

C O N S T I T U T I O N

1. NAME

The name of the organisation shall be **Pole Depot Community Centre Incorporated**.

2. OBJECTS

The objects of the organisation shall be to:

- (a) serve as a focal point for the provision of services targeting the most disadvantaged in our community to support them through programs, counseling, referral and information;
- (b) assist and support families and individuals in our community to manage the challenges in their lives through the provision of services as identified. Specific services comprising before and after school and vacation care for children, support services for the unemployed and their families, support and care for young adult disabled, support for carers of frail elderly people with dementia and young disabled and youth activities and support are designed to provide maximum benefit for the community;
- (c) cater for recreational, educational and developmental needs of the community by offering information, activities, services and referrals and encouraging the establishment of neighbourhood networks;
- (d) stimulate community development by co-operating and affiliating with any bodies whose objects are altogether or in part similar to those of the Centre;
- (e) liaise with Local, State and Federal Government departments and other community groups as necessary;
- (f) raise, obtain and receive funds or other aid for the purpose of achieving the objects of the organisation;
- (g) apply the capital, income and property of the organisation towards the objects of the organisation;
- (h) hold all lands, moneys, securities and other property, real and personal, belonging to the organisation;
- (i) invest any moneys of the organisation and to hold such investments;
- (j) do all such lawful things as are incidental or conducive to the achievement of the foregoing objects or any of them;
- (k) ensure awareness among all ethnic communities of the services provided;
- (l) promote equal access to services for non-English speaking communities;
- (m) promote services which are culturally sensitive and appropriate.

3. MEMBERSHIP

- (a) The following shall be eligible to become members of the organisation:
 - (i) Persons who live or work in St George, comprising the municipalities of Hurstville, Rockdale and Kogarah.
 - (ii) Persons who are users of the Centre, regardless of boundaries.

- (iii) Persons with areas of identified expertise by the organisation which will benefit the effective operation of the Centre, as deemed by the Board, regardless of boundaries.
 - (iv) Community-based organisations located in St. George and providing services to the community in line with the objects of Pole Depot Community Centre Inc.
- (b) The following persons are not eligible to become members of the organisation:
- (i) Persons paid a salary or wage as an employee of the Centre.
 - (ii) Persons less than 18 years of age.
 - (iii) Former Pole Depot employees.

3.1 Associate Membership

Associate members shall be persons or representatives of organizations interested in the activities of the organisation but who choose not to be a full member of the organisation as described in 3(a) above. Associate members shall have no voting rights and shall be ineligible for election to the Board, shall not be included in quorum requirements of the organisation but shall receive a copy of all Pole Depot literature distributed to members of the organisation.

3.2 Nomination for membership

- (a) Application for membership shall be in writing, signed by the applicant and be in such form and contain such requirements as the Board from time-to-time prescribes.
- (b) Applications from organisations shall include the full name and address of the organisation nominated, as well as the full name and address of the proposed delegate. Organisational membership applications should be signed by an office-bearer of the organisation and the proposed delegate.
- (c) As soon as practicable after the receipt of an application for membership, it shall be considered by the Board, who shall determine the admission or rejection of the application.
- (d) As soon as practicable after the Board makes that determination, the secretary organises to:
 - notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable); and
 - if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member as entrance fee and annual subscription.

3.3 Register of Members

- (a) A Register of Members shall be kept in a secure safe on the premises of Pole Depot Community Centre Inc., showing each member's name, address and the date of commencement of membership.

3.4 Fees and Subscriptions

- 3.4.1 A member of the organisation must, on admission to membership, pay to the association a fee of \$2 or, if some other amount is determined by the Board, the other amount.
- 3.4.2 In addition to any amount payable by the member under clause (3.4.1), a member of the organisation must pay to the association an annual membership fee of \$5, or if some other amount is determined by the Board, that other amount.
- 3.4.3 An Associate Member of the organisation must pay to the association an annual membership fee of \$2, or if some other amount is determined by the Board, that other amount.

- 3.4.4 Annual membership is payable before the 1st July each year, or on becoming a member on or after 1st July and subsequently before 1st July each succeeding year.

3.5 Cessation of membership

A person shall cease to be a member of the organisation if the member:

- (a) dies;
- (b) resigns from membership by notice in writing;
- (c) if, three months after notice of any membership fees being due has been sent to the member, is still in arrears;
- (d) is expelled from membership.

3.6 Liability of members

Members shall have no liability to contribute to the payment of debts and liabilities of the organisation or to the costs of the winding up of the organisation, except to the amount of their own unpaid membership.

3.7 Internal disputes

The Board shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- (a) a process to bring the parties together to resolve the dispute at an early stage;
- (b) a process to ensure that all parties receive a full and fair opportunity of presenting their case;
- (c) the appointment of an independent person to arbitrate in the dispute;
- (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as 'a centre for dispute settlement'.

3.8 Suspension of members of the Organisation

- (a) If, in the opinion of the Board, the behaviour of a member is detrimental to the best interests of the organisation, the Board may suspend all membership rights of such member for a period of one month.
- (b) If a decision is made to suspend a member, the Secretary shall call a Special Board Meeting to consider the expulsion of such member. Such Special Board Meeting shall be held within one month of the suspension decision.
- (c) The Board may take any other disciplinary action against a member if it sees fit. If the member requests a Special General Meeting to appeal against such action, the Secretary shall cause such a Special General Meeting to be held within one month of the member's request.

4. MANAGEMENT

- (a) The control, direction and management of the affairs of the organisation shall be vested in the Board. The Board has a clear governance role, with a focus on strategic directions, policy, financial viability, compliance in legal, financial and employment related areas, and employment of the Centre Director.

The Board shall consist of ten members, these being a mix of representatives of the local community or users of the services provided by the Pole Depot Community Centre Inc. and one local government representative from Hurstville City Council.

- (b) Election of executive members will be conducted within 21 days after the Annual General Meeting, at which a secret ballot will be held, after going through the requirements/duties of each executive position.

- (c) In the event of a vacancy on the Board, the Board may appoint a member to fill the vacancy. Such replacement shall, wherever possible, represent the local community or be a service user whichever was vacated by the previous incumbent.
- (d) A maximum of two-thirds of the committee shall continue and be elected automatically, with one-third standing down as outlined in the Board Succession Policy. In the event all positions are not filled, then members of the outgoing Board are eligible to nominate to the Board at the first meeting of the new Board.
- (e) The term of each officer elected at the Annual General Meeting, or to fill a vacancy in the interim period shall be from his/her election until the next Annual General Meeting.

4.1. Office bearers

- (a) The office bearers shall be the Chairperson, Vice Chairperson, Secretary and Treasurer, who shall hold office from the time of their election or appointment until the next Annual General Meeting, but may be re-elected as outlined in the Board Succession Policy.
- (b) In the event of a vacancy in the office of an office bearer, the Board may appoint one of their numbers to the vacant position.

4.2 Conflict of Interest

Any members of the Board who have a financial interest in any contract or arrangement made, or proposed to be made with the organisation, shall disclose their interest to the meeting of the Board at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the committee after the acquisition of their interest.

If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting held after they become so interested.

No members of the Board shall vote as members of the Board in respect of any contract or arrangement in which they are so interested as aforesaid. If members do so vote then their votes shall be disregarded.

All declarations of interest under this clause shall be recorded in the minutes.

4.3 Sub-committees

Sub-committees may be established as and when needed to ensure the smooth running of the organisation. Each Sub-committee will have:

- a specific list of members;
- a purpose and terms of reference;
- a specified term; and
- a mechanism for reporting back to the Board.

Finance Sub-committee will comprise at least:

- Chairperson
- Treasurer
- At least one Board member
- Centre Director
- Finance & Administration Manager

The Board may appoint non-members of the organisation to any sub-committee. Any recommendations made by a sub-committee shall be required to be ratified by the Board.

4.4 Vacation of office

The office of a member of the Board shall become vacant if the member:

- (a) dies;
- (b) resigns from office by notice in writing to the organisation;
- (c) is absent for more than three consecutive meetings without leave of the Board;
- (d) ceases to be a member of the organisation;
- (e) is removed from office by a resolution passed by an 80 percent majority of members at a properly constituted general meeting especially called for the purpose.

5. PUBLIC OFFICER

- (a) The Board shall appoint a Public Officer for the organisation.
- (b) The duties of the Public Officer shall be those required of a Public Officer under the Associations Incorporation Act, 1984.
- (c) The position of Public Officer shall become vacant if the Public Officer:
 - (i) dies;
 - (ii) resigns from office by notice in writing to the organisation;
 - (iii) is removed from office by a decision of the Board or of a General Meeting;
 - (iv) becomes bankrupt or financially insolvent;
 - (v) becomes mentally ill, or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (vi) ceases to be a resident of New South Wales.
- (d) In the event of a vacancy in the position of Public Officer, the committee shall appoint a new Public Officer within fourteen (14) days.

6. MEETINGS

6.1 Proceedings of the Board

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit, provided that the committee shall meet at least nine times per year.
- (b) The Chairperson may at any time, and the Secretary shall on the request of any three (3) members of the committee, summon a meeting of the Board. The Secretary shall give seven (7) days' clear notice of such meeting.
- (c) At all meetings of the Board, the Chairperson, or, in the Chairperson's absence, the Vice Chairperson, shall preside, but if neither of these office bearers is present or willing to act, the members present shall choose one of their number to be Chairperson at that meeting.
- (d) All members of the organisation shall be able to attend all meetings of the Board to speak, but not vote at such meetings, provided that the Board shall have the right to close the meeting to non-members of the Board during the discussion of any matter.
- (e) The date, time and location of Board meetings shall be determined at the first Board meeting after the Annual General Meeting.

6.2 Quorum

- (a) At meetings of the Board, a quorum shall consist of half plus one of current Board members.

- (b) If, within half an hour of the time set down for a meeting to commence, a quorum is not present, then the meeting shall be adjourned to the same time and place seven (7) days later.

6.3 Voting

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting on the question. A determination by the majority of the members of the Board present and voting shall, for all purposes, be a determination of the Board. In the event of a tied vote, the question shall be decided in the negative.

7. SPECIAL RESOLUTIONS

- (a) The following decisions may only be made by the organisation as a special resolution:
 - (i) changing the organisation's name;
 - (ii) changing these rules;
 - (iii) voluntary winding up of the organisation and distribution of its property.
- (b) A special resolution shall only be passed by a 75 percent majority at a Special General Meeting or an Annual General Meeting.
- (c) At least fourteen (14) days' written notice shall be given advising all members of the special resolution that is to be moved.

7.1 Amendments to the Constitution

- (a) Amendments to the Constitution may only be made at an Annual General Meeting or at a Special General Meeting specifically called for the purpose provided that the motion be supported by a minimum three quarters of the members present at the meeting. Any member of the organisation may propose a motion to amend the Constitution. Any proposal to amend the Constitution shall be delivered to the Secretary fourteen (14) days prior to the Board meeting at which the proposal is to be considered.

8. GENERAL MEETINGS (INCLUDING ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS)

8.1 Annual General Meetings

- (a) The Annual General Meeting of members shall be held within six months of the end of each financial year, when the Annual Report and audited financial statement shall be presented and the election of the Board shall be held.
- (b) Twenty eight (28) days notice of the Annual General Meeting will be given by the Secretary to all members. Such notice shall specify the business to be transacted at the meeting.
- (c) The returning officer shall hold office from the time of their election or appointment until the next Annual General Meeting, but may be re-elected.

8.2 Proceedings at Annual General Meetings

- (a) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) to receive reports on the activities of the organisation during the last preceding financial year;
 - (iii) to elect members of the Board.
- (b) The names of the ongoing committee will be read out at the Annual General Meeting and shall be declared elected by the Returning Officer.

- (c) The names of all persons nominated for the remaining positions shall be in writing and received not later than one (1) week prior to the Annual General Meeting. These shall be read out, and, if not exceeding the number available, such persons shall be declared elected by the Returning Officer. If less written nominations are received than the number of remaining vacancies, nominations may be taken from the floor. If nominations from the floor exceed the number of remaining vacancies, then a ballot shall be conducted for those vacancies only. If written nominations have been received for more than the number of remaining vacancies, the Returning Officer shall declare elected those who receive the highest votes.

8.3 Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the organisation.
- (b) The Board must, on the requisition in writing from 4 members of the Board or ten percent of members of the organisation, convene a Special General Meeting of the organisation. Such Special General Meetings shall be held within one month from the date of receipt of request.
- (c) A requisition of members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and
 - (iii) must be lodged with the secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Board fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (e) A Special General Meeting convened by a member or members referred to in paragraph 8.3(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board, and any member who consequently incurs expenses is entitled to be reimbursed by the organisation for any expense so incurred.

8.4 Proceedings at Special General Meetings

Only such business as is specified in the written request for the meeting shall be transacted at the Special General Meeting, except that minutes of the previous Special General Meeting may be confirmed.

8.5 Quorum at General Meetings (including Annual General Meeting and Special General Meetings)

- (a) A quorum shall consist of eight (8) members or ten percent of members, whichever is greater.
- (b) In the event of a Special General Meeting being adjourned because of lack of a quorum, at least fourteen (14) days' notice of the adjourned meeting shall be given to members.
- (c) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

8.6 Voting at General Meetings

- (a) At any Annual or Special General Meeting, a resolution put to the vote of a meeting shall be decided by a show of hands unless a poll is, before or on the declaration of the

- result of the show of hands, demanded by the Chairperson or by at least three members.
- (b) Each member present and voting, including the Chairperson at a Special General Meeting, shall have one (1) vote.
 - (c) In the event of a tied vote, the question shall be decided in the negative.

8.7 Minutes

- (a) The Board shall cause minutes to be made of:
 - (i) all appointments of members of the Board and office bearers;
 - (ii) the names of members of the Board present at all meetings of the Board and Sub-committee and at all General Meetings;
 - (iii) all proceedings at all meetings of the Board, Sub-committee and at all General Meetings;
 - (iv) decisions on motions whether carried or rejected.
- (b) The minutes of the proceedings of open meetings shall be kept in a suitable book, which shall be open for inspection by any member of the organisation.
- (c) Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held, or at the next succeeding meeting.

9. FINANCIAL YEAR

The financial year shall conclude on 30th June.

9.1 Finances

- (a) All moneys received by the organisation shall be deposited intact at the earliest possible date to the credit of the organisation's bank account. Receipts for money received shall be issued promptly.
- (b) All account payments shall be authorised by any two of the signatories, who shall be appointed from time to time by the Board.
- (c) Any capital expenditure exceeding the delegation budget must be formally approved by the Board.
- (d) The Treasurer shall present a financial report to the Board meeting on request.

10. INSURANCE

The organisation shall effect and maintain such insurance as is required by the Associations' Incorporation Act, 1984, and any other such insurance as may be required by law or considered necessary by the Committee.

11. NON DISTRIBUTION OF PROFITS

- (a) The income and property of the organisation, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules.
- (b) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the organisation.
- (c) The requirement contained in 11(b) shall not, however, prevent the payment in good faith of:
 - (i) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the organisation, or otherwise owing by the organisation to the member; or
 - (ii) any remuneration to any officers or servants of the organisation or other person

in return for any services genuinely rendered to the organisation.

12. DISSOLUTION

- (a) The organisation shall be dissolved upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.
- (b) Upon a resolution being passed in accordance with paragraph 12(a) of this rule, the net assets or property available, after satisfying all debts and liabilities shall, upon determination by the members of the organisation, be handed over to some other organisation or organisations having objects similar to the objects of the organisation, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the organisation under Rule 11. However, in making the distribution, the organisation must ensure it satisfied all legal obligations applying to any funds or property over which a charitable trust exists.

13. COMMON SEAL

The Common Seal of the organisation shall be kept securely stored at Pole Depot Community Centre and shall only be affixed to a document with the approval of the Committee.

Amended and Approved at the Annual General Meeting 27 October 2009.