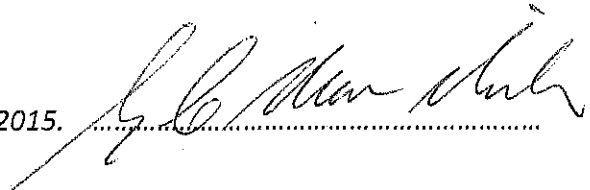


*This is the annexure of 6 pages marked A referred to in Form A signed by me, Gordon Mac Nish, and dated 17 October 2015.*



## **Glyde-In Community Learning Centre Incorporated Constitution**

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#### **1 NAME**

**The Association** shall be known as 'Glyde-In Community Learning Centre Incorporated, hereinafter referred to as 'the Centre', of 42 Glyde Street, East Fremantle, Western Australia, 6158.

#### **2. GLYDE-IN VISION**

To enhance quality of life and reduce social isolation in the community.

#### **3. OUR MISSION STATEMENT**

The Glyde-In Community Learning Centre provides a venue for learning, recreation and social participation.

#### 4. **STATEMENT OF PURPOSE**

The Centre is a not for profit organisation where the membership and staff share responsibility for management. Its purpose is to foster community learning, recreation and social participation. Membership is open to all.

#### 5 **OBJECTIVES**

- 5.1 To provide a non-political, non-sectarian facility for East Fremantle and the broader community.
- 5.2 To provide classes, educational opportunities and recreational activities in response to community needs.
- 5.3 To provide activities for members to help them to be active, healthy, happy and occupied, and to avoid alienation and isolation.
- 5.4 To provide opportunities for people to share and exchange their skills.
- 5.5 To create an environment in which personal and community development can take place in a friendly neighbourhood context.
- 5.6 To perform any other tasks consistent with these objectives (as decided by the Centre).

#### 6 **MEMBERSHIP**

- 6.1 **Membership eligibility:** Any interested person may become a member of the Centre on the person's name being entered in the Register of Members and paying the prescribed fee.

The Register of Members shall record the name and address of each member as at the date of commencing membership, in accordance with Section 27 of the Associations Incorporations Act 1987.

- 6.2 **Suspension of Members:** Any member acting in any way prejudicial to the interests of the Centre, whether pecuniary, ethical or otherwise, may be expelled or suspended from membership for such period as determined by the Management Committee. Any member so suspended shall have the right of appeal to a General Meeting of the Centre. The appeal shall be dismissed if a simple majority of members present vote for a dismissal of the appeal. Any such vote shall be by secret ballot. Any suspended person shall not be entitled to any refund of fees.

- 6.3 **Members' register:** The names and postal addresses of members are available to other members on request.

#### 7 **CONSTITUTION**

The Centre shall be conducted in accordance with the Constitution.

- 7.1 The objectives of the Centre (subject to approval as may be required by law) and the policies herein contained may be amended, varied or rescinded and a new objective or objectives and policies approved at a Special General Meeting. The notice of such meeting shall contain the text of the proposed amendment, or state that the amendments are

available for inspection by any member at a place nominated in the notice for a period of not less than fourteen days.

- 7.2 Amendments to the Constitution shall be adopted if seventy-five percent of support is received from the voting members at the Special General Meeting.

## **8 MANAGEMENT COMMITTEE**

### **8.1 Composition and Obligations**

The Management Committee of the Centre shall be elected from the members and comprise:

- a Chairperson
- a Vice-Chairperson
- a Secretary
- a Treasurer

and not less than two other Committee Members and no more than eight, and can include a non-voting representative from the Town of East Fremantle.

- 8.1.2 Office Bearers will be elected by the new Committee as soon as possible after the Annual General Meeting.
- 8.1.3 The Management Committee may co-opt persons with special knowledge to the Management Committee, who shall be ex-officio.
- 8.1.4 Committee members are elected for 12 months and may stand for re-election at the Annual General Meeting of the Centre.
- 8.1.5 Office Bearers may serve for a maximum of four (4) consecutive terms or at the discretion of the Management Committee.
- 8.1.6 The quorum will be a minimum of fifty per cent plus one of the Management Committee members.
- 8.1.7 Resignation of Management Committee members must be in writing.
- 8.1.8 If a Management Committee position becomes vacant at any time the Management Committee may appoint a person to fill such position until the next Annual General Meeting.
- 8.1.9 Membership of the Management Committee shall cease if the member fails to attend three consecutive committee meetings without notification or apology.
- 8.1.10 The Management Committee shall meet no less than six times per year.
- 8.1.11 No two consecutive months shall pass without a Management Committee Meeting.

### **8.2 Powers**

The policies and procedures shall be vested in the Management Committee with the power to do all such things as are necessary, incidental or conducive to the attainment of the objectives of the Centre.

- 8.2.1 The Management Committee may determine membership fees annually.

- 8.2.2 Sub-Committees may be appointed for specific purposes and their terms of reference set out by the Management Committee.
- 8.2.3 All recommendations made by a sub-committee must be reported to the Management Committee and approved by that Committee before they are implemented or acted upon, unless, when appointed, the sub-committee is given the power to act.

## 9 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held within the first four months of each financial year.

### 9.1 **Items of business** conducted at the meeting will include:

- Minutes of previous Annual General Meeting
- Presentation and adoption of reports
- Election of Auditor for the ensuing year
- Election of Committee Members
- Motions
- General Business

### 9.2 **Notice of Meeting**

Notice of the Annual General Meeting will be sent to all financial members at least fourteen days before the Annual General Meeting. Any accidental omission to give notice to any members shall not invalidate the meeting.

### 9.3 **Notices of Motions**

Notices of motions for the Annual General Meeting shall be in the hands of the Secretary at least seven days prior to such meetings.

### 9.4 **Voting**

- 9.4.1 Voting at the AGM shall be by show of hands from financial members. All matters shall be decided by a simple majority. In the case of a tied vote, the retiring chairperson shall have the casting vote.
- 9.4.2 Nominations for Management Committee members must be received in writing at the Centre at least seven days prior to the Annual General Meeting.
- 9.4.3 If insufficient nominations have been received, nominations may be accepted at the Annual General Meeting itself to make up the required numbers.
- 9.4.4 If more than twelve nominations are received, voting shall be by secret ballot.
- 9.4.5 **Nominations** for Management Committee members must be received at the Centre seven days prior to the Annual General Meeting. All nominations must be accepted in writing by the nominee.

- 9.4.6 **In the event of insufficient nominations** having been received, nominations may be accepted at the AGM itself to make up the required numbers.
- 9.4.7 **Voting** at the AGM shall be by show of hands. In the event of more than twelve nominations being received, voting shall be by secret ballot. All matters shall be decided by a simple majority and in the case of a tied vote the retiring Chairperson shall have a casting vote.
- 9.4.8 **Proxy votes** for the AGM, Special General Meetings and Management Committee meetings must be:
- a) In writing;
  - b) Addressed to the Chair;
  - c) Received by 4pm the day prior to the meeting;
  - d) And be applicable to specific agenda items.

## 10 SPECIAL GENERAL MEETING

Special General Meetings may be convened by a resolution of the Management Committee or follow a request by at least six members. At least fourteen days' notice in writing is to be given of the Special General Meeting.

## 11 FINANCE

- 11.1 **The financial year** will commence on the first day of July and finish on the thirtieth day of June the following year.
- 11.2 **Audit:** The financial records shall be audited at the end of each financial year, and an audited statement shall be presented at the Annual General Meeting.
- 11.3 The **income and property** of the Centre, from whatsoever source, shall be applied solely towards the promotion of the objectives of the Centre. No proportion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Centre unless such person is employed (paid or unpaid) by the Management Committee or the co-ordinator.
- 11.4 Proper financial records of income and expenditure are to be kept by the book-keeper and supervised by the Treasurer.
- 11.5 The Treasurer will report on the financial affairs of the Centre at each Management Committee meeting.
- 11.6 Funds of the Centre shall be kept in accounts with the name of the Centre at either a bank or a building society nominated by the Management Committee.
- 11.7 Monies shall only be withdrawn from the Centre's bank accounts by electronic funds transfer or by cheque signed by any two authorised signatories.

11.8 **Trustees:** Unless otherwise determined by the members, the Management Committee for the time being shall be deemed to be the Trustees of the Centre to hold any property real or personal belonging to the Centre.

**12 POLICIES AND PROCEDURES**

The Management Committee may draw up policies and procedures governing the management of the Centre and may vary and interpret them.

**13 COMMON SEAL**

The Common Seal of the Centre, engraved with the name of the Centre, shall be kept in the care of the Chair. The Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Management Committee and in the presence of the Chairperson/acting Chairperson and two members of the Management Committee, both of whom shall subscribe their names as witness.

**14 DISSOLUTION**

The Centre may be wound up by a special resolution of a Special General Meeting convened for such a purpose with at least fourteen days' notice.

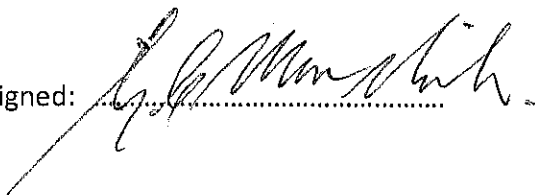
**14.1** If, on the winding up of the Centre, any property remains after the satisfaction of all debts, that property shall be distributed to another association incorporated under the Associations Incorporations Act (1987) having objectives similar to those of the Centre or a body having charitable purposes that complies with Section 16 of the Income Tax Assessment Act.

**14.2** The beneficiary shall be determined by a resolution of the members at the Special General Meeting convened for this purpose. The Management Committee will be authorised to arrange for the distribution of any surplus property, in accordance with the Associations Incorporations Act.

**14.3** In default of any such resolution, such payment or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

I HEREBY CERTIFY the foregoing to be a true and correct copy of the Constitution of Glyde-In Community Learning Centre Incorporated.

Signed: .....



Date: .....

20<sup>th</sup> Oct 2015