

Community Centres SA Incorporated

CONSTITUTION

Approved by Membership: 21 January 2021

Approved by OCBA: 26 March 2021

Amended Draft Constitution

1. Name

The name of the incorporated association is Community Centres SA Incorporated and hereinafter called “CCSA”.

2. Definitions

- 2.1 CCSA is a not for profit peak organisation.
- 2.2 Community or Neighbourhood Houses or Centres are organisations that meet community need and support community strengths by running community programs and activities that are based on a community development framework. The programs and activities are often run through partnerships and volunteer involvement, are open and inclusive to all, and focus on supporting community connections, information exchange, mutual support, and community participation.
- 2.3 ‘The Act’ means the Associations Incorporation Act 1985.
- 2.4 ‘The Board’ means the governing body of CCSA.
- 2.5 ‘General meeting’ means a general meeting of members of the Association.
- 2.6 ‘Agency’ means parent organisations, bodies, companies, or agencies that have a controlling interest in the Community or Neighbourhood Houses or Centres.
- 2.7 ‘Sector’ means the Community or Neighbourhood House or Centre Sector, and allied Community Organisations Sector within South Australia.

3. Objects

3.1 Principal Purpose

The principal purpose of the Association is to support the physical and mental health, wellbeing, education, and social connection of communities by supporting effective and sustainable Community or Neighbourhood Houses or Centres; and advocating and advancing their benefits to all stakeholders including the community services sector, business and all levels of government. In furtherance of the principal purpose, the objects of the Association are:

3.2 Peak Body

- 3.2.1 To be representative of, promote and advocate for, the Community or Neighbourhood Houses or Centres Sector in South Australia.
- 3.2.2 To promote a sustainable Community or Neighbourhood House or Centre and its network in SA.

3.3 Community Health and Wellbeing

- 3.3.1 To support the role of Community or Neighbourhood Houses or Centres in facilitating social connectedness and addressing social isolation as a key component in achieving community health and wellbeing.
- 3.3.2 To promote a culture amongst Community or Neighbourhood Houses or Centres as places that are open and inclusive to all, culturally safe and non stigmatised.
- 3.3.3 To advise on policies and strategies which support and develop the Community or Neighbourhood Houses or Centres Sector and the health, wellbeing, education, and connection of the communities they support.

3.4 Community Development

- 3.4.1 To promote best practice community development models and practices for the community sector.
- 3.4.2 To build and advocate for mutual support, collaboration, partnerships and co-operation across the Community or Neighbourhood Houses or Centres Sector and the broader Community Services sector.
- 3.4.3 To promote the sharing, dissemination and acquisition of skills, abilities and interests that build the ongoing capacity of Community or Neighbourhood Houses and Centres; and the communities they support.

4. Powers of the Association

For the purpose of carrying out its objectives, the Association may:

- 4.1 Acquire, hold, deal with, and dispose of, any real or personal property; and administer any property on trust; and
- 4.2 Invest its moneys –
 - 4.2.1 in any security in which trust moneys may, by Act of Parliament, be invested; or
 - 4.2.2 in any other manner authorised by the rules of the Association; and
- 4.3 Borrow money upon such terms and conditions as the Association thinks fit; and
- 4.4 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit, and
- 4.5 Appoint agents to transact any business of the Association on its behalf; and
- 4.6 Enter into any other contract it considers necessary or desirable; and
- 4.7 Open and operate regulated bank accounts for transactions and investments.

5. Membership

5.1 Types

- 5.1.1 Type 1: Community or Neighbourhood Houses or Centres that comprise non Local Government or non-Agency funded staff. This membership type represents those organisations that may be known as Community Centres, Neighbourhood Houses or similar;
- 5.1.2 Type 2: Community or Neighbourhood Houses or Centres that comprise Local Government or Agency funded staff. This membership type represents those organisations that may be known as Community Centres, Neighbourhood Houses or similar;
- 5.1.3 Type 3: Community Connectors. This membership type represents those organisations that are aligned with CCSA goals, supporting and advocating for community development, nurturing community connections and addressing social isolation; and
- 5.1.4 Type 4: Friends and Honorary members. This membership type represents:
 - 5.1.4.1 Other peak organisational entities where there is shared/reciprocal membership.
 - 5.1.4.2 Persons or honorary members who comply with approved Board policy and processes that stipulate who can be accepted into this membership level.

5.2 Subscriptions

The annual membership fee for all types of membership shall be determined by the Board.

5.3 Ceasing of Membership

- 5.3.1 Membership will cease when:
 - 5.3.1.1 The member resigns in writing to the Chairperson or Secretary of the CCSA Board; or
 - 5.3.1.2 The member is deceased; or
 - 5.3.1.3 The member commits an act or omits to act in a manner which the Board determines has damaged or could potentially damage the reputation or operations of CCSA or one of its members or the broader sector; or

- 5.3.1.4 The member fails to pay the membership fee when requested within a period of time considered reasonable by the Board; or
- 5.3.1.5 The member changes their place of normal residence to a non-SA address; or
- 5.3.1.6 Membership lapses due to non-renewal within sixty (60) calendar days of the annual renewal date.
- 5.3.2 Upon any person or organisation ceasing to be a member of the CCSA for any reason whatsoever, there shall be no entitlement to the return of membership subscription or any portion thereof unless otherwise determined by a three quarters vote of the Board.

5.4 Expulsion or Disqualification of Members

- 5.4.1 Expulsion or Disqualification of members is subject to the process of natural justice as described in CCSA Grievance Policy and Procedure.

5.5 Register of Members

A register of members must be kept and contain:

- 5.5.1 The name and address of each member;
- 5.5.2 The date on which each member was admitted to CCSA; and
- 5.5.3 If applicable, the date of and reasons for termination of membership.

6. The Board

6.1 Powers and Duties

- 6.1.1 The affairs of CCSA shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of CCSA, and are not by the Act or by these rules required to be done by CCSA in a General Meeting.
- 6.1.2 The Board has the management and control of the funds and other property of CCSA.
- 6.1.3 The Board has authority to interpret the meaning of these rules and any other matter relating to the affairs of CCSA on which these rules are silent in accordance with clause 6.1.5
- 6.1.4 The Board shall appoint a Public Officer as required by the Act.
- 6.1.5 Presumption of Validity - Subject to clause 6.1.3 all acts of and things done by the Board, or any Board Member, for and on behalf of CCSA and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Member.
- 6.1.6 The Board may exercise all such powers, authorities and discretions of CCSA as are not identified by the Act, or by this Constitution required to be exercised by CCSA in General Meeting.
- 6.1.7 The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:
 - 6.1.7.1 Exercising powers and discharging their duties with care and diligence;
 - 6.1.7.2 Making judgments in good faith and for a proper purpose;
 - 6.1.7.3 Ensuring they do not participate in making any decision on a matter where they have or could be perceived to have a material personal interest in that matter;
 - 6.1.7.4 Informing themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - 6.1.7.5 Rationally believing that the judgment is in the best interests of CCSA.
- 6.1.8 The Board will meet the governance and role requirements as specified in this clause and ensure that they are able to competently and consistently apply relevant skills in achieving these requirements.

6.2 Appointment to the Board

- 6.2.1 Governance shall be vested in the Board of not less than six (6) and not more than nine (9) members.
- 6.2.2 Election and appointment to Board positions shall be in accordance with the following:
 - 6.2.2.1 No less than three (3) and no more than four (4) shall be elected from the combined Type 1 and Type 2 membership types;
 - 6.2.2.2 No less than two (2) and no more than three (3) shall be elected from the combined Type 3 and Type 4 membership types;
 - 6.2.2.3 No less than one (1) independent members shall be appointed to the Board.
 - 6.2.2.4 Where less than the stated number of Board members are elected pursuant to clause 6.2.2.2 from the membership types, Type 3 and Type 4, then the Board may appoint additional independent members to achieve the required number of Board members provided in clause 6.2.2.2.
- 6.2.3 The CCSA Chief Executive Officer shall be an ex-officio member of the Board.
- 6.2.4 All members of the Board shall have full voting rights.
- 6.2.5 All elections for membership of the Board shall be conducted by postal ballot.
 - 6.2.5.1 Not less than six weeks before the Annual General Meeting, the Public Officer (or delegate), shall cause a notice to be placed in CCSA electronic newsletter or by separate mailing to all members, calling for nominations for membership of the Board within the two weeks following.
 - 6.2.5.2 Not less than two weeks before the Annual General Meeting, the Public Officer (or delegate) shall cause a postal ballot to take place of registered members of CCSA for election of candidates, nominated in accordance with clause 6.2.2.1 and clause 6.2.2.2, to the Board.
 - 6.2.5.3 No such postal ballot will be required if the number of vacancies on the Board is equal to or exceeds the number of nominees in accordance with clause 6.2.2.1 and clause 6.2.2.2.
- 6.2.6 All Board members are elected or appointed for a two (2) year term, subject to the provisions of clause 6.2.7.
- 6.2.7 At the commencement of this Constitution, one half of the Board will be for a one (1) year term and one half the Board for a two (2) year term at the first Annual General Meeting following the adoption of this Constitution. This may be determined by self-selection or by vote of all the Board members at the first Board meeting following the first Annual General Meeting.
- 6.2.8 A retiring board member shall be eligible to stand for re-election for a maximum of three (3) terms then stand down for a minimum period of one (1) year with the option of re nominating at the subsequent Annual General Meeting.
- 6.2.9 The office bearers of CCSA shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer who shall be chosen by the Board from its members at the first Board meeting following each Annual General Meeting. At this meeting, the Board will determine operating procedures and the expectations of the elected Board members.
- 6.2.10 Any vacancies on the Board following the Annual General Meeting that were subject to an election process and not filled as per clause 6.2.2.2 and clause 6.2.2.4 may be filled by the Board co-opting members for the remainder of the term. Co-opted eligible members will have full voting rights.

6.3 Proceedings of Board

- 6.3.1 The Board shall meet as often as may be required to conduct the business of CCSA and not less than six (6) times each calendar year.
- 6.3.2 The quorum shall be a minimum of half of all Board members.
- 6.3.3 The Chairperson or two (2) other members of the Board shall have the power to call a meeting of the Board.
- 6.3.4 Notice of meetings shall be given at the previous Board meeting or by seven (7) calendar days' written notice distributed to all Board members or in an emergency by other such notice as shall be ratified by the Board.

- 6.3.5 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with CCSA must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of CCSA.
- 6.3.6 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 6.3.7 The Board may appoint committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.
- 6.3.8 The Board will establish a CCSA Member Engagement Group within twelve (12) months of commencement of this Constitution, to provide a forum for CCSA members to discuss issues. The CCSA CEO will:
 - 6.3.8.1 Attend the CCSA Member Engagement Group; and
 - 6.3.8.2 Provide a report at least annually to the Board.

6.4 Duties of Office Bearers

- 6.4.1 Unless otherwise determined by the Board, the duties of Office Bearers shall include those specified by the current CCSA Board Manual.

6.5 Disqualification of Board Members

- 6.5.1 An office bearer or member of the Board shall cease to hold such office upon:
 - 6.5.1.1 Resignation in writing to the Chairperson; or
 - 6.5.1.2 Suspension as a member of CCSA; or
 - 6.5.1.3 Absence for three (3) consecutive Board meetings without explanation acceptable to the Board; or
 - 6.5.1.4 Permanent or temporary suspension as a member of the Board by the unanimous vote of all other Board members present at a duly constituted Board meeting.
- 6.5.2 Where the Board exercises any power of adjudication, such as with the disqualification of one (1) or more Board members, the rules of natural justice will be observed by both parties. These include:
 - 6.5.2.1 The right for the person facing disqualification to have the reason for disqualification or expulsion clearly defined in writing to them by the Board or its duly assigned delegate, prior to the disqualification being assigned; and
 - 6.5.2.2 The right for the person facing disqualification to be given a reasonable opportunity to provide their perspective in the matter to the Board; and
 - 6.5.2.3 The Board to carefully consider all relevant aspects in the matter before finalising its decision.
- 6.5.3 Such suspension may be revoked by majority vote at a subsequent Board meeting and a suspended member may require such suspension to be reconsidered at a General Meeting called pursuant to clause 7.1.2.6 or clause 7.2.1 of this Constitution.

7. Proceedings of General Meetings

7.1 Annual General Meetings

- 7.1.1 The Annual General Meeting shall be held at least once in each calendar year and not more than five (5) months after the close of the financial year which shall be June 30th unless altered at an Annual General Meeting.
- 7.1.2 The business of the Annual General Meeting shall be:
 - 7.1.2.1 To confirm the minutes of the preceding Annual General Meeting;
 - 7.1.2.2 To receive the Annual Report of CCSA, including the Chairperson's and Executive Officer's Report for the previous financial year;
 - 7.1.2.3 To receive the Treasurer's Report and the audited financial Statements for the previous financial year, together with the financial year and the financial budget for the current financial year;
 - 7.1.2.4 To appoint an Auditor who is qualified to audit CCSA's Accounts;

- 7.1.2.5 To elect or re-elect the Board members, who must consent in person or in writing; and
- 7.1.2.6 To conduct any other business advised in writing and placed on the Agenda within seven (7) calendar days of the meeting.

7.2 Special General Meetings

- 7.2.1 A Special General Meeting shall be called by the Chairperson within twenty – eight (28) calendar days of receipt of a directive by the Board or a written request to the Chairperson by three (3) Board members or six (6) general members specifying the business to be conducted at the meeting.

8. Annual General Meetings and Special General meetings

- 8.1 Written notice of a minimum of twenty eight (28) calendar days of all Special General Meetings and Annual General Meetings shall be distributed to all members.
- 8.2 Each registered member shall be entitled to one (1) vote at any Special General Meeting and Annual General Meeting at which they are present.
- 8.3 A quorum at any Special General Meeting and Annual General Meeting shall be at least ten (10) active members from the combined membership types, Type 1 and Type 2.
- 8.4 If at any Annual General Meeting or Special General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting, then the meeting must be adjourned for a period not exceeding fourteen (14) calendar days. The quorum for such adjourned meeting shall be reduced to five (5) active members from the combined membership types, Type 1 and Type 2. Failing to meet this quorum during the adjourned meeting, the meeting will lapse altogether.

9. Voting

- 9.1 Only registered members are eligible to vote.
- 9.2 Voting shall be show of hands except that:
 - 9.2.1 Any contested election at an Annual General Meeting or otherwise shall be by postal or electronic or secret ballot.
 - 9.2.2 The meeting may, by show of hands, require any other vote to be by secret ballot.
- 9.3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are tied.

10. The Seal

The common seal shall be affixed only by resolution of the Board or of a General Meeting, and in the presence of two (2) Board members.

11. Dispute Resolution

- 11.1 Dispute resolution applies to disputes under these rules between:
 - 11.1.1 A member and another member; or
 - 11.1.2 A member and CCSA; or
 - 11.1.3 A membership applicant and CCSA.
- 11.2 All disputes will be managed according to the grievance policy of CCSA.

12. Finances and Property

- 12.1 The financial year of CCSA commences on 1st July and ends on 30th June of each year
- 12.2 Accounts to be kept:
 - 12.2.1 CCSA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of CCSA in accordance with the Act.
- 12.3 Accounts and reports to be laid before members:
 - 12.3.1 The accounts, together with the Auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting

- 12.4 Annual returns:
 - 12.4.1 As per requirements of regulatory bodies.
- 12.5 Appointment of auditor:
 - 12.5.1 At each Annual General Meeting, the members present shall appoint an auditor of CCSA who is qualified to audit CCSA accounts as prescribed by the Act.
- 12.6 Persons who by authority accept or incur any pecuniary liability on behalf of CCSA shall be held indemnified against any personal loss in respect of such liability.
- 12.7 Prohibition against securing profits for:
 - 12.7.1 Members
 - 12.7.1.1 The income property and funds of CCSA shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of CCSA and without undue preference.
 - 12.7.2 Employees
 - 12.7.2.1 An employee of CCSA shall, notwithstanding that employment, be entitled to be a member of CCSA, the Board or any sub-committee provided that no person employed permanently or regularly by CCSA on a substantial basis shall be a member of the Board unless specifically provided in this Constitution;
 - 12.7.2.2 No employee shall take part in Board decisions relating to their own employment, or the employment of other employees, and a majority of the Board may require an employee to remain absent from deliberations relating to employment of any employee.
- 12.8 Conflict of Interest
 - 12.8.1 A Board member who has a direct or indirect interest in a contract or service that may confer a benefit or financial gain to them, their family, friends or close associates, will declare the nature and extent of their interest to the Board as soon as they become aware of the interest, and to the next AGM of CCSA, and will not vote in any decision related to the contract or service.

13. Oppressive or Prejudicial Conduct

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

14. Dissolution

- 14.1 CCSA can resolve to wind up by a Special Resolution, if:
 - 14.1.1 At least twenty eight (28) calendar days written notice specifying the intention to propose the resolution as a Special Resolution has been communicated to all members of CCSA; and
 - 14.1.2 It is passed at a meeting referred to in this clause by a majority of not less than three quarters of such members of CCSA as, being entitled to do so, vote in person or by proxy, at that meeting.
- 14.2 Application of Surplus Assets
 - 14.2.1 If CCSA is wound up or if an endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - 14.2.1.1 Gifts of money or property for the principal purpose of CCSA;
 - 14.2.1.2 Contributions made in relation to an eligible fundraising event held for the principal purpose of CCSA; and
 - 14.2.1.3 Money received by CCSA because of such gifts and contributions.

- 14.2.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- 14.2.3 Distribution of surplus assets to CCSA members or Board members is prohibited.

15. Amendment of Constitution and Rules

- 15.1 This Constitution may be repealed or amended by resolution of not less than three quarters of members present and voting at a General Meeting of which not less than twenty eight (28) calendar day's written notice, including notice of repeal, alteration, or amendment, has been distributed to all members.

16. Commencement, Interpretation and Effect of the Constitution

- 16.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by CCSA, the Board, any Committee or Group of the Board or any Member prior to any amended Constitution commencing.
- 16.2 Any question which may arise as to the interpretation or effect of this Constitution or of any Board rules or by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.
- 16.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation, or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- 16.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the objectives of CCSA and ensure its efficient administration; and every act of the Board bona fide resolved upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.