



**Community
Centres SA**

Strengthening Local Communities

PROPOSED CHANGES TO CCSA'S CONSTITUTION

SUMMARY

BACKGROUND

Following identification of the need for the Community Centres SA (CCSA) Constitution to be updated, CCSA sought pro-bono support through Justice Connect and were linked to Minter Ellison. Through a series of online meetings and emails, Minter Ellison provided support, information and advice throughout the process of review.

The tracked changes substantially revise the previous rules into a more formal constitution. They replace older approval references with an adoption-by-members format, update the organisation's terminology, insert a more detailed definitions and interpretation section, refine the objects and powers, add not-for-profit application-of-funds provisions, and expand membership and Board governance processes. It is worth noting that several clauses are legislative requirements and must be in place in order to have the document approved by Consumer and Business Services.

While the document attached indicates all tracked changes, this memo seeks to summarise those changes and identify next steps.

KEY PROPOSED CHANGES

DOCUMENT STATUS AND ADOPTION

The title page removes earlier approval dates and replaces them with wording indicating adoption by resolution of Members, including execution/signature wording for the Chairperson.

TERMINOLOGY AND STRUCTURE

The document consistently moves from references to "rules" and "the Association" toward "this Constitution" and "CCSA". The shorthand "NCHC" is introduced for neighbourhood or community houses or centres.

DEFINITIONS AND INTERPRETATION

A new defined terms and interpretation section has been inserted, including definitions for the Act, Agency, Associate, Board, Board Member, CEO, Commission, Member, NCHC, NCHC Sector, Regulations, Special Resolution and Tax Act. Standard interpretation provisions have also been added.

OBJECTS AND POWERS

The objects clause remains the same with minor edits. The powers clause has been simplified to refer to powers under section 25 of the Associations Incorporation Act 1985 (SA).

APPLICATION OF FUNDS AND CONSTITUTIONAL COMPLIANCE

New clauses have been inserted dealing with use of assets and income, restrictions on distributions to Members and Associates, amendment of the Constitution, registration requirements and notifications to tax or charity regulators where required.

MEMBERSHIP

The membership framework is expanded and modernised. Four membership types are retained: Type 1 and Type 2 NCHCs, Type 3 Community Partners (previously Community Connectors), and Type 4 Friends and Honorary Members.

BOARD COMPOSITION AND APPOINTMENTS

The Board composition is revised to a minimum of seven (from six) and maximum of ten (from nine) Board Members, increasing representation of Types 1 or 2 by one member (total). The constitution now specifies representation thresholds from Types 1 and 2, Types 3 and 4, and independent members, with provisions allowing the Board to appoint additional independent members where election outcomes do not fill required positions. The CEO is removed as ex-officio and instead reports to the Board and attends meetings in this capacity.

BOARD ELECTIONS AND TENURE

Board elections are shifted from postal ballot wording to elections at the Annual General Meeting. Should Board nominations exceed the number of vacant positions, CCSA may hold an electronic ballot ahead of the AGM.

BOARD PROCEEDINGS

The Board provisions are expanded to clarify meeting frequency, quorum, notice requirements, technology-enabled meetings, circulating resolutions, committee appointments, conflicts and pecuniary-interest disclosure obligations.

VOTING

All Members are entitled to vote at an AGM or Special General Meeting, with electronic attendance accepted as a form of participation. Proxy votes are accepted.

DISSOLUTION

A more comprehensive dissolution clause has been developed.