

WYONG NEIGHBOURHOOD CENTRE INC.

CONSTITUTION

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1. NAME

The organisation shall be known as Wyong Neighbourhood Centre Inc.

2. AIMS AND OBJECTIVES

- a) To provide a non-discriminating service to the community of the Central Coast. Particularly to those disadvantaged by low income, illness, misfortune or in a stressful situation.
- b) To provide a place where people can relax, make friends, receive practical assistance, emotional support and counselling as required to enable them to effectively cope as individuals in society.
- c) To continually survey areas of need in cooperation with other agencies and attempt to answer those needs.
- d) To promote cooperation between service agencies to minimise duplication and fragmentation of effort.

3. MEMBERSHIP

- a) Membership of the organisation shall be open to all persons who are interested in the furtherance of or participation in the Wyong Neighbourhood Centre Inc..
- b) Membership shall have effect upon payment of an annual membership fee and run for the financial year.
- c) Life membership may be conferred on members who have served a period of not less than nine years on the Board of Management (the Board) or in an executive capacity of the organisation. Such members are not required to pay annual fees and their Membership will not lapse unless by their own request.
- d) A register of members shall be kept by the organisation showing the name, address, email, and dates of commencement and cessation of membership for each member. The register should also record the annual payment of membership fees and the date and position/s held by any who become members of the Board of Management.
- e) The members of the organisation shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges, and expenses of the winding-up of the organisation except to the amount of any unpaid membership fees.
- f) Disciplinary action shall be considered where a complaint is made to the Board showing that a member of the Association has:
 - (i) wilfully acted in a manner prejudicial to the interests of the WNCI association; and/or
 - (ii) refused or neglected to comply with provision/s of the Constitution.
- g) The procedure for disciplining members shall be determined by the Board of Management whereby the disciplined member will have 14 (fourteen) days to respond to a disciplinary notice. The Board then considers all aspects of the complaint and must provide written notice of the resolution to the member within 7 days of the decision.
- h) The procedure for a member to appeal against the disciplinary resolution requires their written response within 7 days after receiving the resolution. The Board is then required to convene a general meeting within 28 days after that date and for the sole purpose of hearing the appeal as per paragraph 12 of the Model Constitution developed by NSW Fair Trading Dept.

- (i) the Board and the member shall be given opportunity to state their respective cases orally and/or in writing before the general membership of the association and those present shall vote by secret ballot to either confirm or revoke the disciplinary resolution.

4. BOARD OF MANAGEMENT

The Association is governed by the Board of Management (the **Board**) who are elected at the Annual General Meeting in accordance with this Constitution.

- a) The Board shall consist of four (4) Office Bearers and up to four (4) Ordinary Members The Service Manager will participate in a non-voting capacity. The Board may appoint one ex-officio member as required.
- b) A Board member may hold up to 2 offices (other than both President and Vice-President)
- c) Each Board member must retire at least once every three years. Board members can be re-elected for a maximum consecutive term of nine years. For the purposes of this rule, a 'year' is the period from one AGM to the next AGM.
- d) The Executive shall consist of President, Deputy President, Secretary and Treasurer.
- e) Any vacancy occurring among the office bearers may be filled by the Board and the person so appointed shall hold office for the unexpired term of that financial year.
- f) Between Board meetings, the executive may act on behalf of the organisation provided that any actions so taken are ratified at the next meeting of the Board.
- g) Members of the Board and other volunteers shall not receive any remuneration, except by way of reimbursement for out-of-pocket expenses.

5. VACATION OF OFFICE

The office of a member of the Board shall become vacant:

- a) If the member resigns office by notice in writing to the organisation.
- b) If the member is absent for more than three (3) consecutive meetings without leave of the Board.
- c) Upon a resolution being passed by a two-thirds majority of members present at a properly constituted general meeting of the organisation specially called for the purpose of considering a resolution to move the said member from office.
- d) If the member holds any office of profit under the organisation.
- e) where the Member undertakes a role as either a paid or unpaid staff member of the Association.

6. MEETINGS OF THE ORGANISATION

- a) The Board must meet at least 4 times in each period of 12 months for the purpose of providing an assessment of the financial status of the organisation including the expenditure & acquittal of grant funds.
- b) Additional meetings of the Board may be convened by the President or by any other member of the Board.
- c) The Association must hold an Annual General Meeting within six months of the end of the Association's Financial Year.
- d) A Special General Meeting of the organisation may be called at fourteen (14) days notice upon the demand of any three (3) Board members or by the President.

- e) Oral or written notice of a meeting of the Board must be given to each member of the committee at least 72 hours, and preferably 7 days, before the time appointed for the holding of the meeting.
- f) A special resolution may only be passed by the association in accordance with section 39 of the Associations Incorporation Act 2009 (NSW).

7. PROCEEDINGS OF THE BOARD of MANAGEMENT

- a) The Board may meet together for the despatch of business, adjourn, or otherwise appoint and regulate its meetings as it thinks fit.
- b) The Board may appoint from among its members Chair of sub-committee, either standing or ad hoc. The Chair of any sub-committee may co-opt to that sub-committee from the general membership, subject to approval by the Board. The Service Manager shall be an ex-officio member of all sub-committees

8. THE QUORUM

- a) At Board meetings a quorum shall be four (4) members .
- b) At General meetings one-third of members of the organisation shall constitute a quorum.
- c) At any sub-committee a quorum shall be a simple majority of its members.

9. THE FINANCIAL YEAR

The financial year has been determined by the Board to be 1 July to 30 June.

10. THE ANNUAL GENERAL MEETING

The Annual General Meeting of members shall be held within six (6) months of the end of the financial year. The business of the Annual General Meeting shall include:

- a) The presentation of the Annual Report and audited Financial Statements for the year.
- b) The election of Office Bearers.
- c) Appointment of: Auditor and Solicitor.
- d) Determination of annual membership fees.

11. NOTICE OF MEETING

- a) Notice of all General Meetings shall be given in writing* to all members at least seven (7) days prior to the date set down for the meeting. Such notice to contain date, time, place of meeting and the general nature of the business to be conducted.
- b) The accidental omission to give notice of any such meeting to any member or the non-receipt of such notice by any member shall not invalidate any such meeting or any resolution made by any such meeting.
- c) Writing includes email and other correspondence in electronic form. Signatures maybe transmitted by electronic means.

12. VOTING

- a) At general meetings each member personally present shall be entitled to one vote.
- b) At management or sub-committee meetings each member of the management or that sub-committee personally present shall be entitled to one vote. The Chair shall in the event of an equality of votes be entitled to a second or casting vote.

- c) A member is entitled to vote when all membership fees are fully paid.
- d) Members may not vote by proxy at general meetings.

13. USE OF TECHNOLOGY

- a) A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the association's members a reasonable opportunity to participate.
- b) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

14. FUNDS

- a) All moneys received by the organisation shall be deposited intact at the earliest possible date to the credit of the organisation's bank account. Receipts for moneys received shall also be issued promptly.
- b) Cheques, EFT transfers or cash payments, and all other financial transactions, must be authorised by the Board and signed by any two authorised officers as determined by the Board.
- c) The funds of the organisation shall be derived from the fees of members, donations, grants and such other sources approved by the Board.
- d) The Common Seal of the organisation shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be attested by the signature of two members of the Board.
- e) The Treasurer shall ensure that correct records are kept showing the financial affairs of the organisation. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- f) The financial records of an association must be kept for a minimum period of 5 years.

15. AUDIT

The Auditor shall examine all accounts, ledgers, vouchers, receipts, etc. and shall furnish a report to the Annual General Meeting following the end of the financial year.

16. AMENDMENTS TO THE CONSTITUTION

- a) These rules can only be amended by a special resolution passed by a two-thirds majority of members voting at any General Meeting. Notice of the proposed amendment shall have been given by twenty-one (21) days in advance subject to the Act and Regulations.
- b) The Association is required to lodge notification of any change to name, objects, non-profit or dissolution clause. within 28 days after the special resolution approving the change of objects or constitution being passed. The alteration takes effect when it is registered.

17. MINUTES

The Board shall cause minutes to be made:

- a) Of all appointments of office bearers, members of the Board and staff.
- b) Of the names of all present at meetings of the organisation and of the committees.

- c) Of all proceedings at all meetings of the organisation and of the Board.

Such minutes shall be signed by the President or Chair.

18. CHAIR OF MEETINGS

The President, or in his/her absence the Deputy President shall Chair all meetings. In the absence of both President and Deputy President at any such meeting the members present and entitled to vote shall elect a Chair to act during such meeting.

19. CONFLICT OF INTEREST

If a Board member has:

- a direct or indirect interest in a matter being considered by the Board, and;
- that interest appears to raise a conflict with the proper performance of the Board member's duties;

then the Board member must disclose the nature and extent of that interest at a Board meeting as soon as possible.

- a) Any direct or indirect interest disclosed by a Board member as required in accordance with this constitution or the Act must be recorded and kept for that purpose
- b) The Secretary is responsible for keeping and maintaining the Register of Disclosure of Interest in accordance with this Constitution, the Act and the Regulations.

20. DISSOLUTION

- a) The Organisation shall be dissolved in the event of the membership being fewer than four (4) persons, or upon a three-quarters majority decision at a General Meeting called for that purpose.
- b) Upon resolution being passed in accordance with part (a), the assets or property available after satisfying all debts and liabilities shall, upon a decision by the members of the Organisation, be handed over to some other organisation(s) having objects similar to the objects of the Organisation, which prohibits the distribution of its income and property among its members to an extent at least as great imposed by the Organisation under these rules. However, in making the distribution, the Organisation must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.