

CONSTITUTION
OF THE
KALAMUNDA COMMUNITY LEARNING CENTRE
Inc.

2018

KALAMUNDA COMMUNITY LEARNING CENTRE Inc.

1. Definitions

Act – The Associations Incorporation Act 2015

Annual General Meeting – An annual meeting as detailed in this Constitution

Association – Kalamunda Community Learning Centre Inc. herein after referred to as “the Centre”.

Course – A series of lectures/workshops/tutorials or similar activity conducted over a period of time for which a fee, determined by the Centre, is payable;

Executive Committee –The committee formed from Office Bearers voted in at each Annual General Meeting with overall responsibility for day-to-day management and operations of the Centre;

Member – A person who has taken out membership in accordance with this Constitution

Programmer – A member elected annually at the Annual General Meeting to coordinate and assemble the Course programme for the following period or semester;

Registrar – A member elected annually at the Annual General Meeting to coordinate and manage the Course enrolment procedures and related activities;

Semester – a semester starts and ends when teaching commences and ends. So typically there are two semesters in the calendar year each one of about 16 weeks duration.

Spokesperson – One of the three Coordinators elected by the Executive Committee from the Coordinators elected at an Annual General Meeting immediately after that meeting. Unless otherwise stated in this Constitution the Spokesperson shall fulfil the role of chief elected official.

Term – a period of approximately half a Semester

2. Objects of the Association

The objects for which The Centre is established are:

- a. to provide a non-political, non-sectarian facility through which all members of the community may ascertain and express their continuing educational and creative needs – personal, social and vocational;
- b. to explore and expand the informal and formal educational resources available in the community;
- c. to provide co-ordinating facilities to help those needs to be met;
- d. to initiate, organise, sponsor and encourage seminars, workshops, talks and participate in activities consistent with the philosophy of the Centre among members of the community;
- e. to promote the Centre's involvement in community activities in the area;
- f. to encourage cultural exchange between people of all origins;
- g. to provide a contact point in the community as a means of breaking down barriers and isolation; and
- h. to establish and maintain resources relevant to the needs of its members;

3. Powers of Association

The Association may do things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- a. Acquire, hold, deal with, and dispose of any real or personal property;
- b. Open and operate bank accounts;
- c. Invest its money – In any other manner authorised by the rules of the Association
- d. Appoint agents to transact any business of the Association on its behalf;
- e. Enter into contract it considers necessary or desirable;
- f. Set fees and charges associated with services delivered; and
- g. Make or amend By Laws regarding activities of the Centre

4. Membership

Membership Categories

Ordinary Member – Any person over the age of eighteen, on payment of the applicable annual membership fee, for this category, hereinafter referred to as “Member”.

Tutor Member – Any person appointed by the Executive Committee as a tutor/presenter/coordinator/lecturer of a Course on behalf of the Centre, hereinafter referred to as “Tutor” on payment of the applicable annual membership fee, for this category, hereinafter referred to as “Tutor”.

Membership General

Membership will be granted to any person over the age of eighteen on payment of the fee applicable to their membership category.

The membership fee shall be paid annually when enrolling, and will cover the period from initial enrolment to enrolment at the beginning of the 1st Semester of the following year.

A member must have been a member for at least two (2) consecutive semesters before being elected or appointed to a position on any committee.

A Register of Members shall be kept in secure storage or electronically at The Centre. The Register shall be updated at enrolment in a Course or on advice of the member and shall include Name, Address, Contact Phone Numbers, Emergency Contact Person and their point of contact and current Membership Category. Other details maybe added as agreed by the Executive Committee

The Executive Committee reserves the right to exclude any Member from attending The Centre and cancel their membership.

5. Fees

All Fees will be set at a General Meeting.

6. Public Statements

Other than the Spokesperson members may not make public statements on behalf of the Association unless authorised in writing by the Executive Committee

7. Amendments to this Constitution

The Constitution may be amended by a seventy-five (75) percent majority of members in attendance at an Annual General Meeting or a Special General Meeting called for such purpose, PROVIDED THAT notice of such amendments shall be communicated to all members of The Centre at least twenty-one (21) days prior to the meeting at which the amendments are to be considered.

8. Meetings Quorums and Voting

General Meeting

One General Meeting will be held each term.

All Members shall have full voting rights at a General Meeting.

General Meetings shall have twenty (20) voting members to form a Quorum

The Spokesperson shall be Chairperson for each General Meeting. In the absence of the Spokesperson the Executive Committee shall appoint a Chairperson from within their number.

Attendance at General Meetings will be restricted to members of The Centre. The Chairperson will have a casting vote, as well as a deliberative vote.

Notice of General Meetings shall be given to all members at least twenty-one (21) days prior to such a meeting in such manner as is determined.

The general nature of any special business will be advised to all members via The Centre's normal communications.

The non-receipt of any such notice by a member shall not invalidate a resolution passed at any such meeting.

All meetings will be held at the Centre premises at 10am unless otherwise determined by the Executive Committee.

Minutes are to be kept of all meetings with copies to be distributed and/or made available to all members.

The minutes of a General Meeting shall be presented for approval at the following General Meeting. On approval they shall be signed by the Chairperson of the meeting at which approval has been given and filed in a secure folder.

Special General Meeting

Special General Meetings may be called by the Executive Committee or upon application by thirty five (35) members to The Centre Executive Management Committee. Such Special General meetings must be held within twenty-one (21) days of the application being received.

Special General Meeting will be conducted as per the procedures outlined for a General Meeting.

Annual General Meeting

Members shall have full voting rights at an Annual General Meeting.

A quorum for an Annual General Meetings shall be twenty-five (25) members.

A member shall be appointed by the Executive Committee as Returning Officer to accept nominations for Office Bearer position elections as required at Annual General Meetings.

All elected positions shall be declared vacant at the end of each Annual General Meeting. Those members elected at an Annual General Meeting shall take office immediately following the Meeting at which they are elected.

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

The only purpose of the Annual General Meeting is to receive the annual reports of the Executive Committee, Workgroup Leaders and the Treasurer, to elect the Office Bearers and to appoint an Auditor for the financial year for the period until the next Annual General Meeting, to authorise major expenditure that cannot be authorised in any other meeting.

The audited accounts of The Centre are to be submitted for approval at the Annual General Meeting.

Records of Meetings

The Minutes of all Meetings are to be signed by the Chairperson, of each Meeting, after acceptance at the next meeting and filed in a secure folder in the Centre Office

Minutes are to be kept of all Meetings with copies to be distributed and/or made available to all members.

Office Bearers

At the Annual General Meeting the following seven Office Bearer positions comprising the Executive Committee shall be filled:

- a. Three (3) Coordinators Secretary.
- b. Treasurer
- c. Registrar.
- d. Programmer.

Retiring Office Bearers shall be eligible for re-election

Term of Office - Unless extended by agreement of members at an Annual General Meeting the term of office shall be no more than three years

Members who are a bankrupt or under insolvency laws and a person within or outside the State who has been convicted of an indictable offence specified in section 39 of the Act are ineligible to be elected or appointed as an Office Bearer.

If any of the above positions are not filled at an Annual General Meeting then an elected Office Bearer shall hold a dual role until the vacant position is filled by a person nominated by The Executive Committee. Any such appointment shall be confirmed at the next General Meeting or Annual General Meeting whichever comes first.

A simple majority of any General Meeting may remove office bearers PROVIDED THAT notice of intent of such resolution is given at least one meeting prior to such resolution being voted upon, and further PROVIDED THAT such resolution is communicated to all Executive Committee members at least forty-eight (48) hours before the commencement of the meeting at which such resolution is voted upon.

The Executive Committee will meet immediately after the Annual General Meeting to appoint the Spokesperson from the three (3) elected Coordinators. And will elect Assistant Coordinators and Work Group Leaders who together with the Executive Committee shall form the Coordinating Committee of at least fifteen (15) persons who shall have general operational management responsibility for the Centre.

Coordinating Committee

The Quorum for a Coordinating Committee Meeting shall be ten (10) Committee members.

All members of the Coordinating Committee shall have full voting rights.

The Spokesperson and/or Coordinators shall chair the meetings in turn or as agreed by the Executive Committee

Financial activity statements prepared on a monthly basis shall be presented for approval each month

Members of the Centre who are not elected members of the Coordinating Committee may attend any meeting and speak to the meeting but not vote.

The Coordinators Meeting shall be held at least once a month or as decided at a by the Coordinators Meeting.

Executive Committee

A Quorum for an Executive Committee meeting shall be five (5) members

The overall management, control and staffing of the Centre shall be the responsibility of Executive Committee subject to any resolution of a General Meeting PROVIDED THAT any resolution so made by the members in a General Meeting shall not invalidate any prior action of Executive Committee.

Executive Committee will consist of the seven (7) Office Bearers elected at the Annual General Meeting.

The Executive Committee shall meet a minimum of once a term or as needed.

9. Accounts and Audit

The financial year of the Centre shall be the twelve month period 1st January – 31st December of each year.

The Executive Committee shall cause proper accounts to be kept at all times and shall prepare and lay before the Annual General Meeting such profit and loss accounts and balance sheets as are applicable to the Centre. These accounts must be audited before being presented to the Annual General Meeting.

Financial statements shall be made available for each General Meeting.

A properly qualified auditor or auditors shall be appointed at an Annual General Meeting

All records shall be kept in storage as a hard copy or electronically at the Centre office for the statutory period.

Records may only be removed from the Centre with the authorisation of Executive Committee and such removals and returns shall be recorded in the Day Book.

Signatories

There will be four signatories for each bank account, the three coordinators and the treasurer any two of whom shall sign jointly all cheques and/or electronic fund transfers.

Any on-line account for investment that transfers monies between the linked investment account and the linked cheque account only need one signatory who shall be a signatory to the cheque account.

The income and property of The Centre wheresoever derived must be applied solely towards the promotion of its objects and no portion of that property or income may be paid or otherwise distributed directly or indirectly by way of dividend, bonus or otherwise howsoever to any member PROVIDED THAT

nothing herein shall prevent the payment in good faith of any remuneration or expense to any officer or servant of the Centre for services actively rendered to it.

10. Duties of the Secretary

The Secretary has the following duties —

- a.** dealing with the Association's correspondence;
- b.** consulting with the chairperson regarding the business to be conducted at each meeting;
- c.** preparing the notices required for meetings and for the business to be conducted at meetings;
- d.** unless another member is authorised by the Executive Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- e.** maintaining on behalf of the Association an up-to-date copy of The Rules, as required under section 35(1) of the Act; unless another member is authorised by the Executive Committee to do so;
- f.** maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act; ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- g.** maintaining a Day Book for the tracking of files and/or records temporarily removed from the Centre Office;
- h.** maintaining or ensuring the maintenance of full and accurate minutes of all meeting; and
- i.** any other duty given to the Secretary under the rules of this Constitution or by the Executive Committee

11. Staffing- Paid Employees

Staffing of The Centre shall be decided by Executive Committee.

Resignation of staff members must be preceded by written notice to the Executive.

If it should be necessary to dismiss a staff member the decision shall be made at an Executive Committee Meeting. Notice of such intention shall be announced to Executive Committee Members before the meeting called for that purpose. Reasons for dismissal shall be given to the staff member in writing.

12. Common Seal

The Centre may execute documents without using a common seal if the document is signed by – Any two (2) Executive Committee members; or one (1) Executive Committee member and a member authorised by the Executive Committee.

The Common Seal of The Centre shall be in the custody of the Secretary and shall be affixed to any document only pursuant to a resolution of a committee meeting authorised to make such a commitment.

13. Inspection of Records

Any member may, at any reasonable time, inspect without charge the books, documents, records and securities of the Centre.

14. Dissolution

Distribution of surplus property on cancellation of incorporation or winding up.

In accordance with section 24(1) of the Act surplus property can only be distributed to one or more of the following -

- a. An incorporated association
- b. A company limited by guarantee that is registered as mentioned in the Corporations Act section 150

- c. A company holding a license that continues in force under the Corporations Act section 151
- d. A body corporate that at the time of the distribution is the holder of a license under the Charitable Collections Act 1946
- e. A body corporate that –
 - is a member or former member of the incorporated association;
 - and at the time of distribution of surplus property, have rules that prevent the distribution of property to its members;
 - A trustee for a body corporate referred to in paragraph (e) of the Act; or
 - A co-operative registered under the Co-operatives Act 2009 (WA) that, at the time of the distribution of surplus property, is a nondistributing co-operative as defined in that Act.

Surplus property, in relation to the Association, means property remaining after satisfaction of —

- a. the debts and liabilities of the Association;
- b. and the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed to Link-In or as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.