

Community and Neighbourhood Houses and Centres Association Incorporated

CONSTITUTION

Approved by Membership 21 October 2008

Approved by OCBA: 17 November 2008

1) Name

The name of the incorporated association is Community and Neighbourhood Houses and Centres Association Incorporated otherwise known as CANH and hereinafter called "the Association".

2) Definitions

- a) 'Community or neighbourhood house or centre' means an organisation that is open to all the community and that shall run community programs and activities, shall co-ordinate resources and facilities within the community, shall actively involve and encourage volunteers, shall attempt to meet community needs and encourage active community involvement in programming and decision making.
- b) 'The Act' means the Associations Incorporation Act 1985
- c) 'The Board' means the governing body of the Association
- d) 'General meeting' means a general meeting of members of the Association
- e) 'Month' shall mean a calendar month
- f) 'Day(s)' shall mean calendar days
- g) 'Regions' means Inner East, West, North, South and Country regions
- h) 'Representative' means a person nominated by a full member organisation to represent their membership interests
- i) 'Special resolution' means a special resolution as defined in the Act.

3) Mission Statement

The Association provides service, support, enhancement and advocacy to community and neighbourhood houses and centres in South Australia to enable them to deliver the best quality service to their participants.

4) Objects of the Association

The objects of the Association shall be;

- a) To assist in the establishment, resourcing, operation and development of the network of houses and centres
- b) To encourage mutual support and co-operation within the network and with other human service agencies.
- c) To initiate and develop policies and strategies that will strengthen and support the network.
- d) To represent the interests of, and advocate for, houses and centres at local, and state and national forums.
- e) To advise government and non-government agencies on policies and strategies which support and develop the network.
- f) To be a central reference for data and information about and for the network.
- g) To enable member centres to undertake activities of a benevolent nature without discrimination including support, practical assistance and relief to those people in the community who are economically and socially disadvantaged.
- h) To do all such other things as may be incidental to the attainment of such objects.

5) Powers of the Association

For the purpose of carrying out its objectives, the Association may;

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and administer any property on trust; and
- b) Invest its moneys –
 - i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - ii) in any other manner authorised by the rules of the Association; and
- c) Borrow money upon such terms and conditions as the Association thinks fit; and
- d) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit, and
- e) Appoint agents to transact any business of the Association on its behalf; enter into any other contract it considers necessary or desirable

6) Membership

a) Types

- i) **Full members** shall be not for profit community organisations operating as community and neighbourhood houses and centres which have agreed to accept the above objects, applied in writing for membership, paid the prescribed membership fee, and which are accepted as members by majority vote of the Board or of a General Meeting. On membership application or renewal, a full organisational member is required to appoint (2) representatives who are entitled to attend and speak on its behalf at General Meetings but only one (1) representative has voting rights at these meetings.
- ii) **Affiliate members** shall be organisations which do not meet all the requirements of a community or neighbourhood house or centre as set out in the definition at clause 2a) but which support the above objects, have applied in writing for membership, and which are accepted as an affiliate member by majority vote of the Board or of a General Meeting. An affiliate member can nominate a representative to attend and speak but not vote on its behalf at General Meetings.
- iii) **Associate members** shall be adult persons who have agreed to accept the above objects, have applied in writing for membership, have paid the prescribed membership fee and who have been accepted as an associate member by majority vote of the Board or of a General Meeting. An associate member can attend and speak but not vote at General Meetings.
- iv) **Honorary members** shall be adult persons nominated according to current criteria established and voted on by the Board who have agreed to accept the above objects, accepted nomination in writing with the membership fee being waived. An honorary member can attend and speak but not vote at General Meetings.

b) Subscriptions

The annual membership fee for all classes of membership shall be determined by the Board and ratified at the Annual General Meeting to begin on 1 July of each year.

c) Ceasing of Membership

Membership will cease when:

- i) The member resigns in writing to the Chairperson or Secretary of the Association, or
- ii) The member is deceased / passes away, or
- iii) The member commits an act or omits to act in a manner which is designed to damage the reputation of the Association or significantly hinder its operation, or
- iv) The member fails to pay the membership fee when requested within a period of time considered reasonable by the Board, or
- v) The member changes their place of normal residence to a non-SA address, or
- vi) Membership lapses due to non-renewal within sixty (60) calendar days of the annual renewal date
- vii) Upon any person or organisation ceasing to be a member of the Association for any reason whatsoever, there shall be no entitlement to the return of membership subscription or any portion thereof unless otherwise determined by a majority vote of the Board of Management

d) Expulsion or Disqualification of Members

- i) Subject to giving a member an opportunity to be heard or to make a written submission, any member or member organisation's representative whose conduct in the opinion of the Board is discreditable or injurious to the character or interests of the Association or does not uphold the objects of the Association may be suspended. Where the representative of a full member or an affiliate member is suspended, the organisation shall appoint another representative forthwith.
- ii) Membership may be suspended by not less than three quarters majority vote at a Board of Management or General Meeting.
- iii) Particulars of the charge shall be communicated to the member, at least twenty-eight (28) calendar days before the meeting of the Board at which the matter is to be determined.
- iv) The decision of the Board shall be communicated to the member and this action shall be noted in the Association's records. In the event of an adverse determination the member shall (subject to subsection 6 d) v), cease to be a member of the Association fourteen (14) calendar days after the decision has been communicated to the member
- v) A member so suspended shall have the right of appeal to the Association in a special meeting called to consider the evidence against the suspension. The intention to appeal shall be communicated to the Chairperson of the Board within fourteen (14) calendar days after the determination of the Board has been communicated to the member.
- vi) Upon receipt of notification of intent to appeal against the suspension of Membership, the Secretary shall convene within sixty (60) calendar days of the date of receipt of such notice, a General Meeting to determine the appeal. At any such General Meeting the applicant shall be given the opportunity to fully present their case and the Board subsequently shall have the opportunity of presenting its case. The appeal shall be determined by the vote of the Member representatives present at such a meeting. After the appeal has been heard, and if the decision remains to expel the Member, their membership will be terminated as at the date of the special meeting at which the determination of the Board is upheld.
- vii) The Association shall not be required to accept the renewal of Membership of a suspended member when renewal next falls due.

e) **Register of Members**

A register of members must be kept and contain:

- i) The name and address of each member
- ii) The date on which each member was admitted to the Association
- iii) If applicable, the date of and reasons for termination of membership

7) The Board

a) **Powers and Duties**

- i) The affairs of the Association shall be managed and controlled by a Board of Management which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in a general meeting.
- ii) The Board has the management and control of the funds and other property of the Association.
- iii) The Board has authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- iv) The Board shall appoint a Public Officer as required by the Act.

b) **Appointment to the Board**

- i) Management shall be vested in the Board of not more than thirteen (13) persons, plus the Executive Officer who shall be an ex-officio member.
- ii) Twenty – eight (28) calendar days prior to the Annual General Meeting the Public Officer must convey to all members a notice inviting nominations for all vacant positions on the Board for the ensuing year.
- iii) Only representatives (as set out in the definition at clause 2 h) of full members can be nominated for the Board.
- iv) A maximum of one (1) representative (as set out in the definition at clause 2 h) of each full member can hold a position on the Board at any one time.
- v) Term of office is two (2) years with half of the Board members retiring at each Annual General Meeting.
- vi) One half of the Board will be for a one (1) year term and one half the Board for a two (2) year term at the first Annual General Meeting following the adoption of this Constitution.
- vii) A retiring board member shall be eligible to stand for re election for a maximum of three (3) terms then stand down for a minimum period of one (1) year with the option of re nominating at the subsequent Annual General Meeting.
- viii) There shall be five (5) regions of the Association – Country, Inner Eastern, Northern, Southern and Western. Each region is entitled to two (2) members on the Board. Where more than two (2) eligible nominations are received from a region then an election shall take place at the Annual General Meeting. Up to three (3) additional representatives (as set out in the definition at clause 2 h) may also be elected to the Board.
- ix) The office bearers of the Association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer who shall be chosen by the Board from its members at the first Board meeting following the Annual General Meeting. At this meeting, the Board will determine operating procedures and the expectations of the elected Board members.
- x) Any vacancies on the Board following the Annual General Meeting may be filled by the Board co-opting members for the remainder of the term. Co-opted eligible members will have full voting rights.
- xi) No office bearer shall hold the same office for more than three (3) consecutive terms.

c) Proceedings of Board

- i) The Board shall meet as often as may be required to conduct the business of the Association and not less than six (6) times each calendar year.
- ii) The quorum shall be one half of the number of Board members
- iii) The Chairperson or two (2) other members of the Board shall have the power to call a meeting of the Board.
- iv) Notice of meetings shall be given at the previous Board meeting or by seven (7) calendar days' written notice distributed to all Board members or in an emergency by other such notice as shall be ratified by the Board.
- v) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.
- vi) The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- vii) The Board may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.
- viii) Development groups shall be established as and when required to provide specialised support to projects as specified by the Board and which shall report to the Board.

d) Duties of Office Bearers

- i) Unless otherwise determined by the Board, the duties of the Members shall include but not be limited to those specified by the current CANH Board Manual.

e) Disqualification of Board Members

- i) An office bearer or member of the Board shall cease to hold such office upon:
 - (1) Resignation in writing to the Chairperson;
 - (2) Suspension as a member of the Association;
 - (3) Absence for three (3) consecutive Board meetings without explanation acceptable to the Board;
 - (4) Permanent or temporary suspension as a member of the Board by the unanimous vote of all other Board members present at a duly constituted Board meeting.
- ii) Where the Board exercises any power of adjudication, such as with the disqualification of one (1) or more Board members, the rules of natural justice will be observed by both parties. These include:
 - (1) The right for the person facing disqualification to have the reason for disqualification or expulsion clearly defined in writing to them by the Board or its duly assigned delegate, prior to the disqualification being assigned, and;
 - (2) The right for the person facing disqualification to be given a reasonable opportunity to provide their perspective in the matter to the Board, and;
 - (3) The Board to carefully consider all relevant aspects in the matter before finalising its decision
- iii) Such suspension may be revoked by majority vote at a subsequent Board meeting and a suspended member may require such suspension to be reconsidered at a General Meeting called pursuant to clause 8 c) i) of this Constitution.

8) Proceedings of General Meetings

a) Adjourned Meetings

- i) If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of persons present must decide to adjourn the meeting for a period not exceeding fourteen (14) calendar days. The quorum for such adjourned meeting shall be reduced to five (5) Board members failing which the meeting will lapse altogether.

b) Annual General Meetings

- i) The Annual General Meeting shall be held at least once in each calendar year and not more than four (4) months after the close of the financial year which shall be June 30th unless altered at an Annual General Meeting.
- ii) The business of the Annual General Meeting shall be:
 - (1) To confirm the minutes of the preceding Annual General Meeting.
 - (2) To receive the Annual Report of the Association, including the Chairperson's and Executive Officer's Report for the previous financial year.
 - (3) To receive the Treasurer's Report and the audited financial Statements for the previous financial year, together with the financial year and the financial budget for the current financial year.
 - (4) To appoint an Auditor who is qualified to audit the Association's Accounts.
 - (5) To elect or re-elect the Board members, who must consent in person or in writing.
 - (6) To conduct any other business advised in writing and placed on the Agenda within seven (7) calendar days of the meeting.

c) Special General Meetings

- i) A Special General Meeting shall be called by the Chairperson within twenty – eight (28) calendar days of receipt of a directive by the Board or a written request to the Chairperson by three (3) Board members or six (6) general members specifying the business to be conducted at the meeting.

d) Annual and Special General meetings

- i) Written notice of a minimum of twenty eight (28) calendar days of all Special General and Annual General Meetings shall be distributed to all members.
- ii) Full members shall each be entitled to one (1) vote at any Special General and Annual General Meeting at which their representative is present.
- iii) A quorum at any Special General and Annual General Meeting shall be ten (10) full members.

e) Voting

- i) Only full members are eligible to vote
- ii) Voting shall be show of hands except that:
 - (1) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 - (2) The meeting may, by show of hands, require any other vote to be by secret ballot.
 - (3) The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are tied.

9) The Seal

The common seal shall be affixed only by resolution of the Board or of a General Meeting and in the presence of two (2) Board members.

10) Dispute Resolution

Dispute resolution applies to disputes under these rules between:

- a) A member and another member
- b) A member and the Association

All disputes will be managed according to the grievance policy of the Association

11) Finances and Property

- a) The financial year of the Association commences on 1st July and ends on 30th June of each year
- b) Accounts to be kept
 - i) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- c) Accounts and reports to be laid before members
 - i) The accounts, together with the Auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting
- d) Annual returns
 - i) Where gross income has exceeded \$500,000, the annual periodic return shall be lodged with the Office of Consumer and Business Affairs within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.
- e) Appointment of auditor
 - i) At each Annual General Meeting, the members shall appoint a person to be auditor of the association who is qualified to audit the Association accounts as prescribed in sections 35[2](b) and 35[4] of the Act.
- f) Persons 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.
- g) Prohibition against securing profits for:
 - i) Members
 - (1) 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 herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
 - ii) Employees:
 - (1) An employee of the Association shall, notwithstanding that employment, be entitled to be a member of the Association, the Board or any sub-committee provided that no person employed permanently or regularly by the Association on a substantial basis shall be a member of the Board unless specifically provided in this Constitution;
 - (2) No employee shall take part in Board decisions relating to their own employment, or the employment of other employees, and a majority of the Board may require an employee to remain absent from deliberations relating to employment of any employee.

h) Conflict of Interest

- i) A Board member who has a direct or indirect interest in a contract or service that may confer a benefit or financial gain to them, their family, friends or close associates, will declare the nature and extent of their interest to the Board as soon as they become aware of the interest, and to the next AGM of CANH (SA), and will not vote in any decision related to the contract or service.

12) Dissolution

- a) The Association can resolve to wind up by a Special resolution, if:
 - i) At least twenty eight (28) calendar days written notice specifying the intention to propose the resolution as a Special resolution has been communicated to all members of the Association; and
 - ii) It is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the Association as, being entitled to do so, vote in person at that meeting.

- b) Application of Surplus Assets
 - i) On dissolution of the Association all property whether real or personal remaining after payment of all debts and legal liabilities shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members
 - ii) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting

13) Amendment of Constitution and Rules

- a) This constitution may be repealed or amended by resolution of not less than three quarters of members present and voting at a General Meeting of which not less than twenty eight (28) calendar day's written notice, including notice of repeal, alteration or amendment, has been distributed to all members.
- b) Rules for the proper administration of meeting or business may be made, repealed or amended by a General Meeting or by a Board meeting subject to subsequent disallowance at a General Meeting, provided that not less than twenty eight (28) calendar day's written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.