

JIKA JIKA COMMUNITY CENTRE

Jika Jika Community Centre Constitution

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CONTENTS

Heading	Section (Rule)	Page
The Association & The Purposes	1-2	2
Financial Year	3	2
Members	4-12	2-3
General Rights of Members	13-15	3
Members' Access to Documents	16-19	3-4
The Committee	20-35	4-5
Committee Meetings	36-42	5
General Meetings	43-54	5-6
Grievance Disputes	55-56	6-7
Disciplining Members	57-63	7
Funds	64-68	7-8
Alteration of Rules	69	8
Winding Up	70-72	8
Revocation of Deductible Gift Recipient Endorsement	73-74	8

JIKA JIKA COMMUNITY CENTRE CONSTITUTION

Incorporated under the *Associations Incorporation Reform Act 2012*(Vic) (**the Act**)

The Association

1. The name of the Association is: Jika Jika Community Centre (**the Association**)

The Purposes

2. The Association is established to be a Charity whose purposes are to be a Public Benevolent Institution for those people and families who are experiencing poverty, disadvantage or distress within the Northcote community and surrounding areas, and to advance the social and public welfare of the same community by;
 - a. Providing educational support, skills, training and volunteering opportunities to increase independence
 - b. Deliver programs that address food security issues
 - c. Provide programs that reduce social isolation and enhance wellbeing
 - d. Develop activities that prevent sickness and distress
 - e. Provide Support Services for people experiencing hardship
 - f. Partner with organisations, community groups, government departments and philanthropic bodies to share and activate resources in order to grow, replicate, or introduce programs for the community
 - g. Doing all other things incidental to achieving and carrying out the purposes

Financial year

3. The financial year of the Association starts on 1 July of each year.

Members

4. Anyone who supports the Purposes of the Association can apply to join the Association as a member.
5. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
6. A person can apply to join the Association by writing to the Secretary and paying the joining fee (if any).
7. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
8. A person becomes a member when:
 - a. the Committee has approved their application to join the Association
 - b. the Association has received the person's joining fee (if any), and

- c. the Secretary has entered the person's name, address and date they became a member on the members register.

The Association must inform the person when their membership has started, and when it will expire, and if they have to pay any annual subscription fee (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.

9. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
10. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
11. All memberships expire two years after starting and can be renewed.
12. Members have rights and liabilities as set out in the Act and in these rules.

General rights of members

13. A member of the Association who is entitled to vote has the right—
 - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
 - b. to submit items of business for consideration at general and Committee meetings
 - c. to attend and be heard at general and Committee meetings
 - d. to vote at a general meeting
 - e. to have access to the minutes of general and Committee meetings and other documents of the Association as provided under rule 16-19, and
 - f. to inspect the register of members, subject to rules 18-19.
14. The rights of a member are not transferable and end when membership ceases.
15. Each member's liability is limited to the joining and annual subscription fees (if any).

Members' access to documents

16. A member may, subject to rules 18 and 19, inspect the rules of the Association, general meeting minutes, Committee meeting minutes, relevant documents (such as financial records, contracts and asset records, as defined in the Act) and the members register at a reasonable time.
17. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
18. The Secretary can refuse a request to inspect or get copies of relevant documents, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

19. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The secretary will decide if there are special circumstances, and will write to the member outlining their decision.

Note: If a member disagrees with the Secretary's decision about special circumstances, they can apply to VCAT for a review of the decision.

The Committee

20. The Association is managed by a committee of governance (the **Committee**) that is made up of committee members (**Committee Members**).
21. The Committee can exercise all powers and functions of the Association (consistently with the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).
22. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
23. Committee Members are elected by members of the Association at the AGM by ballot.
24. The Committee is made up of the following roles:
 - a. The Chairperson
 - b. The Deputy Chairperson
 - c. The Treasurer
 - d. The Secretary
(these are the **Offices**)
 - e. and Ordinary Committee members

No less than 5 and no more than 11 Committee members are required.

25. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office.
26. The Secretary must be over 18 years of age, and live in Australia.
27. If the Secretary stops living in Australia, they cannot remain the Secretary.
28. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days. (*Note: CAV must be notified of a change of Secretary within 14 days*)
29. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
30. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.
31. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
32. If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.
33. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary

- b. are removed by a special resolution of members of the Association
 - c. become insolvent (as the term is used in the Corporations Act 2001)
 - d. become a represented person (under the Guardianship and Administration Act 1986), or
 - e. die.
34. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 33, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
35. Among its other responsibilities, the Committee is responsible for making sure that:
- a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

Committee Meetings

36. The Secretary must give 7 days notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.
37. The Committee shall meet at least 6 times per year.
38. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
39. The Chairperson will Chair the Committee Meetings, or if the Chairperson cannot attend, the Deputy Chairperson, and if neither the Chairperson nor Deputy can attend, the Committee Members can choose who will Chair the meeting.
40. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
41. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
42. A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee. The member must not be present while the matter is being discussed at the meeting and must not vote on the matter and the conflict of interest must be recorded in the minutes.

General Meetings

43. The Association must hold an AGM within five months of the end of the Association's financial year.
44. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
45. The Committee or a group of at least 10% of all members may call a Special General Meeting.
46. At least 15 members or 10% of the members, whichever is the lesser (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.

47. Members may vote by proxy at general meetings.
48. Proxy forms must be received by the Secretary 1 day before a meeting.
49. Notice of general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
50. Notices of general meetings must include proposed matters to be dealt with at that meeting.
51. The Chair of a general meeting will be the Committee Chairperson, or if the Committee Chairperson is not in attendance, the Deputy Chairperson, or if neither the Chairperson nor Deputy is in attendance, the members at the meeting can choose another Committee Member to be Chair.
52. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
53. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
54. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 46) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

55. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
56. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Committee and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution (this may be a member or former member of the Association)
 - c. the mediator should be a person chosen by agreement between the parties, or in the absence of agreement, a person chosen by the Committee (for disputes between members), or a person appointed or employed by the Dispute Settlement Centre of Victoria (if the dispute is between a member and the Committee or the Association)
 - d. a member may appoint any person to act on their behalf in the grievance procedure
 - e. the Committee must give the people involved reasonable notice of the time and place of the hearing

- f. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
- g. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute. The parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
Note: The mediator does not have to be a professional mediator, but it may be advisable to use a professional mediator.

Disciplining members

- 57. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- 58. The Committee must write to the member to tell them why disciplinary action is proposed to be taken and outline the disciplinary procedure to be taken.
- 59. The Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member. Members of the sub-committee may be Committee members, members of the Association or anyone else, but must not be biased against, or in favour of, the member concerned.
- 60. The Committee must give the member involved reasonable notice of the time and place of the disciplinary meeting and must advise what the member may do (attend and address the meeting, and/or provide a written statement prior to the meeting) and must set out the member's rights to appeal.
- 61. The Committee must arrange the disciplinary procedure to meet these requirements:
 - a. the member must have opportunity to be heard and for any written statement provided by the member to be considered
 - b. the outcome must be determined by a unbiased decision-maker
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
- 62. The outcome of a disciplinary procedure can be that no further action is taken; the member is asked to take restorative measures; the member is reprimanded; membership rights are suspended for a specified period; the member is expelled from the Association – this suspension of rights, or expulsion, takes effect immediately. The Association cannot fine a member.
Note: parties to a discipline procedure may still be able to go to Court
- 63. A member of an Association who is the subject of a disciplinary procedure must not initiate a grievance procedure until after the disciplinary procedure is complete.

Funds

- 64. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.

65. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interest, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
66. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised (signed) by two members of the Committee. This authority may be delegated (see rule 22).
67. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
68. The Association does not have a common seal.

Alteration of rules

69. These rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

Note: to pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution. There are extra notice requirements when a special resolution is proposed.

Winding Up

70. The members may vote by special resolution at a general meeting to wind up the Association.
71. If the Association is wound up (subject to the Act and any Court order), any surplus assets including 'gift funds' (as defined in rule 74) that remain after payment of the Association's liabilities, shall be distributed to one or more charities with similar purposes to which income tax deductible gifts can be made.
72. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up.

Revocation of Deductible Gift Recipient Endorsement

73. If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds shall be transferred to one or more charities that meet the requirements of rule 71.
74. For the purpose of these rules, 'gift funds' mean gifts of money or property or contributions made in relation to a fundraising event for the principal purpose of the Association and money received by the Association because of such gifts and contributions.