

# **Coromandel Community Centre** **Incorporated**

**SA Incorporated Association number: A23652**

## **Constitution**

**Date endorsed by members: 2025**

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### 1 NAME

The name of the Association shall be the Coromandel Community Centre Incorporated (hereinafter called “the Association”).

### 2 DEFINITIONS

In this Constitution, unless the contrary intention appears:

**‘Act’** means the *Associations Incorporation Act 1985 (SA)*.

**‘Association’** means “Coromandel Community Centre Incorporated”.

**‘Annual General Meeting’** means a meeting of the kind described in clause 7.1 held once per year to receive reports and the financial accounts of the Association and elect the Board.

**‘Board’** means the Board of Management entrusted to manage the Association.

**‘Board member’** means a member of the Board and includes elected Board members and appointed Board members and any person acting in that capacity from time to time appointed in accordance with this constitution.

**‘Constitution’** means this constitution of the Association.

**‘Council’** means the City of Onkaparinga.

**‘Community’** means the suburb of Coromandel Valley and immediate surrounding districts.

**‘Community Centre’ (or ‘Centre’)** means the location where the Association conducts its business and organises its services to the community.

**‘Community Development Officer’** means the Council employee responsible for working in a support and a leadership role with the Centre’s Board of Management in the daily operation and administration of the Coromandel Community Centre.

**‘Financial year’** means the 12 months commencing on 1 July and ending on 30 June each year in which financial accounts are prepared for approval by the board.

**‘Meeting’** means any general meeting of the Association and includes the Annual General Meeting or any Special General Meeting.

**‘Members’** means all persons in the Association as defined in clause 5 of this constitution.

**‘Objects’** means the Objects of the Association under clause 3 of this constitution.

**‘Seal’** means the common seal of the Association.

**‘Special General Meeting’** means a meeting convened to address specific or extraordinary matters requiring a decision by members.

**‘Special resolution’** means a special resolution defined in the Act passed by a majority of not less than three quarters of members present and entitled to vote.

### **3 OBJECTS**

The Objects of the Association are to:

- 3.1 Act as a not-for-profit and charitable institution to provide information, resources and services which respond to community need and promote the wellbeing of all individuals, families and groups;
- 3.2 Value and promote the wellbeing of our community by providing:
  - 3.2.1 Health and fitness programs;
  - 3.2.2 Social programs; and
  - 3.2.3 Educational programs and events.
- 3.3 Promote social programs and the formation of friendships within and across our community;
- 3.4 Provide opportunities for volunteering and the development of the Centre's volunteers;
- 3.5 Encourage lifelong learning in the community enabling people to grow;
- 3.6 Identify and foster collaboration with internal and external partners to build knowledge, relationships and opportunities;
- 3.7 Provide a diverse range of activities and programs to meet the needs of our community;
- 3.8 Promote the activities and programs offered and determine any additional needs.
- 3.9 Work together to create an inclusive and culturally welcoming environment;
- 3.10 Value and respect social and individual needs; and
- 3.11 Understand and be responsive to community needs and concerns generally.

### **4 POWERS OF THE ASSOCIATION**

For the purposes of carrying out its Objects:

- 4.1 The powers of the Association shall be the powers conferred by Section 25 of the Associations Incorporation Act 1985 (hereinafter called 'the Act').
- 4.2 The Association shall be entitled to hold real or personal property, open and operate any savings accounts with banks and credit unions and enter into any contracts including a contract of employment.
- 4.3 The Board of Management shall exercise the full powers of the Association including the management and control of funds and property of the Association.
- 4.4 The Association may develop policies and procedures in support of this constitution.

### **5 MEMBERS**

Members shall include all residents of Coromandel Valley and its immediate environs, members of the Board of Management and all Community Centre volunteers, users and employees of the Association regardless of their place of abode.

### **6 MANAGEMENT**

Management of the Association shall be vested in the Centre's Board of Management.

The Board shall comprise at least five (5) and not more than ten (10) elected Board members. The Office Bearers and Executive of the Association shall be the Chairperson, Treasurer and Secretary.

#### **6.1 Board continuity**

6.1.1 Members of the Board of Management of the Association in office immediately prior to approval of this constitution under the Act, shall continue in those positions until the next Annual General Meeting following adoption of this constitution by the Association.

6.1.2 Thereafter, the positions of Board members shall be vacated, filled and dealt with in accordance with this constitution.

#### **6.2 Nominations for the Board**

Nominations for the Board must be in writing on the Board of Management Nomination form which allows for nominations for the Executive positions of the Board, and General Members. Nominations must be received by the Secretary no later than seven (7) days before the date of the Annual General Meeting.

#### **6.3 Board Meetings**

6.3.1 The Board of Management shall meet as often as may be required to conduct the business of the Association and not less than seven (7) times per year.

6.3.2 The quorum for Board meetings shall be one half the number of Board members plus one.

6.3.3 The Chairperson or two other Board members shall have the power to call a meeting of the Board of Management.

6.3.4 Notice of meetings may be given for the next meeting to be held at the conclusion of a Board meeting, or by seven days written notice distributed to all Board members, which may be an agenda or in an emergency, by any method ratified by the Chairperson and two other Board members.

6.3.5 The Board of Management shall provide an open invitation to meetings to the Community Development Officer, local elected Council representatives and other persons relevant to the business of the Association unless excluded. The Community Development Officer and Council representatives shall be ex-

officio members of the Board without voting rights and not be counted in the quorum.

- 6.3.6 The Office Bearers of the Board may act in an Executive role on behalf of the Board of Management as may be required or be expedient between Board meetings, provided that previous decisions of the Board are not rescinded or amended and shall report on and seek endorsement of actions at the next meeting of the Board of Management.
- 6.3.7 Each Board member shall have one (1) vote on any issue. The chairperson shall have a deliberative vote and a casting vote where votes are equal.
- 6.3.8 Where a Board member is unable to be personally present at a Board meeting, they may participate in the meeting by electronic means:
- (i) Provided they are able to communicate with other Board members during the meeting electronically or by mobile device and;
  - (ii) Communicate their vote by the above means on any matter and any resolution that may be circulated before the meeting by the Board for consideration.

### **6.4 Board Membership**

- 6.4.1 The Board Office Bearers and Executive of the Association and General Members shall be elected at the Annual General Meeting.  
Elected Board members shall hold office for a period of twelve (12) months until the next Annual General Meeting.
- 6.4.2 Each elected member shall be eligible for the same or another position on the Board at the completion of a term except that no member shall serve in the same position for more than five (5) years unless the vacancy for that position cannot be filled.
- 6.4.3 No Office Bearer may hold more than one office at any time.
- 6.4.4 With Board approval, additional Board members may be appointed to the Board as necessary.

### **6.5 Board member responsibilities**

- 6.5.1 The responsibilities of Board members shall be defined in Position Descriptions determined and approved by the Board of Management which shall be reviewed by the Board every two years.
- 6.5.2 The Chairperson shall act as spokesperson for the Association.

### **6.6 Termination of Board Membership**

The office of a Board member shall cease and become vacant:

- 6.6.1 When the Board member resigns from the Board giving written notice to the Secretary of the Association.
- 6.6.2 Where a Board member is;
- Absent without an apology for more than three consecutive meetings

- Absent with an apology for more than five consecutive meetings without an explanation acceptable to the Board
- Disqualified under the Act
- Insolvent
- Removed by special resolution
- Acted in a manner that in the Board's opinion has brought the Association into disrepute
- Prejudicial to the Objects of the Association
- Deceased

### **6.7 Board vacancies**

- 6.7.1 Any vacancy arising in the position of an Executive Board member may be filled for the balance of the term up until the next Annual General Meeting from current Board members by resolution of the Board.
- 6.7.2 The Board may function validly notwithstanding any vacancies provided its number is not reduced below the quorum.
- 6.7.3 A casual vacancy may be filled for the balance of the term by a person outside of the Board with appropriate skills and experience who shall complete the Board Nomination form for Board consideration and approval.

### **6.8 Conflict of interest and disclosure**

- 6.8.1 A member of the Board having direct or indirect pecuniary interest in a contract or proposed contract with the Association, selection thereof or other financial matter in which a conflict of interest arises or may arise, must disclose the nature and extent of such interest as required by the Act.
- 6.8.2 They shall, unless otherwise determined by the Board, absent themselves from discussions and not vote on such matters at Board meetings.
- 6.8.3 All disclosed interests must be disclosed by a Board member at the Annual General Meeting in accordance with the Act or at a Board meeting whenever a member becomes aware of such interests.
- 6.8.4 Any declaration and any disclosure made by a Board member must be recorded in the minutes of the relevant meeting.

### **6.9 Board subcommittees**

- 6.9.1 The Board may appoint subcommittees as is necessary to perform specific functions and to assist the Board in the conduct of the Association's business in carrying out its Objects.
- 6.9.2 The appointment of subcommittees by the Board shall be in writing. Members may be Board members and persons outside the Board who have appropriate skills and experience to contribute to the work of the subcommittee and the Association.

- 6.9.3 Only Board members on the subcommittee are eligible to vote at subcommittee meetings; non-Board members appointed shall not be entitled to vote.
- 6.9.4 Such subcommittees shall make all necessary reports, documents, minutes and recommendations to the Board of Management.

## **7 MEETINGS OF THE ASSOCIATION**

### **7.1 Annual General Meeting**

- 7.1.1 The Annual General Meeting of the Association shall be held once in every calendar year and within 3 months after the end of the financial year.
- 7.1.2 Notice of the Annual General Meeting shall be in accordance with clause 7.3 of this constitution.
- 7.1.3 The meeting agenda will be prepared by the Secretary and include relevant matters the Association considers should be brought to the attention of the meeting. The agenda shall be forwarded to members at least seven (7) days before the meeting.
- 7.1.4 The business of the Annual General Meeting shall be to:
  - (i) Confirm the minutes for the previous Annual General Meeting.
  - (ii) Receive the Chairperson's Report for the previous financial year.
  - (iii) Consideration of the accounts for the previous year including the Treasurer's Report and the Auditor's report.
  - (iv) Appointment of the Auditor and Public Officer.
  - (v) Elect the Board of Management of the Association, including the Board Executive, who must consent in writing to Board membership by completing the Board Nomination form as in clause 6.2.
  - (vi) Conduct any other business placed on the agenda by the Secretary before the meeting.
- 7.1.5 An independent chair, shall act as chair during the election process until such time as new Board members and a new Board chairperson are elected.

### **7.2 Special General Meeting**

- 7.2.1 A Special General Meeting shall be called by the Secretary within seven (7) days of the receipt of a directive from the Board of Management or a written request from three Board members or six residents of Coromandel Valley and its immediate environs, specifying the business to be conducted at the meeting.
- 7.2.2 Written requests must be signed by those Board members or residents making the request for the meeting.
- 7.2.3 Notice of any Special General Meeting shall be made available in accordance with clause 7.3 of this constitution.



7.2.4 The Board shall convene the Special General Meeting within 28 days of its directive or receipt of the written request and only the business requested for which the meeting is called shall be addressed at the meeting.

7.2.5 The Board Chairperson shall preside as chair of the meeting.

### **7.3 Notice of meetings**

7.3.1 Notices for the Annual General Meeting and any Special General Meeting of the Association shall be made available to members by display at the Community Centre premises and also be provided by the Association, as far as is practicable, through a newsletter in either electronic or print form.

7.3.2 Notice for the Annual General Meeting shall be provided not less than seven (7) days before the meeting is held and for a Special General Meeting not less than twenty one (21) days before the meeting.

### **7.4 Attendance at meetings**

7.4.1 Members and interested persons may attend the Association's Annual General Meeting and any Special General Meeting.

7.4.2 Only members defined by clause 5 of this constitution shall have a voting entitlement at these meetings.

### **7.5 Meeting quorums**

No business shall be conducted at the Annual General Meeting or a Special General meeting unless a quorum is present. The quorum shall be 10 members as defined by clause 5 of this constitution.

## **8 VOTING**

8.1 Members attending the Annual General Meeting or any Special General Meeting shall be entitled to one vote at any meeting they attend.

8.2 Appointment of proxies is not allowed.

8.3 Voting shall be by show of hands except that any meeting may, by show of hands or decision by the Chairperson, require a vote by secret ballot. Decisions will be carried by majority vote, except for special resolutions which require a three quarter (3/4) majority vote.

8.4 Any contested election at an Annual General Meeting shall be by secret ballot. Two independent Returning Officers, who shall not be Board members, shall be appointed for collection and counting of votes.

8.5 A declaration by the Chairperson of the result of voting from a show of hands or secret ballot shall be recorded in meeting minutes.

## **9 RECORDS AND ACCOUNTS**

### **9.1 Records**

- 9.1.1 Proper minutes of all meetings of the Association and of meetings of the Board shall be maintained and filed electronically by the Association and be available if required for Association and Board Meetings.
- 9.1.2 Minutes kept pursuant to clause 9.1.1 must be confirmed by attendees at the subsequent meeting of the Association held, and by members of the Board at the next Board meeting convened. Minutes shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the subsequent meeting.
- 9.1.3 Where minutes are signed, until the contrary is proved, they shall be evidence that the meeting was convened and held, that all proceedings held at the meeting have been duly held and all decisions made at the meeting shall be deemed to be valid.
- 9.1.4 Proper business and accounting records shall be kept in accordance with the Act and be retained for seven (7) years after the completion of the transactions to which they refer.
- 9.1.5 The confidentiality and privacy of personal information supplied to the Association in conducting its business shall be respected and not disclosed except where a legal requirement exists for its disclosure. Personal information shall only be retained where an ongoing need exists for its retention.

### **9.2 Association accounts**

- 9.2.1 The Association shall open and keep at least one transaction account, and all monies received by and belonging to the Association shall as soon as practicable be paid and credited to such account(s).
- 9.2.2 No withdrawal shall be made from any transaction account without the approval of at least two persons appointed by the Board as signatories for such purpose.
- 9.2.3 All extraordinary and capital expenditure and contracts and services provided to the Centre must be approved by the Board.
- 9.2.4 The statements of account when approved by the Annual General Meeting shall be conclusive except when errors are discovered within three (3) months after such approval.
- 9.2.6 The Board shall review and endorse the Association's monthly summary of expenditure at Board meetings as presented by the Treasurer.

### **10 PUBLIC OFFICER**

The Association shall appoint a Public Officer who shall notify the Office of Consumer and Business Services of such appointment and who shall complete and file necessary documents and notices as required by the Act and ensure any notices received are distributed to the Board of Management.

### **11 COMMON SEAL**

- 11.1. The Association shall have a seal on which its corporate name shall appear in legible characters and shall be held by the Secretary.
- 11.2. The seal shall be used on documents that require formal authentication by the Board and are of legal significance.
- 11.3. The seal shall not be used without the authorisation of the Board. Two Board members must witness every use of the seal. Every use and the names of witnesses shall be recorded in the Association's electronic file established for this purpose.

### **12 AMENDMENT AND REVIEW**

- 12.1. This constitution shall not be altered or repealed except by special resolution at an Annual or Special General Meeting of the Association for which not less than twenty one (21) days written notice including notice of the proposed amendment or repeal shall be distributed in accordance with clause 7.3.
- 12.2. The Board of Management shall review the Association's constitution every three (3) years.

### **13 LIABILITY, DISTRIBUTION OF ASSETS AND DISSOLUTION**

- 13.1. Persons in the Association who by authority accept or incur any pecuniary liability on behalf of the Association will be held indemnified against any personal loss in respect of such liability.
- 13.2. The income, property and funds of the Association shall be used solely towards the promotion and achievement of the Association's Objects and will not otherwise be paid or transferred to Board members or any member of the Association or their relatives, directly or indirectly or in any form.
- 13.3. The Association may resolve to be wound up by a special resolution of a duly convened Special General Meeting of the Association in accordance with the following:
  - At least twenty one (21) days' notice proposing the intention to dissolve the Association as a special resolution shall be made known and distributed to members in accordance with the methods in clause 7.3.
  - Where the resolution is passed at the Special General Meeting by a majority of not less than three quarters of the persons able to be

present at the meeting as defined in clause 5 and who shall vote in person.

- 13.4 On dissolution of the Association, remaining funds and property after payment of all debts and legal liabilities shall not be paid to or distributed among members or former members of the Association or their associates, but be transferred to an incorporated Association(s) within the City of Onkaparinga Council area having similar Objects and charitable status as determined at a meeting of members at the time of dissolution, and provided such Association(s) prohibits the distribution of its income, property and funds to the same extent as stated in this constitution.

**REVISION SCHEDULE:** Date scheduled for review: September 2028

EFFECTIVE DATE	CLAUSE AMENDED
13 <sup>th</sup> August 2025	Constitution updated to 2025 version and approved by the Board of Management.