



South Perth Learning Centre Inc.

Lower Level Civic Centre, South Terrace, South Perth WA 6151
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CONSTITUTION as amended 25th August 2017

The **NAME:** of the body shall be South Perth Learning Centre Inc. and it shall hereinafter be referred to as the 'Association'.

2. OBJECTS:

Objects of the Association shall be

- a. To create an environment with the services and facilities for our members to enjoy the benefits of lifelong learning and develop their personal and community lives in a friendly neighbourhood context.
- b. To provide a wide variety of courses and activities in as many different areas as possible.
- c. To provide a focal point in the South Perth catchment area for the social and educational interaction of all adult members of the surrounding community.

3. POWERS

The Association shall have the power to:

- a. Purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
- b. Accept any gift of monies or property, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association.
- c. Invest any monies of the Association not immediately required for any of its objects or purposes in such manner as the Association may from time to time determine.
- d. Borrow and raise money in such manner as the Association may think fit.
- e. Employ staff upon such terms and conditions as are approved by the Association.
- f. Distribute any lawfully acquired monies or other resources to other community groups for the purpose of furthering the objects of this Constitution in such manner as the Association sees fit.
- g. Make known and further the objects of the Association in any form judged likely to further the interests of the Association.
- h. Do all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association.

4. NON PROFIT CLAUSE

The income and property of the Association where so ever and when so ever derived shall be applied solely towards the promotion of the objects of the Association and as herein set forth and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to any member or associate of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith in remuneration to any officers or employees of the Association in return for any services actually rendered to the Association.

5. FINANCES

All payments and withdrawal shall be signed by any two of three nominated members of the Management Committee elected by the Association from time to time for that purpose. The Centre Manager/Coordinator with the consent of the Management Committee shall when required, have authorisation to act as the primary signatory for payments and withdrawals.

- a. All funds of the Association shall be deposited in the first instance to the credit of a bank account or accounts maintained in the name of the Association at such bank as the Association shall direct.
- b. Official receipts shall be issued for all monies received by the Association signed by the Treasurer or members so designated by the Management Committee.
- c. All funds or property of the Association not subject to any special trust shall be available at the direction of the Management Committee for the purpose of carrying out the objects of the Association PROVIDED THAT no portion thereof shall be paid or applied directly or indirectly by way of dividends, bonuses or otherwise howsoever by way of profit to any member or associate except in any proper remuneration to any Association members, associate, officer, servant, agent or employee of the Association or in return for services actually rendered to the Association.
- d. True accounts shall be kept by the Treasurer/Bookkeeper of all monies received and expended by the Association and of all credits and liabilities of the Association.
- e. Monthly financial statements shall be presented by the Treasurer/Bookkeeper to the Management Committee for information and endorsement.
- f. The books of account of the Association shall be kept at the Centre and shall be made available for audit.
- g. The Auditor to be appointed by the members at the Annual General Meeting shall be a member of a recognised institution of accountants (and shall not be a member of the Association).
- h. The Treasurer/Bookkeeper will submit the audited accounts of the Association to the Annual General Meeting.

6. MEMBERSHIP:

Membership requirements are as follows:

- a. Membership of the Association is open to any person of the age of eighteen (18) years or more, who applies for admission and who pays the annual fee or other fee as approved by the Management Committee.

- b. A register of the Association's members shall be kept. A member of the Association may apply to the Management Committee for a copy of the register. The Association may charge a fee for this service and/or require a Statutory Declaration stating the purpose of the application from any member who wishes to obtain a copy of the register.
- c. All financial members will be entitled to enrol for Learning Centre activities and will receive the Newsletter.
- d. Membership fees shall be current for the calendar year in which processed unless otherwise acknowledged.
- e. Every member at the time of their enrolment as a member shall notify the Centre Coordinator/Manager in writing of either, their residential, postal, email address or other forms of contact information for service of notices from time to time. The address of an office holder may be an email or business address.
- f. A notice may be given by the Association to any member personally, electronically or by sending by post addressed to the address notified to the Secretary as aforesaid. A notice sent by post shall be deemed to have been served the third business day following the day upon which it is posted. Where, in these rules a number of days is required to be given, such numbers shall include the day of service and expire on the day following the prescribed number of days.
- g. Each new member must be issued with a copy of the Constitution at the time of joining the Association. Members may also ask the Association to provide them with a copy of the rules (free of charge) at any time during their membership. The Association may at its discretion, email copies of the rules to the members or direct members to obtain a copy from its website.

7. CESSATION OF MEMBERSHIP

- a. Membership shall cease when:
- b. A member's subscription is more than six (6) months in arrears.
- c. A member gives two (2) weeks written notice of resignation.
- d. The Management Committee decides, at its discretion, that membership shall be suspended or refused.
- e. Any suspended member may, on no less than two (2) weeks written notice, require the refusal or suspension to be reconsidered at the next General Meeting of the Association.
- f. If the Association is of the opinion that by reason of misconduct, or conduct which is contrary to the objects of the Association, a member should be given the opportunity to resign or be expelled, that member may be called upon at an Management Committee Meeting or a Special General Meeting called for that purpose, to show reason why expulsion should not be proceeded with, but no member shall be expelled without a fair hearing. That member shall be entitled to state such reason. The Association shall then decide by a two-thirds (2/3rds) vote of those members present and entitled to vote, whether or not to expel that member

8. EXECUTIVE COMMITTEE

The management of the Association will be as follows:

Subject to the final authority of the Annual General Meeting, the Executive Committee shall be the governing body of the Association and is responsible for attaining of the objects of the Association, the formulation and determination of policy, general organisation and direction of the Association. The Executive Committee is responsible for exercising a duty of care and diligence and is to act in good faith in the best interest of the association. The aforementioned duties all apply to other officers of the Association, for example those who participate in decision making that affect the whole or substantial part of the Association's operation.

The Executive Committee shall consist of office bearers:

- a. Chairperson
- b. Deputy Chairperson
- c. Secretary
- d. Treasurer
- e. Up to but no more than seven (7) General Committee Members

9. DISCLOSING INTERESTS AND ELIGIBILITY

- a. In addition to those under common law, conflict of interest requirements include financial and financial interests by requiring material personal interests to be disclosed. That or those interests must be recorded in the minutes and also disclosed at the Association's next general meeting.
- b. Undischarged bankrupts and those with certain criminal convictions are not eligible to act as members of the Management Committee unless; they have been approved by the Commissioner for Consumer Protection. Nomination forms for positions as Committee members must contain a provision that the nominees confirm they do not have one of the specified criminal convictions;
 - i. Are an undischarged bankrupt or their affairs are under insolvency laws;
 - ii. Have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
 - iii. Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
 - iv. Have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.
- c. 50% of the members of the Executive Committee will be elected at each Annual General Meeting. Nominees must have been financial members of the association for at least twelve (12) months prior to their nomination, OR at the discretion of the Committee. Elected Executive Committee members will hold office for a period of two (2) years.
- d. All retiring members may be eligible for re-election.

- e. The Executive Committee may co-opt financial members of the Association to fill casual vacancies on the Committee; when the same shall be filled by election at the next Annual General Meeting.
- f. Membership of the Executive Committee shall cease when a member:
 - I. Resigns in writing to the Executive Committee;
 - II. Is absent without notice for two (2) consecutive Executive Committee Meetings;
 - III. Ceases to be a member of the Association.
- g. Minutes of the Executive Committee Meetings shall be available to all members on request.
- h. A paid staff member or any member of the Association in receipt of a wage or salary from the Association is ineligible to be elected as a member of the Executive Committee.

10. ROLES WITHIN THE EXECUTIVE COMMITTEE:

Chairperson

The Chairperson shall preside at all meetings and functions of the Association and determine whether or not a quorum is present at such meetings, be responsible for ensuring that meetings are held regularly, and for ensuring the objectives as set out in the Constitution are adhered to.

Deputy Chairperson

The role of the deputy chairperson is the same as the chairperson, which is to deputise in the absence of the chairperson.

Secretary

The Secretary shall be responsible for:

- a. Promulgating agendas for Management, General, Special meetings including matters relating to Disputes and Grievances in a timely manner having cognisance to the requirements expressed in this Constitution.
- b. Keeping a minute book and record therein a true and accurate record of the proceedings of all Management Committee meetings, Annual General Meetings and Special General Meetings and ensure that the minutes are confirmed by resolution and this is documented in the Association's Minutes.
- c. Having custody of all books and documents of the Association, excepting those of a financial nature.
- d. Keeping copies of this Constitution and any by-laws available for inspection by financial members of the Association.

Treasurer

The Treasurer shall:

- a. Oversee the duties performed by the bookkeeper or assistant to the Treasurer.
- b. Prepare the accounts for presentation to the AGM and at each Executive Committee meeting.
- c. Prepare the accounts for presentation to the Auditor for each financial year ending 30 June together with all books of account to enable the Auditor to present the report to the Annual General Meeting.
- d. To oversee all accounts to be paid and authorise accordingly.

11. MEETINGS

- a. Executive Committee Meetings shall be held at least eight (8) times in the calendar year.
- b. Executive Committee Meetings shall be held on an established day and date; notice only sent if change of time, day or meeting place is required.
- c. The Executive Committee may at its absolute discretion invite any person it sees fit to address any meeting of the Committee.
- d. An Annual General Meeting of members of the Association shall be held each year at a date to be fixed between the thirty-first (31st) of July and the thirty-first (31st) October.
- e. Annual General Meeting notices, together with documents listed in subsection 11f, shall be given in writing to all members by email, newsletter or posted to their last known address, not less than 14 days before the meeting and stating the business of the meeting.
- f. The business of the Annual General Meeting shall be: -
 - i. To receive the Minutes of the previous Annual General Meeting.
 - ii. To receive the Annual Report of the Association.
 - iii. To receive audited financial statements of the Financial Year.
 - iv. To elect financial members to the Management Committee.
 - v. To appoint an Auditor.
- g. Special General Meetings shall be convened by the Association on receipt of a written request for a meeting endorsed by not less than 20% of the members of the Association. The request shall state the business to be brought before the meeting and no other business shall be considered. At least fourteen (14) days notice must be given of a Special General Meeting.
- h. General meetings may be called when required by the Management Committee or when requested by no less than 20% of the members. At least 14 days notice must be given of a general meeting.

12. QUORUM

- a. At any Executive Committee Meeting - 50% plus 1 Committee members.
- b. Annual General Meetings and Special General Meetings - nine (9) financial members.

13. VOTING:

- a. Voting shall be by show of hands except that:
 - i. Any contested election shall be decided by secret ballot.
 - ii. The meeting may, by show of hands, require any other vote to be by secret ballot.
 - iii. Resource persons with special interests or knowledge may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.
- b. All members of the Association shall be entitled to exercise one (1) vote at any election at which they are present and entitled to vote PROVIDED THAT they have been financial members of the Association for six (6) calendar months prior to the meeting at which the election is being held.
- c. Voting shall be carried by a simple majority.
- d. Unless a secret ballot is demanded, a declaration by the Chairperson that a resolution has been carried shall be deemed to be a resolution of the Association or of the Management Committee.
- e. In the event of an equal vote on a motion of the Association or of the Management Committee the Chairperson has the casting vote.

14. INSURANCE:

The Association may effect such insurance as deemed necessary to provide adequate cover for any activity in which the Association is involved.

15. ACCOUNTS AND AUDIT:

- a. The books of account of the Association shall be kept at the offices of the Association and shall be made available for audit.
- a. The Management Committee shall cause proper accounts to be kept at all times and shall prepare and lay before the members of the Association at the Annual General Meeting a financial statement of income and expenditure of the Association for each year ended thirtieth (30th) June.
- b. The members at the Annual General Meeting shall appoint an auditor, who shall be a member of a recognised institution of accountants and shall not be a member of the Association.
- b. Any two of three members of the Management Committee shall sign cheques or authorise payments or withdrawals of the Association.

16. COMMON SEAL:

The Association shall have a Common Seal which shall be in the custody of the Secretary and which shall not be used except with the authority of a resolution of the Management Committee. Two (2) members of the Management Committee shall witness the application of the seal.

17. INDEMNITY:

The officers and members of the Management Committee and any sub-committee shall be indemnified from the funds of the Association against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices or duties except as may be occasioned by or through their own willful default and none of them shall be answerable for the acts of the others of them.

18. AMENDMENTS TO THE CONSTITUTION:

- a. These rules or any of them may be added to, repealed or amended by special resolution and passed by a majority of **75%** of the members at a general meeting.
- b. Seven (7) days notice of any proposed change to these rules shall be given to each member entitled to vote.
- c. Within one month of the passing of a special resolution to alter the rules, the association must lodge notice of the special resolution with the Commissioner for Consumer Protection, setting out the particulars of the alteration and include a declaration by a member of the committee that the resolution was duly passed as a special resolution and that the rules of the association as altered conform to the requirements of the Act.

18. LIFE MEMBERSHIP:

When members of the Association have given several years of service beyond the call of duty, their names may be submitted to the Management Committee for election as life members. This means that their membership fee is waived.

The requirements are set out below:

- a. Nomination to be made in writing to the Management Committee and follow the current Life Membership Policy criteria.
- b. The name of the party making the motion and a seconder is required.
- c. The Management Committee is required to vote on the selection of life members with a 51% majority of those present and entitled to vote.
- d. Life membership shall be bestowed at any public or private function as the Management Committee sees appropriate.

19. GRIEVANCES AND DISPUTES

- a. The grievance procedure set out in this rule applies between
 - i. A member and another member, or
 - ii. A member and the Association
- b. The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- c. If the parties are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance process by giving written notice to the secretary of -
 - i. The parties to the dispute, and
 - ii. The matters that are the subject of the dispute.

- d. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- e. The secretary must give each party to the dispute, written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- f. The notice given to each party must state,
 - i. Where and when the committee meeting is to be held, and
 - ii. That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the secretary stating the party -

- i. Does not agree to the dispute being determined by the committee; and
- ii. Requests the appointment of a mediator,

The committee must not determine the dispute.

- g. Otherwise, the committee must give due consideration to any submissions made and determine the dispute
- h. The committee must give each party to the dispute written notice of the committee's decision and the reasons for the decision within 7 days after the committee meeting at which the determination is made.
- i. A party to the dispute may within 14 days after receiving notice of the committee's determination, give written notice to the secretary requesting the appointment of a mediator.
- j. If notice is so given, each party to the dispute is party to the mediation.

The mediator must be:

- i. A person chosen by agreement between the parties, OR
- ii. In the absence of agreement in the case of a dispute between a member and another member, a person appointed by the Management Committee, OR in the case of a dispute between a member and the Association, a person who is a mediator appointed to or employed with a Not for Profit Organisation.
- k. A member of the Association can be a mediator.
- l. The mediator cannot be a member who is a party to the dispute.
- m. The parties to the dispute must in good faith attempt to settle the dispute by mediation.
- n. The mediator in conducting the mediation must;
- o. Give both parties to the mediation process every opportunity to be heard; and

- p. Allow due consideration by all parties of any written statement submitted by any party, and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- q. The mediator must not determine the dispute.
- r. If the mediation process does not result in the dispute being resolved the parties may make application for the matter to be heard by the State Administrative Tribunal.

20. DISSOLUTION:

The Association shall be dissolved upon the vote of a 75% majority of the members present at a Special General Meeting called for the purpose.

- a. If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the members.
- b. In default of any such resolution such payment transfer or distribution shall be determined by a Judge of the District Court.
- c. That the Deputy Commissioner of Taxation be advised of the date of dissolution.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE AND CORRECT COPY OF THE CONSTITUTION OF THE SOUTH PERTH LEARNING CENTRE INC.

Cleve Main
Chairman South Perth Learning Centre

Signed: _____

Date: _____