

IN TOWN CENTRE INCORPORATED
CONSTITUTION

1. Name of the Association

The In Town Centre Incorporated shall be herein referred to as **the Association.**

2 Definitions

In this Constitution the following definitions apply:

- 2.1 “The Act”** means the Associations Incorporated Act 1987.
- 2.2 “Commissioner”** means the Commissioner for Consumer Protection appointed under Section 4 of the Companies (Administration) Act 1982.
- 2.3 “The Association”** refers to In Town Centre Incorporated.
- 2.4 “Board”** means the Board of Management of the Association.
- 2.5 “Member”** means a financial member of the Association who has paid their annual membership, as determined by the Board.
- 2.6 “Client”** means a person who meets the eligibility criteria of Association.
- 2.7 “Emergency Relief”** means an immediate action to cover a short period before the client can seek help from a mainstream agency.
- 2.8 “Support Services”** means providing information about other services/agencies, assistance in completing forms and, for the Association to act as a referral source for the clients.
- 2.9 “Board Meeting”** means a meeting comprising only of the Board.
- 2.10 “General Meeting”** means a meeting, which is open to all members of the Association.
- 2.11 “The Coordinator”** is the person employed by the Association who is responsible for the day to day business of the service.
- 2.12 “An Employee”** is anyone who is employed and paid by the Association.

3 Objectives of the Association

- 3.1** To provide meals and services for people of all ages, residing in the Greater Bunbury area who meet any one of the following:
 - (a) homelessness poverty or loneliness, or
 - (b) at risk of homelessness, poverty or loneliness, or

- (c) mental health problems, alcohol or other substance abuse, or
 - (d) gambling or other addictive/compulsive issues.
- 3.2** To enhance dignity, self esteem, and independence through welcoming and acceptance thereby creating opportunities for people to be fully active as citizens.
- 3.3** To improve the quality of the lives of the clients through the provision of;
- (a) a day centre facility and activities
 - (b) meals and refreshments, and
 - (c) support services. including encouraging social interaction and participation in the community.
- 3.4** To work conjointly and form partnerships with other agencies, Government of all levels, and business, to further these objectives and advance the interests of the people who use the In Town Centre.
- 3.5** To provide an environment which is non-violent, smoke free, drug and alcohol free.
- 3.6** To encourage awareness of the needs of the target groups and to encourage community responses to prevent and/or alleviate these needs, thereby promoting a more positive image of the individual.
- 3.7** To provide information about other services/agencies and options for assistance as required. and to act as a referral source for the clients.

4 Mission Statement

In Town Centre Incorporated is a day centre facility that provides meals and promotes caring relationships and positive participation for all members of the community

5 Powers

- 5.1** To buy, take on lease or exchange, hire, or otherwise acquire, real or personal property and any rights and privileges necessary for the Association's objectives.
- 5.2** To borrow and raise money, in any lawful manner required for the objects of the Association and upon such terms or securities as may be determined, provided the motion is passed by resolution of a simple majority of votes cast at a General Meeting called for the purpose or an Annual General Meeting.
- 5.3** To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.

- 5.4** To act as necessary and to enter into any arrangements which, enables the Board to deliver the services in accordance of the objects of the Association.
- 5.5** Develop and maintain business acumen, e.g. co-op/communal resources for private resources.

6 Non Profit Clause

The Association is a non-profit, charitable Association. The assets and income shall be applied solely to the objects of the Association as set forth in this Constitution. No portion shall be paid, transferred or distributed, directly or indirectly to the members of the Association, provided that nothing shall prevent the payment, in good faith, of remuneration to any officer, employee or members in return for services rendered to the Association.

7 Membership

7.1 Types of Membership

A Member of the Association shall be a person who has paid the relevant membership fee and is one of the following:-

- (a) **Individual:** - a person who supports the Objectives of the Association and who is entitled to one vote at any General or Annual General Meeting.
- (b) **Corporate:** - any corporate body which supports the Objectives of the Association is entitled to one vote at any General or Annual General Meeting.
- (c) **Life Membership:** - The Board may recommend at a General or Annual General Meeting, Life Membership to a member who has provided outstanding service to the Association over considerable time. Such Life Members shall have all the rights and privileges of an individual member and be exempt from payment of the annual membership fee.
- (d) **Patron/s:** - The Board may recommend for election at a General or Annual General Meeting, a Patron/s who will hold Honorary Membership for the following year and does not have voting rights.

7.2 Qualifications for Membership

7.2.1 Membership shall be open to those individuals or agencies who have agreed to accept the Association's Objectives, pay the prescribed Membership fee (if any) and is not a paid employee of the Association.

7.2.2 An individual wishing to become a member must:

- (a) complete the Membership form, which has been approved by the Board,
- (b) pay a Membership fee (if any) as prescribed by the Board,
- (c) be accepted as a member by a majority vote of the Board.

7.2.3 A Corporate Group wishing to become a member must:

- (a) complete the Membership form, which has been approved by the Board,
- (b) provide contact details of nominated representatives,
- (c) pay a membership fee (if any) as prescribed by the Board,
- (d) be accepted as a member by a majority vote of the Board.

7.3 Register of members:

7.3.1 A Register of Members, giving details of name, address, telephone number, email address, membership category, date membership commenced, date membership expired, shall be kept by the Coordinator or at the premises used as an office by the Association.

7.3.2 A list of new and departing members to be submitted by the Coordinator to Board Meetings,

7.3.3 Membership information relating to individuals is subject to privacy legislation and is not made public.

7.4 Membership fees

7.4.1 The Board shall determine the amount of Membership fees (if any) and is set at the Annual General Meeting.

7.4.2 Membership shall be for a financial year (1st July to 30th June)

7.4.3 Membership Fees (if any) must be paid by the first of September each year

7.4.4 The Board has the right to waive the Membership fee on the grounds of recognised hardship. Such applications are to be lodged in writing.

7.4.5 Board Members must be financial members of the Association.

7.4.6 Membership applications to be accepted or refused by the Board subject to a decision at the Board Meeting.

7.5 Cessation of Membership:

- 7.5.1 When a member becomes an employee of the Association under the definition of clause 2.8
- 7.5.2 A member can resign from the Association by giving notice in writing to the Coordinator. Their membership ceases on the delivery of the notice.
- 7.5.3 A member whose Membership fee is not paid within three (3) months after the relevant date ceases on expiry of that date, to be a member, unless the Board decides otherwise.
- 7.5.4 The Coordinator must cause the name of the person who dies or ceases to be a member to be deleted from the Register of Members.

7.6 Expulsion of Members

An individual or Corporate Group member can be expelled or suspended if the Board considers their conduct is detrimental to the Association. In the event of any member being accused of conduct contrary to the objects or wellbeing of the Association, that member may be liable to expulsion, suspension or other action as deemed necessary by the Board, with a majority of members present and voting.

- (a) In the event of such action, the member has the right of appeal with fourteen (14) days of decision being received. Such appeal will be heard at a Special Board Meeting at which the member shall have the right of representation.
- (b) In circumstances where the Board feel that a Corporate Group representative is not representing the interest of their Group or the Association, the Board may request the Group to replace that representative with another representative.
- (c) Reasons for the rejection of an applicant for membership will be communicated on request to the individual or organisation, seeking membership. Board members shall consider each application made at the Board Meeting and, shall, at that Meeting, or subsequent Meeting, accept or reject that application.

8 Management of the Association.

The management of the day to day business of the Association shall be vested in the Coordinator who shall report to the Board.

9 Powers of the Board

In addition to the Powers of the Association (clause 4.1 to 4.4) the Board shall have the power to:

- (a) Co-opt ex-officio members of the community where there is knowledge or experience that will be of benefit to the Association. Such persons shall not have voting rights.
- (b) Appoint sub committees as appropriate.
- (c) Create and change by laws as required, by using due process as outlined in the Constitution.

10 Board

10.1 Professional Indemnity

The Association shall biennially seek advice from an insurance specialist/broker as to the need to hold Professional Indemnity Insurance. If there is any uncertainty as to the requirements then the Association will hold Professional Indemnity Insurance.

In the event of any proceedings being taken against a member or members of the Board in respect of any matter or things done by them in the proper performance of their duties or by the direction or with the authority of the Association, the Association shall indemnify such member or members of the Board so proceeded against in respect of their costs of such proceedings and in respect of all costs and damages and other sums which they may be compelled to pay in the course or as a result of such proceedings.

10.2 Composition of the Board

The Association shall be managed by a Board comprising of a Chairperson, Vice Chairperson, Secretary, Treasurer, three to six other members (including a Consumer Representative if possible) and the Coordinator as an ex-officio member.

10.2.1 All prospective Board members must undergo a Selection Process as determined from time to time by the Board.

10.2.2 Board members will be elected for two (2) years. Ideally with half being elected in alternate years.

10.3 Nomination for Member Positions

10.3.1 Only financial members of the Association can nominate for election.

10.3.2 Nominations for vacant positions on the Board must be:

- (a) made in writing in a form approved by the Board;
- (b) be seconded by another member and;
- (c) signed by the person nominated;

(d) be delivered to the Coordinator or Chairperson prior to the Annual General Meeting.

10.3.3 Board nominees will stand for election by secret ballot at the Annual General Meeting.

10.3.4 If fewer nominations are received than there are vacancies on the Board, nominations may be received from the floor at the Annual General Meeting.

10.3.5 Members of the immediate family (spouse, siblings and parents) of staff are not eligible for election for the Board.

10.4 Board Meetings.

The Board shall meet as and when deemed necessary but not less than six (6) times per calendar year. All meetings shall be presided over by the Board Chairperson or in their absence, another Committee member.

The Chairperson or two (2) other Board Members shall have the power to call a Board meeting.

10.5 Quorum for Board Meetings.

The quorum for a meeting shall be four (4) Board members, one (1) of whom must be the Chairperson, Vice Chairperson or Treasurer.

10.6 Voting at Board Meetings

10.6.1 Each Board Member including the Chairperson has one vote.

10.6.2 All voting shall be in person and all decisions at Board meetings will be deemed to be passed if a simple majority vote is obtained.

10.6.3 The Chairperson shall have a casting vote in the case of a tied vote.

10.6.4 Any member of the Board who has a direct or indirect pecuniary or other advantage from any matter to be considered by the Board shall, as soon as they are aware of their interest, disclose it to the Board and cease to be involved in any decision or discussion.

10.6.5 The Board may invite any person to address the meeting but the person shall have no right to vote.

10.6.6 Any ex-officio or co-opted representative shall have the right to address the Board, General Meeting or Annual General Meeting but shall have no right to vote.

10.7 Representation at Board Meetings

10.7.1 The Coordinator or nominated representative shall attend Board Meetings.

10.7.2 The Coordinator or nominated representative will:

- (a) Present a report on the operations of the service since the last meeting, in a format determined by the Board.
- (b) Bring to the attention of the Board any issues which require Board consideration.
- (c) Provide information and advice to assist the Board in its deliberations.
- (d) Provide feedback to other staff of the considerations and deliberations of the Board unless directed otherwise.
- (e) The Board may, by a majority vote, require that no staff member be present for all or part of a Board meeting.

10.8 Cessation of Office of Board Members

A member of the Board shall cease to hold office if they:

- (a) resign in writing as a Board member,
- (b) are suspended or expelled as a member of the Association,
- (c) if an absolute majority of the Board vote has been taken to expel a person from the Board, and
- (d) have a non attendance at two (2) consecutive meetings without prior apology.

10.9 Casual Vacancies on Board

When a position on the Board becomes vacant, the Board may co-opt an equivalent representative to fill the vacant position until the next Annual General Meeting where due recruitment process will be followed.

10.10 Duties of Board

Unless otherwise determined by the Board, the duties of the members of the Board shall include the following: -

10.10.1 Duties of Chairperson

- a) Ensure, with other members of the Board, that the legal responsibilities of the Association including compliance with the Associations Incorporation Act, 1987, and any other Acts as appropriate are met.
- b) Preside at all General, Annual and Board Meetings.

- c) Ensure regular Board meetings are held and that all Board members are advised of the meetings.
- d) Draw up an agenda for the meetings with the assistance of the Coordinator and Secretary and, together with the minutes; ensure they are sent out with in seven days after the meeting.
- e) Manage and facilitate the meetings of the Association including: - priorities, agenda items, set time limits and lead the meeting through the agenda, note motions and amendments and put these to the meeting to vote on, sign the Minutes of the previous meeting after they have been confirmed as an accurate record of the meeting and ensure meetings are run in accordance with these Rules.
- f) Ensure proper use of Common Seal after the agreement of the meeting.
- g) Perform other duties as imposed by these Rules of the Association.
- h) Ensure, with other members of the Board, that the legal obligations of the Association are met.

10.10.2 **Duties of the Secretary**

The Secretary must:

- a) co-ordinate the correspondence of the Association;
- b) keep full and correct minutes of the proceedings of the Board and of the Association;
- c) comply on behalf of the Association with:
- d) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 12.6;
- e) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association.
- f) section 29 of the Act by maintaining a record of the names and residential or postal addresses of the persons who hold the offices of the Association
- g) upon the request of a member of the Association make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record.

10.10.3 **Duties of the Treasurer**

The Treasurer must:

- a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- b) pay all moneys into such account or accounts of the Association as the Board may from time to time direct;
- c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;
- d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e) present to each Board of Management Meeting or whenever otherwise directed to do so by the Chairperson, a balance sheet or financial statement;
- f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs d) and e); and
- g) perform such other duties as are imposed by these rules on the Treasurer.

10.10.4 **Duties of Other Board Members**

- (a) Other Board members should assist the Chairperson in undertaking their duties.
- (b) Attend all meetings giving an apology well in advance if unable to attend.
- (c) To Chair sub-committees as required.

- (d) Be conversant with all reports, agendas and policies of the Association.

10.10.5 Duties of the Coordinator

Within guidelines set by the Board, the Coordinator is also responsible for:

- a) The delivery of the day to day services of ITC
- b) Implementation of the Strategic Plan,
- c) Implementation of and reporting against the 12month Action Plan
- d) Recruitment, management and supervision of staff
- e) Liaison with stakeholders
- f) Overseeing day to day financial management of ITC
- g) Input into the setting of ITC'S Annual Budget
- h) Monthly reporting to the Board of Management
- i) Acting as the public spokesperson for the ITC, in accordance with the Media Policy
- j) Being the link between staff and the Board of Management
- k) Ensuring all contract deliverables are adhered to in service delivery
- l) Promoting the ITC its mission, values and services

11 Annual General Meeting

11.1 An Annual General Meeting should be held within four (4) months of the end of the financial year. The Board shall give at least fourteen (14) and no more than 28 days notice to all members including any special business for discussion.

11.2 The business of the Annual General Meeting shall be:

- a) Minutes of the previous Annual General Meeting.
- b) Business arising from the minutes.
- c) Presentation of the Chair's report.
- d) Presentation of audited accounts and Treasurer's report.
- e) Presentation of the Coordinator's report.
- f) Presentation of other reports as applicable.
- g) Election of Board Members.
- h) Appointment of Auditor.
- i) Appointment of Patron if appropriate.
- j) Appointment of Legal adviser if appropriate.
- k) Election of Life Members if appropriate.
- l) Any special business as notified with the Notice of Meeting.

11.3 Voting at Annual General Meeting.

11.3.1 Only those people who have been a member of the Association for four (4) weeks prior to the Annual General Meeting and are financial members are entitled to vote.

- 11.3.2 No person shall debate or vote on any matter in which they have a pecuniary or other advantage.
- 11.3.3 Voting shall be by a show of hands except that any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
- 11.3.4 Unless stated elsewhere decisions will be deemed valid by a simple majority of those present and voting at the meeting.

12 General Meetings

- 12.1 These meetings shall be called by the Board or at the request of at least 10 voting members stating the purpose of such meeting.
- 12.2 Upon receipt of a request for a General Meeting, any member of the Board shall issue notice of a General Meeting within seven (7) days.
- 12.3 Meeting is to be held no less than three (3) weeks after the deposit of the requisition at the office of the Association. Notice in writing must be given to all members for a General Meeting.
- 12.4 If the Board fails to convene the meeting within the prescribed time the requisitioners or the majority of them may convene the meeting in the manner provided for convening General Meetings. Notices of such meetings shall specify the particular matter or matters to be discussed.
- 12.5 No business other than that specified shall be conducted at the meeting.
- 12.6 Other aspects relating to a General Meeting will be the same as an Annual General Meeting.
- 12.7 General Meetings are open to all financial members.
- 12.8 General Meetings may create, repeal or amend any aspect of the Constitution

13 Voting at General Meeting

Voting will follow that laid down for an Annual General Meeting, except decisions are deemed valid by 75% of those financial members present and voting at the meeting.

14 Quorum for Annual General Meeting and General Meeting

A meeting will be declared valid when a quorum of at least two (2) Board members and five (5) other voting members are present. If a quorum is not present within thirty (30) minutes of the nominated meeting time, the meeting shall be reconvened within four (4) weeks.

15 Service of Meeting Notice

Notices shall be deemed to have served when posted to the registered address, delivered personally or emailed to the address on the Membership form. The non-delivery of such notice shall not invalidate any meeting procedure.

16 Finance

16.1 The financial year shall be from July 1st to June 30th.

16.1.1 The funds of the Association shall be lodged with such accredited organisations as the Board may decide.

16.1.2 15.1.2 Such accounts shall be operable by the Coordinator and one (1) of two (2) other Management Committee members (Chairperson & Treasurer).

16.1.3 A financial report shall be presented at each Board Meeting and audited statements to each Annual General Meeting.

16.2 Audited Accounts and Records

16.2.1 These accounts shall be audited annually by an independent auditor appointed by the Annual General Meeting.

16.2.2 The Auditor shall not be a member of the Board but of a recognized institute of Accountants.

17 Inspection of Association Records

17.1 The Association accounts, records and securities shall be open for perusal by any member after giving seven (7) days written notice to the Chairperson or Treasurer

17.2 This information is for viewing on the premises of the In Town Centre and may be copied.

17.3 Inspection of Records excludes those of a confidential and personal nature which relate to staff and clients of the Association.

18 Common Seal

18.1 The Association shall have a Common Seal on which its corporate name shall appear in legible characters.

18.2 The Common Seal of the Association shall not be used without express authority of the Board and every use of that Common Seal shall be recorded in the minutes.

18.3 The affixing of the Common Seal of the Association shall be witnessed by nominated Board members one of whom shall be the Chairperson or Finance Officer.

18.4 The Common Seal of the Association shall be kept in the custody of the Secretary or with other persons as the Board decides.

19 Interpretation of the Constitution

19.1 Any questions of the interpretation of the Constitution shall be settled at an Annual General Meeting or General Meeting called for that purpose.

20 Constitutional Amendments

20.1 Any proposed amendment to the Constitution must be submitted in writing, signed by two (2) or more financial members and addressed to the Chairperson.

20.2 Copies of proposed changes shall be forwarded to all members at least fourteen (14) days prior to the date of the meeting.

20.3 These may be amended by 75% of members present and voting at an Annual General Meeting or General Meeting called for the purpose.

20.4 The Deputy Commissioner of Taxation and the Commissioner of Corporate Affairs shall be notified within fourteen (14) days of any amendment.

21 Dissolution

21.1 The Association may be dissolved or amalgamated by resolution passed by seventy five percent (75%) of members at a General Meeting called for that purpose.

21.2 Not less than twenty eight (28) days written notice including notice of the proposed dissolution has been given to all members.

21.3 That a copy of the resolution to dissolve the Association is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution.

21.4 The Australian Taxation Office is also advised of the date of dissolution within thirty (30) days should this occur.

22 Distribution of surplus property on winding up of Organisation

22.1 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.

22.2 A distribution plan of the surplus property of the Association will be made.

22.3 No dispersal shall be made until written approval of the Commission of Taxation, has been obtained.

23 Date of Endorsement

23.1 Date 6 April 2011

23.2 The Constitution amendment takes effect 6 April 2011