors, housing, budgeting and other financial issues.
- (9) To provide family support and counselling to Aboriginal community members through appropriate funding when available.
- (10) To provide family support and counselling to the wider community when funded programs are specifically for that purpose
- (11) To provide consumer credit education, information, resources and referral where appropriate. Including being part of ATSIC consultations to alert Aboriginal consumer issues.
- (12) To provide community education groups from time to time based on the needs of the community and to run groups to increase financial capability and resilience.
- (13) To provide financial assistance if available to assist in a crisis.
- (14) To promote a greater awareness of the needs and problems of the community among Local, State and Federal service providers. Paying particular attention to issues raised by Aboriginal members of the Community
- (15) To provide consultation on Community issues
- (16) Any other assistance that the committee might consider which is in accordance with objectives already listed and “the Act”.

3.2 Not For Profit Body.

(1) The Property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith or as salary to workers in the promotion of those objectives. This is in accordance with charitable or benevolent purposes.

(2) a payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (3)

(3) A payment to a member out of the funds of the Association is authorised if it is :-

(a) The payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of the business; or

(b) the payment of reasonable expenses properly incurred by the member on behalf of the Association.

Rule 4. Powers of the Association.

The powers conferred on the Association by section 13 of the Act subject to the following additions:-

(1) Accept donations where there is no conflict of interest with the Associations objectives.

Rule 5.1 Qualifications for membership of the Association

- (a) Membership of the Association must include 51% or over Aboriginal and Torres Strait Islander People.
- (b) Membership of the Association is open to community persons, Non government, Government and private organisations that have no conflict with the Associations objectives.
- (c) The CEO is considered part of the Membership due to the relationship on the Management Committee.

5.2 Admission of members.

- (a) Any person desirous of becoming a member of the Association shall forward to the Chairperson and official application form, duly signed and witnessed.
- (b) The committee shall consider the application, at a committee meeting, and forward notification of acceptance or rejection to the said person.
- (c) Membership will not commence until the person becomes a financial member.
- (d) The applicant must be a person that adheres to the objectives of the Association.
- (e) Members need to apply if they wish to become committee members At an Annual General Meetings .

Rule 6. Register of members of the Association.

- (1) The Secretary shall on behalf of the Association keep and maintain the Register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at the registered office of the Association.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in subrule (1).

Rule 7. Subscription of members of Association.

- (1) The committee shall from time to time at a general meeting determine the amount of subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on expiry of that period to be a member.
- (4) A member is a financial member for the purpose of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.

Rule 8. Resignation of members of the Association.

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Chairperson ceases on that delivery to be a member.
- (2) Handing over documents and records – where a person ceases to be a member of the association’s committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Association’s affairs.

Rule 9. Expulsion of member of the Association and Grievance procedures

- (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct being detrimental to the objectives and interests of the Association, the

Committee shall communicate, in writing, to the member by the Secretary.

- (a) A notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of expulsion will be decided; and
- (b) Particulars of that conduct.

Not less than 30 days before the date of the Committee meeting referred to in paragraph (1)

- (2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5) , a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).
 - (a) They may also decided whether or not to suspend the member's membership and the period of suspension if it is not to expel the member.
- (3) The committees decision is final.
- (4) The grievence procedures shall be followed in accordance with our policies and procedures through the above rules.

Rule 10. Committee of Management.

- (1) The affairs of the Association shall be managed exclusively by
 - a Committee of Management consisting of :-
 - (a) a Chairperson
 - (b) one or two Vice- Chairpersons
 - (c) a Secretary
 - (d) a Treasurer and
 - (e) not less than three other committee members but no more than 8 other committee members. One of which shall be the CEO unless otherwise determined by the Committee.

All of whom shall be financial members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (7).

(2) (a) At the commencement of the first annual general meeting to be held after incorporation of the Association under the Act members of the committee shall be chosen by nomination.

(b) Committee members shall be eligible for re-election to membership of the committee.

(3) Subject to rule (4) a person is not eligible for election to the committee unless a member has nominated him/her for election by delivering notice in writing of that nomination to the Annual General meeting prior to voting taking place. Both the nominator and the nominee must sign this.

(4) A person who is eligible for election or re- election may propose Or second him/herself for election on the day.

(5) The Secretary shall ensure that notice at the Annual General Meeting of members seeking election to the Management of the Committee are given and the nomination forms are completed.

(6) If the number of persons nominated for election to Membership f the Committee does not exceed the number of vacancies

(a) the Secretary shall report accordingly.

(b) The Chairperson shall declare those persons to be duly elected as members of the Committee at that Annual General meeting.

(7) When a casual vacancy within the meaning of rule 14 occurs the the Committee may:-

(a) appoint a member to fill that vacancy.

(b) Hold office until the next Annual general meeting.

(c) Be eligible for election at the next Annual General Meeting.

(8) Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:

- as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
- disclose the nature and extent of the interest at the next general meeting of the association.

(8a) Under section 42(3) of the Act this rule does not apply in respect of a material personal interest:

- that exists only because the member-
- is an employee of the incorporated association; or

- is a member of a class of persons for whose benefit the association is established; or

(8b) that the member has in common with all, or a substantial proportion of, the members of the Association.

(8c) Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

(8d) Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

(9) Persons who are not to be members of Committee:

(1) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:

- A person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
- a person who has been convicted, within or outside the State,
- an indictable offence in relation to the promotion, formation or management of a body corporate; or
- an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- an offence under Part 4 Division 3 or section 127 of the Act

(10) Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

(11) Under section 58 of the Act an association must maintain a record of —

- the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;
- the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and
- the name and address of any person who is appointed or acts as trustee on behalf of the association.

- the office holder is able to use the business address or business email in place of their personal address.
- it an offence for any member to disclose or use the information obtained from the register or record of office holders for the purpose that is not directly connected with the affairs of the association.
- Members are able to request a copy of the register of members by providing a statutory declaration setting out the purpose for which the copy is required. A fee can be charged by the association to the member at a reasonable amount.

(12) Duties of Committee Members and Officers

(12) Section 3 of the Act provides a definition of “officer”. The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

12.1 Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-

- and
- (a) were an officer of the association in the association’s circumstances;
 - (b) occupied the office held by, and had the same responsibilities within the association as, the officer.

(12.2) Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

(12.3) Under section 46 an officer of an association must not improperly use his or her position to-

- (a) gain an advantage for the officer or another person; or
- (b) cause detriment to the Association.

(12.4) Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-

- (a) gain an advantage for the person or another person; or
- (b) cause detriment to the Association.

Rule 11. Chairperson.

- (1) The chairperson shall preside at all general meetings and Committee meetings.
- (2) In the advent of the absence of the Chairperson either Vice-Chairperson will preside. Should that person not be available then the committee

will vote for an acting Chairperson for that occasion.

Rule 12. Secretary.

The Secretary shall :-

- (a) co-ordinate the correspondence of the Association.
- (b) Keep full and correct minutes of the proceedings of the Committee and Association.
- (c) Comply on behalf of the Association with:-
 - (a) section 53 of the Act in respect to a Register.
 - (b) Section 35 of the Act in respect of the rules of the Association.
 - (c) Section 58 of the Act in respect of the record of officeholders, and any trustees of the Association.
- (d) have custody of all books, documents, records and registers of the Association including those referred to in paragraph(c) but may keep them at the Registered office if it is so desired by the Committee.
- (e) Shall not be required to have custody of the books under Rule 13.
- (f) Perform such other duties as are imposed by these rules on the Secretary.
- (g) Shall notify the Commissioner for Consumer Protection of any change of address within 28 days of the change occurring.

Rule 13. Treasurer.

The Treasurer shall:-

- (a) be responsible for the receipt of all monies paid to or received by him/herself on behalf of, the Association for membership and shall issues written receipts.
- (b) Pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct.
- (c) Check the receipts against the bank statements of any money paid into the Association which has been receipted by the coordinator or a worker.
- (d) Make payment of the funds of the Association with the authority of the Committee, and in doing so ensure that all cheques have two signatures to them.
- (e) Comply on behalf of the Association with section 66 and 68 &70 of the Act in respect of the accounting records of the Association.
- (f) Submit a financial report at each committee meeting.
- (g) Have custody of all such financial records, that are presented at the meeting, but will keep a record at the registered office of the Association.
- (h) Ensure that an audited report is conducted after the completion of the financial year and presented at the Annual General Meeting.

- (i) Perform such other duties as are imposed by these rules on the Treasurer.

Rule 14. Casual Vacancies.

A casual vacancy occurs in the office a Committee member and that office Becomes vacant if the Committee member :-

- (a) Dies
- (b) Resigns as under rule 8.
- (c) Is convicted of an offence under the Act
- (d) Is permanently incapacitated by mental or physical ill-health.
- (e) Is absent for more than 3 committee meetings without the approval of the committee.
- (f) Ceases to be a financial member of the Association.

Rule 15. Proceedings of Committee.

- (1) The Committee shall meet together for the dispatch of business not less than once each calendar month and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a committee meeting five Committee members constitute a quorum.
- (5) An agenda will be set prior to the commencement of the meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with that section.
- (7) Should the agenda item be related to a particular staff issue, then that person will be notified prior to the meeting and be asked to leave the meeting at that particular time, as there maybe conflict of interest.
- (8) Minutes of the meeting shall be kept and all motions recorded with a record of the vote.

Rule 16. General Meetings.

- (1) The Committee :-
 - (a) May at any time convene a special general meeting.
 - (b) Shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section s50 of the Act; and
 - (c) Shall within 30 days of receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request.
- (2) The members making the request to in subrule (1) (c) shall state in the request the purpose for which the special general meeting concerned is required and shall all sign the request.

- (3) The Association shall ensure that all members are notified of the Special general meeting.
- (4) When a special general meeting is convened under subrule (1) (c) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at that meeting.
- (6) A notice shall specify
 - (a) when and where the general meeting concerned is to be held
 - (b) particulars of the business to be transacted at the general meeting and the order in which the business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is
 - (a) first, the consideration of the accounts and reports of the Committee.
 - (b) second, the election of Committee members.
 - (c) Third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give notice under subrule (5) or (8) by
 - a. severing it to the member personally
 - b. sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under subrule (9) (b) , sending of the Notice shall be deemed to be properly effected if the notice is Sufficiently addressed and posted or emailed to the member concerned
by
Ordinary mail or by reader receipt Email
- (11) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (12) The committee will have 6 months following the end of the organisations financial year(1st July each year) to hold the annual AGM
- (13) The secretary must give each person who becomes a member of the association a copy of the Constitution.

Rule 17. Quorum in proceedings at General Meetings.

- (1) At a general meeting a minimum of 4 committee members and 2 members either in person or by proxy shall constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of the General meeting in a notice given under rule 16 (5) or (8) –
 - (a) a quorum is not present, the general meeting will lapse.

- (b) The general meeting stands adjourned to the same day, and time in the following week at the same venue if possible.
- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the Resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.
- (4) The chairperson may, with the consent of a general meeting at which a Quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a General meeting is adjourned for more than 30 days the Secretary shall give notice as if it was a General meeting.
- (7) At a General meeting
 - (1) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands: and
 - (2) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the Chairperson at the general meeting that an Ordinary resolution has been passed and that resolution has been minuted is evidence that it is accepted.
- (9) If requested at a general meeting by the chairperson or by three or More members a poll can be put in place.

Rule 18 **Minutes of meeting of the Association.**

- (1) The Secretary shall cause proper minutes of all proceedings of all General meetings and Committee meeting to be taken and then to be entered within 30 days after the holding of such meetings, as the case requires in a minute book kept for that purpose.
- (2) The chairperson shall ensure that the minutes taken of a general Meeting are checked and signed as correct by the Chairperson of the general meeting or a Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, They shall until the contrary is proved, be evidence that -\
 - (a) The meeting to which the minutes relates was duly convened and held.
 - (b) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) All appointments or elections purporting to have been made at the meeting have been validly made.

Rule 19 Voting rights of members.

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

Rule 20. Proxies of members of the Association.

A Member (in this rule called “ the appointed member) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rule 21. Rules of the Association.

- (1) The Association may alter or rescind these rules, or make rules Additional to these rules, in accordance with the procedure set out in Section 17 ,18 and 19 of the Act.
- (2) These rules find every member and the Association to the same extent As if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Rule 22. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or

- (b) one committee member and a person authorised by the committee.
- (4) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (5) For financial purposes this association will start our financial year of 1st July each calendar year.

Rule 23. Common Seal of the Association.

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed By any two of the Chairperson, Vice Chairperson, the Secretary and the Treasurer.
- (4) the common seal of the Association shall be kept in the custody of the secretary or of such other person as the Committee from time to time decides and shall remain at the register office of the Association.

Rule 24. Inspection of records, etc. of the Association.

A member may at any reasonable time inspect without charge the books, documents, records, and securities of the Association.

Rule 25. Distribution of surplus property on winding up of the Association.

- (1) If upon the winding up or dissolution of the association there remains After satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members but shall be given or transferred –
 - (a) to another association incorporated under the Act; or
 - (b) for charitable purposes.
 - (c) A company limited by guarantee registered under the Corporations Act 2001;
 - (d) An organisation that holds a current licence under the charitable Collections Act 1946
 - (e) An organisation that is a member or former member of the Association and whose rules prevent the distribution of property to its members; or
 - (f) A non-distributing co-operative registered under the Co-operatives Act 2009

Which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan of the surplus property of the Association.

- (2) In the event of the winding up or dissolution of the association the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.