

GOODWOOD COMMUNITY SERVICES INC.

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**Goodwood
Community
Services Inc.**

COMMITTEE CONSTITUTION

December 2019

1. NAME

The name of the Association shall be Goodwood Community Services Incorporated and hereinafter called the "Association".

2. OBJECTS

The objects of the Association shall be:

- 2.1.** To provide and support health, welfare, social, educational, community development, multicultural diversity and recreational services within the area bounded by Greenhill, Unley, Cross and South Roads and Anzac Highway ["the local area"]; and to such communities and groups that may benefit.
- 2.2.** To foster the expansion of such services by liaising, partnering and entering other such arrangements with other organisations, government departments and agencies.
- 2.3.** To manage an organisation so that it is a self-managed enterprise body that is responsible to its community to meet goals of sustainability and social responsibility.
- 2.4.** To encourage community involvement and participation in such services such that that users, participants and friends of GCS have a stake in the organisation and part of the way in which activities are planned, managed and implemented by GCS.
- 2.5.** To provide assistance to newcomers to the local area and to co-ordinate the provision of services to them;
- 2.6.** To provide assistance and support to groups and individuals, disadvantaged by poverty, sickness and disability;
- 2.7.** To do all such other things, as may be incidental to the attainment of such objects

3. DEFINITIONS

- 3.1.** 'Management Committee' means the Committee of Management of the Association
- 3.2.** 'the Act' means the Associations Incorporation Act 1985.
- 3.3.** 'special resolution' means a special resolution defined in the Act.
- 3.4.** 'Member' means a member of the Association.
- 3.5.** 'Participants' – persons who are registered with a program or service of Goodwood Community Services Inc.
- 3.6.** "Contributors" – Those that work for and, or directly support Goodwood Community Services -e.g. staff members, registered volunteers, recognised donors and sponsors and the management members of user groups.
- 3.7.** "Nomination" – a person seeking to be elected to the Board shall complete an appropriate nomination form as determined by the Board prior to that election. The candidate's nomination shall be endorsed by a member of Goodwood Community Services.
- 3.8.** "Auditor" – Where the constitution refers to the use or appointment of an Auditor, the appointment shall occur in compliance with legislation. Where there is no requirement, the Board shall have the discretion not to appoint.

4. MEMBERSHIP

4.1. Application

There shall be one membership register. A Member commences membership when the application for membership has been agreed by the Board and placed on the register.

There are two ways of becoming a member:

- 4.1.1. Payment - Payment of the membership fee and completion of a membership form as prescribed by the Board.
- 4.1.2. Participants - Persons who register with a program or service of Goodwood Community Services Inc. and who complete a membership form as prescribed by the Board.
- 4.1.3. Contributors - Persons who meet the definition of a contributor and are invited by the Board of Goodwood Community Services to become a member. Their name shall be added to the membership roll for the year of the invitation and shall lapse thereafter unless renewed by invitation.

4.2. Membership Fees

A person shall remain a member until the Board at its discretion agrees the cancellation on grounds of;

- 4.2.1. Failure to pay any fee prescribed by an AGM, or
- 4.2.2. They have ceased to be registered with a service or program of GCS for a period greater than one year or
- 4.2.3. They have resigned.

4.3. Register of User Members

A register of all Members must be kept and contain the name and address of each member and the date on which each member was admitted to the association.

4.4. Refusal of Membership

- 4.4.1. The Board may refuse to accept a membership application or accept its continuation on the grounds that the granting or maintaining the membership will be a detrimental to the interests of the Association. The applicant concerned may appeal the determination at the next general meeting of the Association.

4.5. Membership Fee

- 4.5.1. The Annual General Meeting shall set the membership fee on advice from the Board. The initial fee shall be One Dollar (\$1) and shall remain so unless otherwise agreed by an AGM.

4.6. Expulsion of a member

- 4.6.1. The Management Committee may resolve to expel member upon a charge of misconduct detrimental to the interests of the Association. The member concerned shall be given 7 days' notice to make a written response to the charge. This will be heard at a meeting for no more than 10 minutes for the Management Committee to consider their response.
- 4.6.2. The determination of the Management Committee will be final, and all membership rights will cease immediately upon the acceptance of a vote to expel the member and the membership records noted accordingly.
- 4.6.3. The member shall be advised in writing within 2 working days of the outcome of any vote to expel them by the Management Committee.
- 4.6.4. An expelled member shall not be eligible to re-join the Association for at least 2 years or for a period to be determined by the Management Committee.

5. THE MANAGEMENT COMMITTEE

5.1. The Board shall be a minimum of seven (7) persons or a maximum of eleven (11) comprising: -

- 5.1.1.** Four persons elected by an AGM who shall each serve two-year terms. Two persons shall be elected at one AGM, the other two at a subsequent AGM.
- 5.1.2.** Three persons appointed by the elected persons each for a term of three years. Each appointment shall be made sequentially such that one appointment shall retire at each AGM. On retirement, the person is eligible for re-appointment.
- 5.1.3.** Co-opted Persons: Additionally, there may be up to a further four persons appointed by the Board after an AGM to serve on the Board for a nominated period until the next AGM.

5.2. The Appointment shall be

- 5.2.1.** One (1) person trained in legal matters with either a minimum of five years' experience or with specialise knowledge relevant to the management of a community body;
- 5.2.2.** One (1) person trained in financial matters with either a minimum of five years' experience or with specialist knowledge relevant to the management of a community body;
- 5.2.3.** One (1) person trained in an expertise and / or with a minimum of five years' experience or with specialist knowledge relevant to the purpose of GCS – primarily these being education, community development and / or social work.

5.3. The board shall control and manage the affairs, funds, and other property of the Association in accordance with the rules, policies and procedure of the Association and the powers of the Act.

5.4 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below four.

5.5 Board members shall, upon election, become members in their own right and shall not in their capacity as Board members, act as representatives of another organisation.

5.6 The Chairperson shall be elected by the members of the Association from the candidates for election at a relevant AGM for a period of two years. At that election, the election of Chairperson shall be held first, and the subsequent remaining position will be filled in a separate ballot.

5.7 The Board shall appoint Office Bearers and specific roles to meet the needs of the Association and an auditor at the next meeting following the AGM. Their term of office will last until the next AGM.

5.8 There shall be an executive of the Association consisting of the Chairperson and two other Members of the Board who shall collaboratively have power to make a decision where a decision cannot be delayed until the next management committee meeting.

5.9 The Board may appoint members of the Association to fill a casual vacancy. Such person will hold office until the Association's next AGM at which time they will be eligible for election.

5.10 The Board may delegate any of its powers to a subcommittee or the Executive Officer.

5.11 An office bearer or member of the Board shall cease to hold such office upon;

- Resignation in writing, or
- Absence for three successive committee meetings without an explanation acceptable to the committee, or
- Expulsion.

5.12 The Board shall have final determination on any matter.

5.13 The Board will review the work of the year and it will undertake a strategic planning process once a year.

5.14 A staff member of GCS cannot be a member of the Board

5.15 A volunteer managing a program of GCS cannot be a member of the Board

5.16 A Board member may not be a volunteer in a GCS program unless agreed by the Board and for not more than a fixed period of three (3) months. This may be renewed.

5.17 The Board may agree a member of the Board to manage a GCS program on a voluntary basis for a once only fixed period not exceeding three (3) months.

5.18 Retiring Board members are able to renominate.

6. COMMITTEE MEETINGS

6.1. The Management Committee shall meet at least once a month between February and December of a calendar year.

6.2. Quorum of 4 members is required at each committee meeting.

6.3. The Chairperson or two other members of the Management Committee shall have power to call a meeting.

6.4. Notice of meetings shall be given at the previous Committee Meeting or by seven days written notice distributed to all committee members or in an emergency, by such other notice as shall be ratified by the Committee.

6.5. The committee may meet at any time as agreed and by any agreed legitimate means (e.g. email/ conference/ phone)

6.6. A matter may be added to the meeting agenda by members by way of notifying the Chairperson and the committee must deal with a notified matter at the next Management Committee meeting.

6.7. The Management Committee shall invite guest to attend committee meetings who will have no voting rights.

7. GENERAL MEETINGS

7.1. General Meetings, which shall include the Annual General Meeting and any Special Meeting, shall be held not less than once in each calendar year to further the objects of the Association.

7.2. Written notice of not more than twenty days and not less than seven days of all General Meetings shall be displayed at any premises occupied by the Association, and otherwise publicised as appropriate.

7.3. The Annual General Meeting shall be held in within five months of the end of the financial year.

7.4. Annual General Meetings shall be open to all persons.

7.5. A quorum at any General Meeting shall be ten people who are entitled to vote.

7.6. If at any General Meeting there is not a quorum within thirty minutes of the time appointed for the meeting, then a majority of those present who are entitled to vote, may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meetings shall be reduced to five, failing which the meeting will lapse altogether.

7.7. The business of the Annual General Meeting shall be;

7.7.1. To receive the Chairperson's report,

7.7.2. To receive the Treasurer's report and the audited financial statements for the previous financial year,

7.7.3. To receive all other reports on the business of the Association,

- 7.7.4. To elect or re-elect the Committee members following the nomination and election procedure,
- 7.7.5. To conduct any other business placed on the agenda before the commencement of the meeting.
- 7.8. A Special General Meeting shall be called by the Secretary within twenty-one days of receipt of a directive of the Committee or a written request of three Committee members or six members of the public entitled to vote, specifying the business to be conducted at the meeting.

8. VOTING

- 8.1. Voting shall be by show of hands and be determined by simple majority, except that:
 - 8.1.1. Any contested election at an Annual General Meeting or other meeting shall be by secret ballot
- 8.2. A meeting may, by show of hands, require any other vote to be by secret ballot.
- 8.3. At General meetings;
 - 8.3.1. Only members of the Association shall be entitled to vote.
 - 8.3.2. Voting entitlement shall be determined by reference to the register of members
 - 8.3.3. Only a person entered onto the Register of Members by the Board prior to the AGM shall be entitled to vote.
 - 8.3.4. To vote in a multiple candidate election, a voter shall record a one (1) against the candidates of their choice not exceeding the number of positions available. (e.g. for a valid vote for three positions means casting three or less (1) votes). The position will be determined by the persons receiving the highest number of (1) votes. Where there is a tie, the position shall be determined by lot.
- 8.4. There shall be no proxy voting.

9. ROLES OF THE OFFICE BEARERS AND OTHER ROLES

9.1. Chairperson

- 9.1.1. The Chairperson shall ensure the safe keeping of the Common Seal which shall be affixed only by resolution of the Committee or of a General meeting and in the presence of two Committee members including at least one office bearer.
- 9.1.2. The Chairperson at any meeting shall have a casting vote in the event that voting is tied.
- 9.1.3. The Chairperson shall chair the Management Committee and General Meetings except that, in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting, another member may be elected as the meeting's Chairperson.
- 9.1.4. The Chairperson, together with the Secretary and Co-ordinator, shall prepare the agenda for the Committee and General Meetings, and include any items submitted by Committee members
- 9.1.5. The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 9.1.6. The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Management Committee or General Meetings. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two members of the committee.

9.2. Treasurer

- 9.2.1. The Treasurer shall be elected by the Management Committee from among their number at the first meeting after the AGM.

9.2.2. The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association. Payments shall be by petty cash, by cheque, or by electronic transfer signed by two authorised signatories of whom there shall be no more than five appointed by the Committee. Major or unusual expenditure shall be authorised in advance by the Committee or a General Meeting.

9.2.3. The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Committee Meeting.

9.2.4. The Treasurer shall present audited accounts to the Annual General Meeting.

9.3. Secretary

9.3.1. The Secretary shall call meetings in accordance with the provisions of this constitution.

9.3.2. The Secretary shall cause records to be kept of the business of the Association, including the constitution and the policies, membership register, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of, the Association

9.3.3. May be a paid or voluntary position, to be determined by the Management Committee.

9.4. Public Officer

9.4.1. The public officer performs an important role within an incorporated association, acting as the central contact person for the association. Any notice or other document can be served on an incorporated association by serving it on its public officer. The public officer must sign most of the forms and returns lodged with Consumer and Business Services.

9.4.2. The Association shall appoint a person, over the age of 18 years, and a resident in this State, to be its Public Officer.

9.4.3. The Committee shall ensure that the position of Public Officer is always filled.

9.5. Auditor

9.5.1. An independent, qualified Auditor shall be appointed by the Committee and shall hold the appointment until he/she resigns or is dismissed.

9.5.2. The Auditor shall in each year examine the accounts and supporting documents (including the minutes) and shall certify the correctness thereof.

9.5.3. The Auditor shall report to Committee members the result of the audit; and other matters relating thereto.

10. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

11. ADMENDMENT OF CONSITUTION AND RULES

11.1. This Constitution may be repealed, altered or amended by resolution of two-thirds of those present who are entitled to vote at a General meeting, of which not less than twenty-one days written notice (including notice of the proposed repeal, alteration or amendment) has been distributed, displayed and published.

11.2. A General Meeting may make, repeal, alter or amend Policy and Procedure for the proper administration of meetings or business provided that no less than twenty-one days written notice, including notice of the proposed new Policy and Procedure or repeal, alteration or amendment has been distributed, displayed and publicised.

12. FINANCES AND PROPERTY

- 12.1.** Committee members, who, by authority, accept or incur any pecuniary liability on behalf of the Association, shall be held indemnified against any personal loss in respect of such liability.
- 12.2.** The income, property and funds of the Association 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 therein contained shall prevent the payment in good faith to any person in return for services actually rendered.
- 12.3.** On dissolution, all property, whether real or personal, remaining after payment of all debts and legal liabilities, shall be transferred to such other body formed for promoting similar objects; or charitable objects as shall be approved by the Association, provided that if the Association shall have been approved pursuant to Section 78 1(a) of the Income Tax Assessment Act, then, such other bodies shall also be so approved and provided that the Association shall not be dissolved except by approval of not less than two thirds of members present and voting at a meeting called for that purpose, of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

13. WINDING UP OF THE ASSOCIATION

- 13.1.** The Association resolves to wind up by a special resolution.
- 13.2.** Special Resolution of the Association means a resolution passed at a duly convened meeting of persons entitled to vote as per the constitution if;
 - 13.2.1.** at least 21 days written notice specifying the intention to propose the resolution as a special resolution; and
 - 13.2.2.** it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of people entitled to vote at that meeting.