

**VICTORIA PARK COMMUNITY ASSOCIATION**  
**(INCORPORATED)**

**CONSTITUTION**

11<sup>th</sup> May 2000

# CONTENTS

---

Clause	Page
1. Name of Association .....	1
2. Registered Office.....	1
3. Definitions .....	1
4. Purpose of the Association .....	2
5. Objects.....	2
6. Powers of the Association .....	2
7. Membership.....	3
8. Procedure for Membership .....	3
9. Register of Members .....	3
10. Membership Fee .....	3
11. Cessation of Membership .....	3
12. Expulsion of Members .....	4
13. Management .....	4
14. Register of Management Committee Members.....	4
15. Nomination and Methods of Election of Management Committee Members.....	4
16. Cessation of Office .....	5
17. Casual Vacancies in the Management Committee .....	5
18. Voting at Management Committee Meetings.....	6
19. Duties of Office Bearers .....	6
20. Management Committee Meetings.....	8
21. Quorum for Management Committee Meetings.....	8
22. General Meetings.....	8
23. Quorum for Annual General Meeting and Special General Meetings.....	9
24. Voting and the Election of Officers at Annual General Meetings.....	9
25. Finance .....	9
26. Inspection of the Association's Records .....	10
27. Alterations of Rules .....	10
28. Non-Profit Clause.....	10
29. Common Seal .....	10
30. Dissolution.....	10

---

# CONSTITUTION

---

## 1. Name of Association

The name of the organization shall be the Victoria Park Community Association (Incorporated) hereafter referred to as "the Association".

## 2. Registered Office

The Association shall be located at an office determined by the Management Committee.

## 3. Definitions

The following definitions shall apply:

- 3.1 The "Association" refers to the Victoria Park Community Association (Incorporated);
- 3.2 The "Committee" means the Management Committee of the Association, which comprises Chairperson, Vice-Chairperson, Secretary, Treasurer and Assistant Secretary and three other committee members;
- 3.3 "Committee Meeting" refers to a meeting of the Management Committee;
- 3.4 "Committee Member" means a member of the Management Committee;
- 3.5 "Financial year" means the period from 1 July of one year to 30 June of the following year;
- 3.6 "General Meeting" means a meeting that is open to all members of the Association;
- 3.7 "Victoria Park" means all the area within the boundaries of the municipality of the Town of Victoria Park;
- 3.8 "Member" means a financial member of the Association being a person or organization less than 12 months in arrears in membership dues;
- 3.9 "Deliberative vote" means a vote on a question or motion that may be accompanied by discussion or examination;
- 3.10 "Casting vote" means the deciding vote cast by the chairperson to resolve a tie; and
- 3.11 A reference to a Clause is a reference to a Clause of this Constitution.

# CONSTITUTION

---

## **4. Purpose of the Association**

The purpose of the Association is the representation, promotion, enhancement, development and advancement of the community of the Town of Victoria Park.

## **5. Objects**

- 5.1 To develop and foster a sense of civic pride and community spirit among the residents and ratepayers of the Town of Victoria Park.
- 5.2 To act on behalf of Victoria Park residents and ratepayers in their representation with Government departments and Local Government authorities in promoting the interest of Victoria Park.
- 5.3 To preserve the cultural and architectural heritage of Victoria Park.
- 5.4 The dissemination of information and assistance to the public regarding any matter involving the Town of Victoria Park.
- 5.5 To assist other organizations operating with similar objectives.
- 5.6 To pursue openness, accountability and transparency in the activities of the Council of the Town of Victoria Park.
- 5.7 To undertake any other activities in furtherance of the purposes of the Association.

## **6. Powers of the Association**

- 6.1 With respect to the administration of the Association, open and operate bank accounts and draw, accept and negotiate cheques, and other negotiable instruments.
- 6.2 To obtain monies by way of contributions, donations, subscriptions, grants or any other lawful methods and to receive gifts of real and personal property.
- 6.3 To apply the property and income of the Association towards the promotion of the Objects or Purposes of the Association but so that no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those Objects or Purposes.
- 6.4 To deal with the monies of the Association not immediately required for the purposes of the Association in such manner as authorised by law and as may from time to time be determined by the Committee.
- 6.5 To appoint delegates and representatives to other organizations or bodies.
- 6.6 To appoint or elect or co-opt subcommittees and working parties.
- 6.7 To approve the membership of, suspend or otherwise deal with the member or official for any behaviour or non-compliance with the Rules of the Association, by-laws of the Association or decisions of the Committee when such behaviour or non-compliance is deemed not to be in the best interests of the Association.
- 6.8 To do all such other things as the Association or its members may deem necessary, incidental or conducive to the attainment of the above objects and the exercise of the above powers.

# CONSTITUTION

---

## 7. Membership

Membership shall be open to any person or organization who is interested in the amenities of Victoria Park and who is in agreement with the purpose and objects of the Association contained herein, and who has satisfied the provisions specified below regarding the procedure for membership.

## 8. Procedure for Membership

- 8.1 Persons or organizations wishing to become a member of the Association shall:
  - 8.1.1 Apply in writing for membership on the special form as determined by the committee from time to time and agree in writing that they support the objectives of the Association; and
  - 8.1.2 Pay an annual membership fee, due at 1 July each year, as prescribed by the Committee from time to time;
- 8.2 The Association may extend an invitation for membership to such persons as it sees fits.
- 8.3 All members agree to be bound by the Constitution, by-laws and decisions of the Committee unless otherwise altered by the General Meeting.

## 9. Register of Members

- 9.1 The Secretary shall, on behalf of the Association, keep and maintain a Register of Members showing the name, address, date of joining, and date of payment of membership fee.
- 9.2 The register shall be confidential but can be made available on request to any member of the Association at any reasonable times for viewing by the member.
- 9.3 The Secretary shall cause the name of the person who dies or who ceases to be a member of the Association, to be deleted from the Register of Members.

## 10. Membership Fee

- 10.1 The Committee shall propose the amount of the membership subscription to be paid by each member, such amount to be decided by the Annual General Meeting from time to time.
- 10.2 Each individual or organization accepted as eligible for membership shall pay to the Treasurer, annually on or before 30 June or such other date as the Committee from time to time determines, the amount of the subscription pursuant to Clause 10.1 above.
- 10.3 The Committee may waive the need for subscription and membership fee if necessary.

## 11. Cessation of Membership

A member who delivers notice in writing to the Secretary or any member of the Committee of their resignation from the Association, ceases to be a member as at the date specified in the notice.

# CONSTITUTION

---

## 12. Expulsion of Members

- 12.1 A member can be expelled as a member of the Association if the Committee considers the member's conduct is detrimental to the interests of the Association. In such case, the Committee shall communicate to the member in writing;
  - 12.1.1 Notice of the proposed expulsion including details of the member's conduct and reasons why the conduct is detrimental to the Association; and
  - 12.1.2 The date, time and place of the Committee meeting at which the question of expulsion will be decided, such date not being less than seven (7) days before the date of the Committee Meeting referred to in Clause 20.
- 12.2 At the Committee Meeting referred to in Clause 20 the Committee may, having provided the member concerned a reasonable opportunity to be heard or to make representation in writing, expel or decline to expel that member from membership of the Association and shall communicate that decision in writing to that member within fourteen (14) days.
- 12.3 A member who is expelled from membership of the Association ceases to be a member from the date in the notice of expulsion.

## 13. Management

The Committee shall be responsible for:

- 13.1 Upholding and advancing the objects and purpose of the Association.
- 13.2 The proper exercise of the powers of the Association.
- 13.3 The financial management of the Association including the financial management of any services it provides.
- 13.4 Ensuring that any vacancy on the Committee that may occur during the Committee's term of office is filled as soon as possible.
- 13.5 Co-opting persons in an advisory capacity to the Committee as required. Co-opted persons do not have voting rights.
- 13.6 Maintaining membership of and community support for the Association.

## 14. Register of Management Committee Members

The Secretary shall ensure a current Register of Management Committee Members showing name, address, position, date of election and date of retirement is maintained. This shall be made available on request to any member of the Association at all reasonable times for viewing only.

## 15. Nomination and Methods of Election of Management Committee Members

- 15.1 Only members may nominate for membership of the Management Committee. The term of office will be 1 year.
- 15.2 The system for voting for positions will be determined by the Management Committee subject to approval by the members at a General Meeting.

# CONSTITUTION

---

- 15.3 Former Management Committee members can nominate again.
- 15.4 The Management Committee or a member thereof may be reinstated by a majority vote at a General Meeting.

## **16. Cessation of Office**

- 16.1 An office bearer or member of the Committee shall cease to hold such office if:
  - 16.1.1 He/she resigns in writing as a Member of the Association.
  - 16.1.2 He/she is suspended or expelled as a Member of the Association pursuant to Clauses 11 and 12 hereof.
  - 16.1.3 A majority of the Committee or a General Meeting vote to expel a person from the Committee.
- 16.2 A member can be expelled as a member of the Committee if the Committee considers the member's conduct is detrimental to the interests of the Association, he/she fails to attend three (3) successive Committee Meetings without showing adequate reason, or if the member is not performing his/her duties of office fully. In such a case, the Committee shall communicate in writing to the member:
  - 16.2.1 Notice of the proposed expulsion including details of the member's conduct and reasons why this conduct is detrimental or not acceptable to the Association; and
  - 16.2.2 The date, time and place of the Committee Meeting at which the question of expulsion will be decided, such date being not less than seven (7) days before the date of the Committee Meeting referred to in Clause 20.
- 16.3 At the Committee Meeting referred to in Clause 20, the Committee may, after having given the member concerned a reasonable opportunity to be heard or to make a representation in writing, expel or decline to expel that member from membership of the Committee and shall communicate that decision in writing to that member within fourteen (14) days.
- 16.4 A member who is expelled from the Committee under Clause 16.2 ceases to be a member of the Committee from the time the decision to expel is taken.
- 16.5 A member who is expelled from the Committee shall, if wishing to appeal against the expulsion to a Special General Meeting of the Association, give notice to the Secretary of any intention to do so within fourteen (14) days after the date of expulsion.

## **17. Casual Vacancies in the Management Committee**

Should a vacancy occur during the year among the members of the Management Committee, the Management Committee will have the power to select a replacement. Any person appointed to fill a casual vacancy by the Committee shall only hold office for the Committee's current term.

# CONSTITUTION

---

## 18. Voting at Management Committee Meetings

- 18.1 Each Committee Member has a deliberative vote.
- 18.2 Decisions made by the Management Committee must not be "ultra vires", i.e. must not contravene existing laws or other contractual obligations.
- 18.3 All decisions at Management Committee Meetings will be deemed to be passed if a majority is obtained.
- 18.4 All options/proposals will be decided by a majority of votes and in the event of a tie the Chairperson will have a casting vote. The Chairperson will not have a deliberative vote.
- 18.5 All voting at Committee Meetings shall be in person.
- 18.6 Any member of the Committee who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Committee shall, as soon as possible after the relevant facts have come to his or her attention, disclose to those present at the meeting his or her interest and shall then cease to be present at any deliberation of the Committee with respect to that matter. For the purpose of this Clause a member is not taken to have a direct or indirect pecuniary interest solely by reason of their being resident within the boundaries of Victoria Park.
- 18.7 Any ex-officio or co-opted representative shall have the right to address any Committee or General Meeting but shall have no right to vote at that meeting.

## 19. Duties of Office Bearers

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

- 19.1 Duties of Chairperson
  - 19.1.1 Ensure that Management Committee Meetings are held when necessary and that all Management Committee Members are advised of the meetings.
  - 19.1.2 Draw up an agenda for the meetings with the assistance of the Secretary.
  - 19.1.3 Prioritise agenda items, if necessary set time limits, and lead the meeting through the agenda.
  - 19.1.4 Note motions and amendments (with the Secretary) and put those to the meeting to vote on.
  - 19.1.5 Ensure, with other members of the Committee, that the legal responsibilities of the Association are met.
  - 19.1.6 Be a member of the subcommittees or other task groups if required.
  - 19.1.7 Act as a spokesperson for the Association.
  - 19.1.8 Required to be named on the Association's financial accounts (either with the Treasurer or the Secretary).
  - 19.1.9 Can withdraw monies from the Association's account (with one other co-signatory), as defined under Clause 25.

# CONSTITUTION

---

- 19.1.10 Perform such other duties as imposed by the Rules of the Association.
- 19.2 Duties of Vice-Chairperson
- The Vice-Chairperson shall undertake the duties of the Chairperson if the Chairperson is absent or when instructed by the Chairperson and shall act as a spokesperson and perform diplomatic duties when instructed by the Chairperson.
- 19.3 Duties of the Secretary
- 19.3.1 Call meetings in accordance with the provision of these Rules.
- 19.3.2 Ensure that accurate minutes are taken of the Management Committee Meetings and any other meetings of the Association, and that the minutes are properly filed.
- 19.3.3 Work with the Chairperson to note motions and amendments to be voted on in meetings.
- 19.3.4 Ensure that a list of the correspondences that have been received and sent is available at each Management Committee Meeting, and that correspondence requiring action is brought to the Committee's attention, and that correspondence is properly filed and up-to-date and is available for any member to examine if reasonable notice is given.
- 19.3.5 Receive and submit all applications for membership to the Committee for consideration.
- 19.3.6 Keep and maintain an up-to-date record of the Rules of the Association and make these available for inspection on request by a member of the Association.
- 19.3.7 Ensure that a Register of Members and Management Committee Members and their financial status is maintained.
- 19.3.8 Bring to the Committee's attention all legal obligations of the Association.
- 19.3.9 Can withdraw monies from the Association's account (with one other co-signatory), as defined under Clause 25.
- 19.3.10 Perform such other duties as imposed by the Rules of the Association.
- 19.4 Duties of the Assistant Secretaries if any
- The Assistant Secretaries shall assist the Secretary to perform his or her duties, and in the absence of the Secretary the Assistant Secretary will be required to undertake the Secretary's duties.
- 19.5 Duties of the Treasurer
- 19.5.1 Ensure the safekeeping of all books and documents of a financial nature, including securities.
- 19.5.2 Ensure that proper books of account are kept and that funds are not mismanaged.
- 19.5.3 Ensure that the financial requirements of funding bodies are met.
- 19.5.4 Ensure that financial records are produced and presented to the Committee and/or members at Management Committee Meetings and at General Meetings.
- 19.5.5 Ensure that an audit or an accounting of the books is prepared each year and that the accounts of the Association, showing the financial position at the end of the proceeding financial year, is submitted to members at the Annual General Meeting.

# CONSTITUTION

---

- 19.5.6 Ensure, with other members of the Committee, that legal obligations of the Association are met.
- 19.5.7 Can withdraw monies from the Association's account (with one other co-signatory), as defined under Clause 25.
- 19.5.8 Perform such other duties as imposed by the Rules of the Association.
- 19.6 Duties of other Management Committee Members  
  
Other Management Committee members should assist the Chairperson, Vice-Chairpersons, the Secretary or the Treasurer in undertaking their duties.

## **20. Management Committee Meetings**

- 20.1 The Management Committee shall hold meetings whenever necessary.
- 20.2 The notice and agenda of every meeting shall be forwarded to each member of the Committee at least one week prior to the meeting date or in any emergency such other notice whether by telephone or mail as the Committee may ratify at the following Committee Meeting regularly called.
- 20.3 The date of posting of notices of Committee Meetings shall be recorded in a register of outgoing mail.
- 20.4 The agenda of the Management Committee Meetings shall be prepared by the Management Committee.
- 20.5 Special Management Committee Meetings may be called by the Chairperson or the Secretary or on representation by at least one member of the Committee to the Chairperson or Secretary.

## **21 Quorum for Management Committee Meetings**

The quorum for a meeting shall be fifty percent (50%) of the total number of Management Committee members, one of whom must be the Chairperson or the Vice-Chairperson or the Secretary or the Treasurer.

## **22 General Meetings**

- 22.1 Annual General Meeting
  - 22.1.1 All members will be notified of date, time and venue of all general meetings by written or electronic notification at least fourteen (14) days before the event. Annual General Meetings shall be held in the first quarter of the financial year as decided by the Management Committee.
  - 22.1.2 Posting of notices of the Annual General Meeting shall be recorded in a register of outgoing mail.
  - 22.1.3 The Chairperson shall provide a report for the previous financial year and shall suggest recommendations for the following financial year.

# CONSTITUTION

---

- 22.2 Special General Meeting
  - 22.2.1 The Management Committee will summon an extraordinary meeting on a petition arising from an issue(s) having the support of at least ten percent (10%) or twenty (20) members of the General Membership, or on application made by an expelled Committee Member under Clause 16.5.
  - 22.2.2 Not less than seven (7) clear days notice, and in the case of a proposed alteration to the Rules of the Association fourteen (14) days notice, shall be given to the members of any Special General Meeting.

## **23. Quorum for Annual General Meeting and Special General Meetings**

No business shall be transacted at the Annual General Meeting or Special General Meeting unless a quorum of members is present at the time when the meeting proceeds to its business. The quorum of any General Meeting shall be fifteen percent (15%) of the General Membership or a minimum of twenty (20) members whichever is the lesser.

## **24. Voting and the Election of Officers at Annual General Meetings**

- 24.1 A Returning Officer shall be appointed by the Management Committee to organise and conduct the election of officers and members of the Management Committee at the Annual General Meetings. The Returning Officer shall be a member of the Association.
- 24.2 Nominations for the Management Committee positions shall be accepted verbally at the inaugural meeting of the Association by the Returning Officer, elected by the members present at such meeting, and at subsequent Annual General Meetings, or by way of written notice given to the Secretary before the commencement of the Annual General Meeting.
- 24.3 A member may appoint in writing another member to be his or her proxy and to attend and vote on their behalf at any General Meeting.
- 24.4 A member may not be proxy to more than one (1) other member.
- 24.5 Voting for the Management Committee elections, unless otherwise determined by the Management committee and approved by General Meeting under Clause 15, will be by secret ballot of those members present.

## **25. Finance**

- 25.1 All funds shall be deposited to the credit of the Association at such Bank appointed by the Committee from time to time.
- 25.2 All accounts shall be operated by, and require the signature of any two of the Chairperson or Vice Chairperson or Secretary or Treasurer.
- 25.3 An amount of \$200.00 or less can be withdrawn without the need to notify the Management Committee.
- 25.4 The withdrawal of \$201.00 or more shall be required to be notified to the Management Committee.

# CONSTITUTION

---

## **26. Inspection of the Association's Records**

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association, excluding those of a personal nature which relate to staff and clients of the Association.

## **27. Alterations of Rules**

The Rules of the Association may be altered or replaced by a majority of not less than three quarters of members present at the Annual General Meeting or a Special General Meeting of the Association, provided that notice of the proposed alteration or replacement shall have been given in writing to the Secretary at least fourteen (14) days prior to that meeting and that all members of the Association have been notified of the proposed amendment or replacement at least fourteen (14) days prior to that meeting.

## **28. Non-Profit Clause**

- 28.1 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned Purposes and Objects.
- 28.2 No portion shall be distributed directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association aforementioned.

## **29. Common Seal**

- 29.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 29.2 The common seal of the Association shall not be used without the approval of the Committee and every such use of the common seal shall be recorded in the minute book of the Association.
- 29.3 The common seal shall be kept in the custody of the Secretary or the Assistant Secretary of the Association.

## **30. Dissolution**

If on winding up the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up, that property shall be distributed:

- (a) To another association incorporated under the Act; or
- (b) For charitable or benevolent purposes;

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.