

Associations Incorporation Act 2009 (NSW)

PORT MACQUARIE COMMUNITY COLLEGE INCORPORATED
ABN 75 208 033 153
CONSTITUTION

March 2012

PART 1 – The Association

Name

1. The name of the Association is Port Macquarie Community College Inc. (the Association).

Objects

2. The Objects of the Association are to
- 2.1 enhance, enliven and enrich our community by providing quality education, training and associated services and activities
 - 2.2 provide direct relief in the form of training, education and the provision of other services which provide learning and development outcomes that enhance opportunities for people in necessitous circumstances.
 - 2.3 provide direct relief to unemployed people with diagnosed disabilities and those in necessitous circumstances by providing assistance in the form of activities and programs to develop their capacity for resilience during period of unemployment and to gain skills for employment and work experience opportunities.
 - 2.4 provide direct relief to members of the community suffering mental illness through engagement with creative arts for recovery and providing pathways to re-engage with employment and the community.
 - 2.5 support initiatives by Government, business and community groups to increase employment opportunities in the community.
 - 2.6 provide direct relief for those who are aged and isolated through disability by the promotion of and training in information technology.
 - 2.7 provide direct relief through support and interaction with local indigenous communities to identify and respond to education and training issues and needs in a culturally appropriate manner.
 - 2.8 pursue activities and services that contribute to the wellbeing of communities, create sustainable growth, reflect quality and value in the range of services offered and are consistent with the vision of the College.

Functions

3.1 The Association shall be a not for profit organisation and shall be apolitical and non-sectarian.

3.2 To further the Objects, the Association may, but shall not be limited to undertaking all or any of the following Functions:

- a) raising funds, including through the conduct of training and education programs, courses and activities;
- b) acquiring, managing, renting and disposing of property;
- c) identifying, promoting, facilitating and undertaking projects;
- d) assisting the community by developing and providing education, training and complementary opportunities;
- e) promoting and recruiting membership and other support;
- f) protecting as far as practicable the safety and welfare of members and clients while participating in Association activities;
- g) marketing activities relevant to the operations of the Association
- h) securing and maintaining relevant accreditations, licences, registrations;
- i) collaborating, cooperating, supporting and assisting local and regional groups having similar Objects and established to address community needs;
- j) forming strategic partnerships, joint ventures or affiliating with other organisations that may be of assistance in furthering the Objects;
- k) undertaking all things that are considered reasonable and necessary from time to time by the Committee of Management and considered in the best interests of the Association.
- l) To provide specialised education in a school environment for young people who are unable to obtain or continue education in mainstream schools as a result of:
 - A diagnosed mental health disorder or disability including a learning disability

- Homelessness
- Drug or alcohol dependency
- Domestic violence or abuse
- Any combination of the above.
- Where the Association is functioning in its capacity as an operator of an independent school, any revenue derived must only be used for the purpose of the School.

Membership

4. Subject to this Constitution, any person who accepts and supports the Objects of the Association shall be eligible for membership.

Management by Committee

5. The affairs of the Association shall be managed by a Management Committee (the Committee) as appointed by the Ordinary Members.

PART 2 – Membership

Classes of membership

6.1 There shall be two classes of membership:

- 6.1.1 Ordinary member
- 6.1.2 Corporate member

6.2 In addition to the class of Ordinary membership, the Association may, on the recommendation of a member and by resolution of the Committee, appoint natural persons to Honorary Membership.

Applying for Ordinary membership

7.1 A person may be considered for Ordinary membership provided written application is made in a form as may be determined from time to time by the Committee.

7.2 Ordinary membership may be granted for a specified period to persons participating in an educational, training or other activity delivered by or under the auspices of the Association.

7.3 The Committee finally determines all applications for membership at its sole discretion.

7.4 Acceptance of a membership application is contingent on payment of the current Association membership fee as is determined by the Committee from time to time.

Duration of Ordinary membership

8.1 Ordinary membership commences at the date of acceptance and continues until 31 December of each year.

8.2 Renewal of ordinary membership for a subsequent year is made by payment of the applicable annual ordinary membership fee.

Membership fees

9.1 Membership fees are annual fees that become due and payable on 1 January each year.

9.2 Membership fees for renewal of membership not paid by the Annual General Meeting shall result in loss of all membership entitlements of the Association.

9.3 Membership fees shall be reviewed and determined for a subsequent year by the Committee not later than 31 March each year.

9.4 Advice as to each year's determined membership fees is required to be included with the notice of the Annual General Meeting.

9.5 The Committee may at its sole discretion reinstate a person as a member of the Association on payment of all arrears in membership fees.

Corporate membership

10. Corporate membership of the Association may be granted, as determined by the Committee from time to time at its sole discretion, to incorporated or unincorporated bodies who have supported or seek to contribute significantly financially or in other ways, to the furtherance of the Objects and Functions of the Association.

Membership register

11.1 The Association shall keep a register of members in a form and at a location determined by the Committee.

11.2 Personal details of current members for purposes other than in properly managing the affairs of the Association shall not be disclosed to any person without the prior approval of each relevant member and the prior consideration and approval of the Committee.

11.3 A membership list (membership class, name and postal address) shall be available for authorised inspection by members of the Association in a form and at a time and location determined by the Committee.

Cessation of Membership

12.1 A person ceases to be a member of the Association if the person:

12.1.1 dies

12.1.2 advises of resignation

12.1.3 fails to renew membership by payment of the annual membership fee.

12.2 A person may be suspended or expelled from membership of the Association if in the considered opinion of the Committee, having made proper investigation, it satisfies itself that the person should be so suspended or expelled.

Affiliation

13. The Association is an independent body but may affiliate with any other body as may be decided by the Committee if it is considered that it shall further the Association's Objects.

Part 3 – Management Committee

Functions, powers

14.1 The Committee, subject to this Constitution and any resolution made at a Special or General Meeting, shall manage the affairs of the Association in such ways as shall further the Objects.

14.2 The Committee shall have the power and authority to do all such acts and all such things as are considered necessary or desirable for the proper management of the affairs and activities of the Association.

Committee membership

15.1 The Committee shall comprise four Office Bearers and four to six ordinary Members, each of whom shall hold office for a period of two years.

15.2 Office Bearers and ordinary Members are to be elected or appointed at the Annual General Meeting as follows:

15.2.1 President, Secretary and two to three ordinary Members to be elected or appointed in one year;

15.2.2 Vice President, Treasurer and two to three ordinary Members to be elected or appointed in the alternate year.

15.3 In addition, where appropriate, the immediate past President may, at the express resolution of the Committee, remain a member of the Committee ex officio for the year immediately following cessation in office as President.

15.4 A person engaged by the Committee to manage the overall operations of the Association for the time being may be an ex officio member of the Committee on such terms and conditions as the Committee may determine.

15.5 The Committee may appoint additional ex officio members from time to time but such persons shall hold office only until no later than the next Annual General Meeting.

Election and appointment of Committee

16.1 Nominations for each Committee of Management position shall be: made in writing, signed by a proposer and second, and including the consent of the nominee; and shall be delivered to the Secretary not later than seven days before the commencement of the Annual General Meeting.

16.2 If more nominations are received than required to fill the respective vacancy or vacancies, a ballot shall be conducted with those in attendance at the Annual General Meeting.

16.3 If fewer nominations are received than required to fill the respective vacancy or vacancies, the nominations received shall be deemed elected forthwith.

16.4 Nominations for vacancies not filled in accordance with clause 16.3 shall be sought from those in attendance and such nominations shall be either deemed elected or where more nominations than vacancies are received, a ballot shall be held.

16.5 Vacancies unfilled after invoking clause 16.4 shall be declared to be casual vacancies.

16.6 Casual vacancies shall be filled by appointment of the Committee as soon as practicable.

16.7 Where ballots are required to fill vacancies, they shall be conducted in as proper and expeditious a manner as practicable and as the Committee shall direct.

16.8 Ballots shall be conducted and declared sequentially in the order: President, Vice President, Secretary and Treasurer, followed by ballots for other positions as applicable each year in accordance with clause 15.2

16.9 A member of the Association may nominate for more than one position on the Committee, but once elected or appointed to one position, all other nominations by that person if any shall lapse.

16.10 Each Committee member holds office for two years from the date of their election or appointment until the close of the Annual General Meeting but is eligible for re-election.

Register of Management Committee membership

17.1 The Secretary of the Association shall maintain a register of Office Bearers and other members of the Committee in a form and at a location determined by the Committee.

17.2 The register shall be available for authorised inspection by members of the Association and members of the public in a form and at a time and location determined by the Committee.

Casual vacancies

18.1 A casual vacancy of the Committee occurs if a member of that Committee:

18.1.1 dies;

18.1.2 ceases to be a member of the Association;

18.1.3 becomes insolvent within the meaning of the Corporations Law;

18.1.4 resigns from office;

18.1.5 is removed from office;

18.1.6 is absent without consent of the Committee from two consecutive meetings.

Removal from office

19. The Association may, by simple resolution at a general meeting, remove from office any member of the Committee and may by simple resolution appoint another member to hold that office until the expiration of the term of that office.

Meetings of the Committee

20.1 The Committee shall meet at least four times in each financial year at such times and at such locations as the Committee may determine from time to time.

20.2 The Secretary shall advise each member of the Committee of the proposed holding of a meeting and the draft agenda for that meeting at least 7 days prior to the scheduled commencement of each meeting unless otherwise agreed by the Committee.

20.3 No business shall be conducted at the meeting unless a quorum is present.

20.4 A quorum for Committee meetings is five.

20.5 Should a quorum not be achieved within half an hour of the scheduled meeting time, the meeting shall be adjourned to a time and place to be agreed by those present being not more than 28 days later.

20.6 If at the adjourned meeting a quorum is not present within half an hour of the scheduled starting time, the meeting shall proceed as if a quorum was present to enable any urgent business to be resolved in order to enable the proper functioning of the Association. Any matter resolved shall be ratified as soon as practicable at the next meeting of the Association.

20.7 In the event that in the opinion of the Committee in attendance at a meeting that the Association be wound up as a result of the failure to achieve a quorum at two consecutive and properly called meetings, the matter shall be referred to members at a special general meeting of the Association.

20.8 The President or in the President's absence the Vice President shall preside at all meetings of the Committee and all general meetings of the Association or if both are absent by a person appointed by those attending.

Subcommittees

21.1 The Committee may at a duly convened meeting appoint subcommittees to assist in managing the affairs or activities of the Association.

21.2 Subcommittees shall be appointed in writing setting out the purpose, delegated authority, reporting requirements, period of appointment and the names of those persons so appointed.

21.3 A subcommittee may include persons who are not members of the Association.

21.4 A member of the Association shall be appointed as convenor of each subcommittee.

21.5 Subject to clause 21.2, a subcommittee may meet and adjourn as it thinks appropriate.

21.6 The Committee may amend or cancel the appointment of a subcommittee in writing at any time at its sole discretion.

Resolutions at meetings

22.1 Questions arising at Committee meetings shall be determined by consensus, or where the circumstances are considered by the presiding person to require, by simple majority of members and in the event of an equality of votes, the presiding person shall be afforded a discretionary casting vote in the case of a tied vote.

22.2 Any act or thing done by the Committee in resolving questions at a meeting shall be deemed to have been valid and effectual notwithstanding any subsequent discovery of a defect in the qualification or appointment of a Committee member.

Part 4 – General Meetings

Types of meetings

23.1 The Association shall conduct from time to time as required and as appropriate:

- 23.1.1 an annual general meeting of members;
- 23.1.2 general meetings; and
- 23.1.3 special general meetings.

Annual General Meeting

24.1 The Association shall hold an annual general meeting within six months of the end of the Association's financial year and not less than 21 days notice of that meeting provided to all members.

24.2 Notice of the annual general meeting shall be provided to all members in a convenient manner and form, indicating the time, date and location of the meeting and the draft agenda, and including a call for nominations for appointment to the Committee, the determined annual membership fees for the ensuing year and a report on any other matter deemed appropriate by the Committee concerning the affairs of the Association.

24.3 Business to be conducted at an annual general meeting shall include but not be limited to:

- a) confirmation of the minutes of the previous annual general meeting and of any and all special general meetings if any held during the year
- b) consideration and acceptance of properly prepared reports in writing on the Association's affairs, including finances; assets; membership; property management; accreditations, licences, registrations; education training and skills activities; attendance at Committee meetings; subcommittee activities
- c) consideration of a draft forward annual management plan for the Association, including any commitments established or proposed
- d) the election or where necessary appointment of Office Bearers and Members of the Committee
- e) the appointment of an auditor to undertake an appropriate assessment of the financial records of the Association for the current financial year
- f) general business advised by members in writing and provided to the Secretary not later than fourteen days prior to the commencement of the meeting
- g) other urgent and significant general business as may be invited and agreed by the President.

24.4 A quorum for an annual general meeting to proceed shall be not less than seven members.

General meetings

25.1 General meetings may be called at any time by the Committee pursuant to a resolution provided reasonable notice is given to all members being not less than 21 days prior to the proposed meeting date.

25.2 Advice as to the nature of the business to be conducted at the meeting shall be provided as considered appropriate.

25.3 Any member may request the calling of a general meeting or inclusion of an item on the draft agenda, such request being made in writing to the Secretary and setting out the justification for such a meeting or agenda item.

25.4 A member's request calling for a general meeting shall be considered and determined by the Committee as a matter of urgency and its decision conveyed to the member within seven days of its decision.

25.5 The person presiding at a duly convened general meeting shall invite and may accept any further business for consideration from among those members in attendance prior to closure of the meeting.

25.6 A quorum for a general meeting to proceed shall be not less than seven members.

25.7 A question arising at a general meeting, being other than a Special Resolution, shall be resolved by simple majority of those present with the President or other duly appointed presiding member being afforded a discretionary casting vote in the case of a tied vote.

25.8 Proxy voting must not be undertaken at or in respect of a general meeting.

Special general meetings

26.1 The Committee shall convene special general meetings to consider Special Resolutions with written notice provided to all members being not less than 21 days as to the time, date and location.

26.2 Special Resolutions are those that relate or deal with the following:

26.2.1 a change to the Association's Constitution

26.2.2 a proposal for amalgamation with another body

26.2.3 a proposal for dissolution of the Association

26.2.4 a matter raised by a written requisition of not less than ten percent of the ordinary members of the Association and lodged with the Secretary

26.2.5 a matter considered by the Committee to be of such exceptional nature and concern as ought to be resolved at a special general meeting of members.

26.3 Advice as to the specific business to be conducted at the special general meeting shall be provided to all members in writing, setting out the proposed Special Resolution together with a summary of relevant explanatory background information and where appropriate, further supporting material.

26.4 A quorum for a special general meeting to proceed shall be not less than seven members.

26.5 Special Resolution shall only become valid and effectual if 75% of votes cast by those members in attendance are in its favour.

Part 5 – Miscellaneous

Records of Association meetings

27.1 The Secretary of the Association shall keep or cause to be kept minutes of all meetings of the Association that shall properly and satisfactorily record the nature of the proceedings and all decisions taken.

27.2 The minutes of all meetings shall be confirmed as proper and correct at the next relevant succeeding meeting, the signatures of the presiding member and meeting secretary or other appropriate person on the minute being an attestation to this confirmation.

Financial management

28.1 The Treasurer shall ensure that all monies due and payable to the Association are collected, receipted and deposited promptly in appropriate accounts; all monies owing after appropriate authorisation, are correctly disbursed and properly accounted for.

28.2 The Treasurer shall at each Committee meeting and at the annual general meeting provide an adequate written report as to the Association's financial position, including appropriate revenue accounts and balance sheet.

28.3 The Treasurer shall ensure that all funds received are properly recorded and all claims are properly determined and arrange for authorised payment of all approved reimbursements to members and employees of the Association.

Employment by the Association

29.1 Persons may be engaged by the Association from time to time to further the Objects and assist in the efficient and effective undertaking of its functions.

29.2 Responsibility for the selection, appointment and termination of such persons shall rest with the Committee in accordance with policies and procedures that the Committee may determine from time to time, having proper regard to the financial affairs of the Association and sound practice as may apply from time to time in the Australian not for profit education and training sector.

29.3 The Association may engage persons as volunteers, paid employees, or as contractors.

29.4 The Association shall not engage any person for remuneration without an appropriate written agreement, in a form approved by the Committee and signed by all relevant parties.

29.5 Agreements of engagement shall be regarded and treated as commercial in confidence documents with only appropriately authorised persons having access.

Operations Managers

30.1 The Committee from time to time may engage a person or persons as an operations manager on such terms and conditions as is considered appropriate and necessary to meet the needs of the Association for the purpose of operational management of specified ventures.

30.2 Each such person engaged shall be made directly accountable in day to day matters to the President or another person as determined by the Committee.

30.3 The Committee shall review regularly and at least annually, the need for and the acceptability of the performance of each and any such appointees.

Members Liability

31. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.1.

Not for profit nature of the Association

32. The assets and income of the Association shall be applied solely in furtherance of the Objects of the Association and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or reimbursement of authorised expenses incurred on behalf of the Association.

Dissolution

33. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.

Custody and Inspection of Books etc.

34. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

35. These records, books and documents must be open to inspection, free of charge, by any member of the Association at any reasonable hour.

36. A member of the association may obtain a copy of any of the documents referred to in clause 35 on payment of a nominal fee determined by the Committee from time to time.

Resolution of Disputes

37. A dispute between a member and another member (in their capacity as members) of the Association must be resolved by reference to a duly convened sub-committee of the Committee. Should the dispute not be resolved within 3 months it is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

38. A dispute between a member or members and the Association, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

Financial Year

39. The financial year of the Association is the period of time commencing on 1 January each year and ceasing on 31 December of that year.

Constitution adopted by Special Resolution at a Special General Meeting of the Association at Port Macquarie on [28 March 2012]

Clause 33 wholly withdrawn and replaced by Special Resolution at Annual General Meeting of the Association at Port Macquarie on [19 March 2015] Effective [8 April 2015]

Clause 3.2, Object (1) added and Clauses 15.1, 15.2.1 and 15.2.2 amended by Special Resolution at Annual General Meeting of the Association at Port Macquarie on [31 March 2016] Effective [2 May 2016]

Clause 2, Objects amended by Special Resolution at Special General Meeting of the Association at Port Macquarie on [11 August 2016] Effective [23 August 2016]

Signed



President



Public Officer