

GYMEA COMMUNITY AID AND INFORMATION SERVICE



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- Migrant Services
- Home and Community Care Services
- Community Development Services
- Finance and Administration

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CONSTITUTION

1. **NAME:** The name of the organisation shall be GYMEA COMMUNITY AID & INFORMATION SERVICE INCORPORATED (Referred to in these rules as “The Association”).
2. **OBJECTS:** (as amended October, 2000)
 - (a) To provide an information, referral and advisory service to residents with the aim of relieving the effects of alienation by identifying personal contacts, community organisations and focal points of friendship within the GyMEA and surrounding districts.
 - (b) To facilitate community development and the establishment of services to alleviate hardship or need.
 - (c) To provide a general community service accessible to all people within the GyMEA and surrounding districts.
 - (d) To assist and relieve poverty, distress, suffering, destitution, misfortune, loneliness, helplessness and personal need (as it is not for profit – charity role).
 - (e) To give emergency aid and assistance to the residents of the GyMEA district.
3. **MEMBERSHIP:** (as amended October 11, 2000)
 - (a) Subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to Incorporation together with such other people and organisations as the Committee admits to membership.
 - (b) Membership is open to all individuals and organisations who accept the objects and rules of the Association and who live, work or study in the Sutherland Shire
 - (c) Individuals and organisations seeking to become members of the Association shall apply to the Committee for membership.

- (d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (e) Members shall pay such fees as may be determined by the Committee from time to time.
- (f) A register of members shall be kept by the Association showing the name, address, and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- (g) Membership shall cease upon resignation, expulsion or failure to pay membership fee, which may be set from time to time by the Committee.
- (h) Resolution of Internal Disputes. The procedure for resolution of internal disputes shall be determined by the Committee.

4. MEMBERS' LIABILITY: (as amended October 11, 2000)

The members of the Association shall have no liability towards the payment of debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS: (as amended October 11, 2000)

The procedure for disciplining of members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at a special general meeting of the Association.

6. MANAGEMENT: (as amended October 28, 2014)

- (a) The Association shall have its affairs and management controlled the Committee.
- (b) The office bearers shall consist of a President, Vice-President, Secretary and Treasurer. There shall be up to 5 other member of the Committee. The Committee will have the discretion to invite up to 2 other members to the committee if they should have some particular contribution to make.
- (c) The office bearers and other member of the Committee shall be elected at the Annual General Meeting. With casual vacancy occurring in the Committee in any one year then the committee can appoint only four casual members and should other vacancies arise than a special general meeting of members be called to fill the vacancies.

- (d) Each member of the Committee shall hold office from the date of his or her election or appointment until the conclusion of the next Annual General Meeting.
- (e) Retiring Committee members are eligible for re-election. Office bearers must not hold the same position on the Committee for longer than two (2) consecutive years.
- (f) A person may be a member of the Committee for no longer than eight (8) years measured from the time at which the person joined the committee. That person may re-join the committee after an absence from it of two years.
- (g) Resolution of Issues within the Committee – If there are issues which the Committee wish to take up with one particular member, an initial letter addressing the concern(s) and requesting adherence to the Code of Ethics is to be given as a first warning to the Committee member, with a specific period of time for review determined by the Committee (a maximum of six weeks). If the Committee sees no satisfactory change in this period, a second warning letter is to be given, and if a third warning is necessary, termination of duties is required.
- (h) The Committee shall meet as often as necessary to conduct the business of the Association and not less than once in two months except January.
- (i) The quorum for meetings of the Committee shall be one half of the existing number of Committee members.
- (j) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- (k) A member of the Committee shall cease to hold office upon resignation in writing, or absence from three successive Committee meetings without approval by the Committee.
- (l) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- (m) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting should have a second or casting vote.
- (n) If within half an hour of the time appointed for a Committee meeting a quorum is not present, the meeting shall be dissolved.
- (o) Sub-committees may be formed as needed. Every Sub-committee shall appoint one of its members to be Chairperson. Members of the organisation or interested persons may be co-opted in an advisory capacity but shall have no voting rights.

- (p) A member of the Committee may be appointed to a salaried office for no more than four hours per week. Remuneration shall be given by the Association to any member of the Committee for:
 - (i) repayment of out-of-pocket expenses.
 - (ii) reasonable and proper rent for premises let to the Association.
- (q) The Office of a member of the Committee shall become vacant if:
 - (i) the member is directly or indirectly interested in any contract with the Association.
 - (ii) the member ceases to be a member of the Association.

7. GENERAL MEETINGS: (as amended September 28, 2007)

- (a) An Annual General Meeting of the Association shall be held within four months of the end of the financial year, when the Annual Report and audited financial statement shall be presented.
- (b) The financial year shall conclude on June 30 of each year.
- (c) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened by the Committee within three months of a written request to do so from at least five per cent of the membership of the Association.
- (d) At least 14 days notice of all General Meetings and notices of motion must be given to members in writing or such means as may be decided by the Committee. In the case of General Meetings where a Special Resolution is to be proposed notice of the Meeting shall be given to members at least 21 days before the meeting.
- (e) In the case of the Annual General Meeting the following business shall be transacted:
 - (i) Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting.
 - (ii) Receipt of the Committee's Report upon the activities of the Association in the last financial year.
 - (iii) Election of office bearers and other members of the Committee.
 - (iv) Receipt and consideration of an audited financial statement which is not misleading and gives a true and fair view for the last financial year of the Association's:
 - Income and expenditure
 - Assets and Liabilities
 - Mortgages and charges and other securities
 - Trust properties
 - (v) Election of the Auditor of the Association.
- (f) The quorum for a General Meeting shall be at least thirty three percent of financial members present in person.

- (g) If within half an hour of the time appointed for General Meeting a quorum is not present, the meeting shall be dissolved.
- (h) Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote, except for those matters which must be decided by Special Resolution, where two-thirds of the attendees are required.
- (i) All votes can be given personally or postal vote or proxy by a current financial member.
 - A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription in respect of the then current year.
 - Each member is to be entitled to appoint another member as proxy by notice given to the Secretary 48 hours before the time of the meeting in respect of which proxy is appointed.
 - The notice appointing the proxy is to be in a form set out in Appendix 2 to these rules.
- (j) In the case of an equality of votes the person appointed to chair the General Meeting will have a casting vote.
- (k) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or if there are vacancies at that time.

8. OFFICE BEARERS: (as amended October 11, 2000)

- (a) The President, or in the President's absence, the Vice-President, shall act as chairperson at each General Meeting and Committee meeting of the Association.
- (b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- (c) The Secretary shall keep records of the business of the Association, including the rules, register of members, a record of correspondence and minutes of all General and Committee meetings. These records shall be available for inspection by any member of the Association.
- (d) The Secretary shall ensure minutes to be made:
 - of all the appointments of office bearers and members of the Committee
 - of the names of the members of the Committee present at all meetings of the Association
 - of all proceedings at meetings of the Association and the Committee.

- (e) The Secretary will cause:
 - the Minutes of the proceedings of all General meetings to be kept in a suitable book which shall be open for inspection by any member of the Association.
 - That such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairman at the next succeeding meeting.
- (f) The Treasurer shall ensure that all money received by the Association shall be paid into an account in the Association's name. Receipts for monies received shall also be issues promptly.
- (g) All accounts shall be paid by cheque and all cheques shall be signed by any two of the following: President, Vice-President, Secretary, Treasurer, Centre Co-ordinator or one of the appointed members. All payments in excess of \$100 made by the Association shall be paid by cheque. This excludes internet banking.
- (h) Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
- (i) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be made available for inspection by any member and shall be held in the custody of the Treasurer.

9. AUDIT:

- (a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books etc., and furnish a report to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- (b) An auditor shall not be a member or closely related to a member of the Committee.
- (c) Subject to paragraph (d) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least 21 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least 7 days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if he or she so wishes, be heard at such Annual General Meeting.
- (d) Where the current auditor submits his or her resignation or notifies the Secretary of his or her intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

10. SPECIAL RESOLUTIONS: (as amended September 28, 2007)

- (a) A special resolution must be passed by a General Meeting of the Association to effect the following changes:
 - (i) a change of the Association's name
 - (ii) a change of the Association's rules
 - (iii) a change of the Association's objects
 - (iv) an amalgamation with another Incorporated Association
 - (v) to voluntarily wind up the Association and distribute its property
 - (vi) to apply for registration as a Company or a Co-operative.
- (b) A special resolution shall be passed in the following manner:
 - (i) a notice must be sent to all members advising that a general Meeting is to be held to consider a special resolution
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting.
 - (iii) A quorum must be present at the meeting
 - (iv) At least two-thirds of those present must vote in favour of the resolution
 - (v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

11. PUBLIC OFFICER:

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer, provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - (i) death
 - (ii) resignation
 - (iii) removal by the Committee or at a General Meeting
 - (iv) bankruptcy or financial insolvency
 - (v) mental illness
 - (vi) residency outside New South Wales.
- (e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - (i) appointment (within 14 days)
 - (ii) a change of residential address (within 14 days)

- (iii) a change in the Association's objects or rules (within one month)
 - (iv) a change in the membership or the Committee (within 14 days)
 - (v) of the Association's financial affairs (within one month after the Annual General Meeting)
 - (vi) a change in the Association's name (within one month)
- (g) The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

12. DISSOLUTION: (as amended September 28, 2007)

- (a) The Association shall be dissolved in the event of the membership being less than 5 persons or upon a special resolution being passed by a three-fourths majority at a Special General Meeting convened to consider such a question.
- (b) Upon a special resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Association on hand shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities with similar objects to this Association as a two-thirds majority of the members at the Special General Meeting may decide.
- (c) Such resolution shall specify that the nett assets remaining after the payment of all liabilities shall be transferred to a fund approved by the Commissioner of Taxation under Section 78 J(1) (a) of the Income Tax Assessment Act 1936-1968.
- (d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.

13. COMMON SEAL: (as amended October 11, 2000)

- (a) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

14. MISCELLANEOUS: (as amended October 11, 2000)

- (a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources as approved by the Association.
- (c) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- (d) The assets and income of the organisation shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.

The Common Seal of Gymea Community Aid & Information Service Incorporated was affixed to this document in the presence of the President: Russell Barnes and the Public Officer: Vera Au on October 28, 2014

Signed.....
President

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Public Officer