

# CORPORATIONS LAW

## COMPANY LIMITED BY GUARANTEE AUSTRALIAN SENIORS COMPUTER CLUBS ASSOCIATION ACN 097 847 642 CONSTITUTION

### PART 1 PRELIMINARY

#### PART 1.1 NAME

- (a) The name of the Company shall be the "Australian Seniors Computer Clubs Association", hereinafter referred to as "the Association",
- (b) *The Association may also be referred to by the acronym "ASCCA".*

#### PART 1.2 VISION, MISSION AND OBJECTIVES

##### Vision

The Association's vision is to :

- (a) Encourage and assist in the establishment of independently run computer clubs for Seniors throughout Australasia and to seek to provide support for people with disabilities through those clubs; to encourage those clubs to be self supporting and to operate in the best interests of their members;
- (b) Act as their collective voice with federal, state and local governments in furthering the services, benefits and facilities of member clubs; and
- (c) Negotiate with suppliers of services and material goods to make available those services and goods under the best possible terms and conditions to ASCCA club members.

##### Mission

.The Association's non-profit mission is to seek to educate seniors and people with disabilities, where possible, in the use of computers as a way of enriching their lives and making them more self-reliant in the world of technology. The Association also seeks to bridge the generation gap and assist seniors in finding ways to benefit the community at large through their collective experience and knowledge.

##### Objectives

.The Associations Objectives are to:

- (a) Promote policies, learning practices and services that enable Seniors to benefit from the satisfaction of mastering computer skills so the benefits will provide greater self reliance and a more rewarding life style within the family and community.
- (b) Facilitate collaboration within and between Senior's organisations, aged service agencies, government, the private sector and community groups in working towards increased computer competence for seniors and people with disabilities.

#### PART. 2 POWERS

The Association shall have power to take such actions which in its opinion are necessary or desirable for carrying out its vision, Mission and Objectives or are in any way incidental thereto including:

- (a) **To acquire, hold, dispose of or otherwise deal with any real or personal property;**
- (b) **To administer any property on trust;**
- (c) **To open and operate accounts with financial institutions;**
- (d) **To invest its money**
- (i) **In any security in which trust monies may by Act of Parliament be vested; or**
- (ii) **In any other manner authorised by the Board in accordance with this Constitution:**
- (e) To borrow and lend money upon such terms and conditions as it thinks fit;
- (f) To give such security for the discharge of its liabilities as it thinks fit;
- (g) To facilitate the obtaining of (including acting as agent for any person) products or services of any kind for Seniors to become a member body corporate involved in facilitating the same; and to provide financial accommodation to a body corporate of which the Association is a member;
- (h) To appoint agents to transact any business on its behalf; and

- (i) To enter into any other contract it considers necessary or desirable

### **PART 3 DEFINITIONS**

In this Constitution, unless there be something in the subject or context that is inconsistent, then the following words and expressions shall have the following meanings:

**'The Act'** shall mean the Corporations Law in force from time to time and any reference to a section of the Act or a section of the Law shall mean a reference to the Corporations Law and the particular section of the Corporations Law;

**'The Association'** shall mean the Association named in Schedule No.1;

**'Directors' and 'Board'** shall mean all or any number of the Directors for the time being of the Association acting in accordance with these Rules;

**'The Law'** shall mean the Corporation Law and any statutory modification, amendment or re-enactment thereof from time to time in force;

**'Member'** shall mean any affiliated and financial club for the time being registered as the holder of one vote of the Association:

**'Office' or 'Registered Office'** shall mean the registered office for the time being of the Association;

**'Paid'** shall mean paid or credited as paid;

**'The Register'** shall mean the register of Members and other information required by the Act

.

**'Registered holder'** shall mean any affiliated and financial club for the time being registered in the register as the holder of one vote of the Association;

**'The Seal' or 'The Common Seal'** shall mean the common seal of the Association

;

**'The Secretary'** shall mean and include the Secretary and any assistant or Acting Secretary and any other person for the time being appointed to perform, whether alone or in addition to any other person or persons, the duties of a Secretary of the Association;

**'Signature'** shall mean the impression of a mark by hand, facsimile, mechanical, electronic or other means that is properly authorised by the person purported to have signed the document; **'Signed'** shall mean the result of a signature produced by any means defined above;

**'Special Resolution'** shall have the meaning assigned to that expression by Section 253 of the Act;

**'In Writing' and 'Written'** shall include printing and lithography and other modes of reproduction or representing words in a visible form and shall include electronic means provided the same can be recorded in a permanent form

;

**'Words' or 'Expressions'** contained in these Rules shall be interpreted in accordance with the provisions of the Law as in force at the date of which such interpretation is required.

### **PART 4 MEMBERSHIP**

#### **4.1 Full Members are;**

- (a) Seniors computer clubs affiliated and financial with ASCCA ;
- (b) Organisations, of Seniors, whose members are predominantly Seniors or are organisations of Seniors, or Senior Citizen Clubs with computer activity.

Each Member Club is entitled to one (1) vote at these meetings

The Association shall have the power in special circumstances to admit to, full membership, organisations, which may not be eligible under this Clause, provide such action is in keeping with the Vision, Mission and Objectives of the Association. However no political party or branch or subsidiary body of a political party shall be admitted to membership.

#### **4.2 Application for full membership**

- (a) Seniors computer clubs or organisations of Senior's or other groups eligible for full membership shall complete the currently prescribed application form and submit this to the ASCCA Secretary and pay the annual subscription.
- (b) Upon the acceptance by the Board, ASCCA will send an acknowledgement, receipt and a copy of the constitution to the new member club's Secretary
- (c) Where there is doubt, into which category a prospective member applicant is to be placed, the appropriate category will be determined at the next Board meeting. The Board is not required to supply reasons for accepting or rejecting an application for membership.

#### **4.3 Membership Fees**

Full member clubs shall pay such fees annually as are determined by the Board.

#### **4.4 Associate membership**

Organisations not being eligible to be full members of the Association may be eligible to become associate members provided they support the Association's Vision, Mission and Objectives.

#### **4.5 Application for associate membership**

- (a) Organisations of Senior's or other groups eligible for associate membership shall complete the currently prescribed application form and send it to the ASCCA Secretary, together with a copy of their constitution and pay the current annual subscription.
- (b) Upon receipt, ASCCA will acknowledge and advise that the application will be considered at the next Board meeting. On acceptance by the Board ASCCA Treasurer will send an acknowledgement, receipt and a copy of the ASCCA Constitution to the new associate member's Secretary. The Board is not required to supply reasons for the accepting or rejecting and application for membership.

#### **4.6 Associate members, shall**

- (a) Have such rights as shall be defined from time to time by the Board but such rights will not include any voting rights; and
- (b) Pay such fees annually as are determined by the Board.

#### **4.7 Membership Fees**

- (a) Membership fees shall become due and payable in advance on 1<sup>st</sup> July each year. Failure to pay within two (2) months of the due date will result in cessation of membership.
- (b) All member clubs of the Association 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 Association except the amount of any unpaid membership fees

#### **4.8 Dispute between members**

In the event that a dispute shall arise between the Directors or between the Directors and a member or between the members or between the Association and a member concerning the affairs of the Association the parties must attempt to resolve the dispute by mediation as follows;

- (a) Either party may start mediation by serving a mediation notice on the other.
- (b) The notice must state, that a dispute has arisen and identify what is in dispute.
- (c) The parties must jointly appoint a Mediator. If the parties fail to agree on the appointment within seven (7) days of service of the notice a Mediator will be appointed by the Secretary of the Law Society of New South Wales, or its equivalent in other States and Territories.
- (d) The parties must observe the instructions of the Mediator about the conduct of the mediation, execute any written agreements that the Mediator may reasonably ask them to execute and make a genuine and determined effort to resolve the dispute.
- (e) If the dispute is not resolved within fourteen (14) days after the Mediator is appointed or any other time that the parties are agreed to in writing, the mediation ceases.
- (f) The Directors and the members must, as far as is reasonably practicable and provided to do so is not in breach of the Law, maintain the status quo concerning the affairs of the Association whilst the mediation process is taking place.
- (g) No request for arbitration may be made nor any application made to a court of law, except in the case that the status quo concerning the affairs of the Association is not maintained, until such time as the parties have attended a mediation meeting.
- (h) Each party must pay an equal share of the cost of mediation to the Mediator
- (i) If the dispute is resolved each party must sign the terms of the agreement and the terms are binding on the parties.
- (j) The mediation procedure is confidential and written statements prepared for the Mediator or for a party and any discussions between the parties and between the parties and the Mediator before or during the mediation procedure cannot be used in any legal proceedings. The Mediator shall destroy any notes made during the mediation at the end of the mediation..

## **PART 5**

### **GOVERNANCE**

#### **5.1 Board**

- (a) The business management of the Association under this Constitution shall be in the hands of a Board elected in accordance with the Act.
- (b) The Board shall be elected annually by one (1) vote from each of the appointed representatives of the financial full member clubs and consist of four (4) Office Bearers and five (5) Directors.
- (c) The Board shall have power to co-opt.

#### **5.2 Office Bearers**

The Office Bearers of the Association shall be:

President

Vice President

Secretary

Treasurer

### **Secretary**

A Secretary shall, in accordance with the Law, be appointed by the Board and the appointment may be renewed by the Board. Nothing prevents the Board from appointing a Director as Secretary.

The Secretary shall ensure that all the records of the Association, including minutes of all meetings, a register of all members ( including membership applications and renewals) and a file of correspondence be kept. These records shall be held in the custody of the Secretary and be available for inspection by any member at any reasonable time.

### **Treasurer**

The Treasurer shall ensure that;

- (a) All monies received by the Association are paid into an account authorised by the Board without any deductions;
- (b) Payments from the Association's funds shall be properly authorised in accordance with procedures set by the Board: and
- (c) True and fair accounts and records of the Association's financial transactions and affairs are properly maintained at the office of the Association or such other place as the Board may decide and reported regularly to the Board.

### **5.3 Tenure of Office.**

- (a) The Office Bearers and Directors of the Board shall hold office until the election of their successors which shall occur at the first meeting of the Board following the declaration of election results at an Annual General Meeting.
- (b) The Board shall have the power to elect acting Office Bearers for prescribed periods and to remove and replace any Office Bearer.
- (c) The immediate Past President, if not otherwise elected or co-opted to the Board, shall be a member of the Board for a term of one (1) year following the completion of his/her term as President.

### **5.4 Eligibility for Election**

(A) (1) A Member, of the Management Committee of an Incorporated Association, affiliated and Financial, with the Australian Seniors Computer Club's Association, is eligible for nomination for election to the Board of Directors. The nomination is to bear the endorsement of the Executive Members of the Management Committee.

- (2) The nomination must include the written consent of the candidate, and the proposed position. Should the nominee be elected, failure by him/her to disclose any pecuniary interests, or possible conflict of interests with the Association's Vision, Mission and objectives, will result in instant dismissal. The Board shall not be obliged to give reasons for the dismissal.
- (3) (1) An Ordinary Member of an Incorporated Association affiliated with the Australian Seniors Computer Club's Association, is eligible for nomination for election to the Board of Directors

provided they can display a degree of competence in Computer Technology. The nomination must bear the endorsement, of the Executive Members of the Management Committee of the Association.

(2) The nomination must include the written consent of the candidate, the proposed position. Should the nominee be elected, failure by him/her to disclose any pecuniary interests, or possible conflict with the Association's Vision, Mission and objectives will result in instant dismissal. The Board shall not be obliged to give reasons for dismissal.

(3 ) The election of Directors to the Board of the Australian Seniors Computer Club's Association under Section (5.4 paragraph A3 "1") is limited to the election of 2 such persons to the total number of the Board Members approved by the Board.

(B) (1) An appointment, to the Board of Directors, of the Australian Seniors Computer Club's Association is not limited to that defined in paragraph (A) 1 & 3. An appointment as a Director of the Association can be made, of a person who has the apparent skills, knowledge and expertise to enhance the future development of ASCCA, being nominated, not being a member of any Incorporated Association Affiliated with the Australian Seniors Computer Club's Association

(2) The nomination must include the written consent of the candidate, the propose position. Should the nominee be elected, failure by him/her to disclose any pecuniary interest, possible conflict of interest with the Association's Vision, Mission and Objectives will result in instant dismissal. The Board shall not be obliged to give reasons for dismissal. The nomination must bear the endorsement of a least 2 executive members of a committee of an Incorporated Association, Affiliated, and financial, with the Australian Seniors Computer Club's Association.

(3) The election of Directors to the Board of Directors of the Australian Seniors Computer Club's Association under Section (5.4 paragraph B "1") is limited to the election of 2 such persons to the total number of Board Members approved by the Board.

(4) Paid employees of the Association are not eligible to be elected to the Board.

## 5.5 POWERS OF THE BOARD

The Board shall have the power to:

- (a) Fill by appointment any casual vacancy arising among its members and that person shall hold office for the balance of the term of the person being replaced
- (B) Grant leave to members for specified periods and to invite members from their club/organisation to act in place of members on leave provided that not more than two (2) members shall be granted such leave at any time. No term of leave shall exceed (4) consecutive months and cumulative terms of leave in any term shall not exceed eight Months;
- (C) by a vote of two-thirds or more of its members remove from office any member of the Board should that member;
  - (1) be convicted of any criminal Offence; or
  - (2) bring the Association into dispute through any act or failure to act or act in serious contravention of the Vision, Mission and Objectives of the Association, or
  - (3) become unable to carry out the responsibilities of a Board member due to incapacity or other cause persisting or reasonably expected to persist for a period of more than three (3) months; or

- (4) fail to attend three (3) or more consecutive meetings of the Board or fifty percent (50%) or more of the total meetings of the Board in any year without due cause or without leave having been granted.

## 5.6 MANAGEMENT

- (a) The Board shall ensure that the affairs of the Association are managed at all times honestly and with due diligence.
- (b) The Board may delegate such powers and responsibility for management of the Association's affairs, including prescribed powers of sub-delegation, to Sub-committees provided that such Sub-Committee shall act in accordance with directions from the Board. Minutes of all Sub-Committee meetings shall be kept.
- (c) Each Sub-Committee shall be chaired by a Board member or such other persons as the Board shall appoint.
- (d) The Board shall have the power to appoint such other committees as it may think fit from time to time and may delegate to any such committee such powers as it so decides except the power of sub-delegation.
- (e) The Board shall have the power to appoint sub-committees to undertake specified tasks or activities subject to endorsement by the Board. Each Sub-Committee shall be chaired by a Board member and shall have such other membership as that Sub-Committee shall decide.
- (f) The Chairperson shall be an ex-officio member of all Committees of the Association,

## 5.7. Quorum

- (a) The quorum for a meeting of the Board and of the Committees shall be one (1) more than fifty (50%) of the membership of that body elected at the previous Annual General Meeting.
- (b) The quorum for meetings of other Committees, Sub-Committees or other bodies of the Association shall be, except where otherwise provided in this Constitution, as determined by the Board or its delegated agent.

## 5.8 Meetings

- (a) The conduct of all meetings of the Board, Committees, Sub-Committees and other bodies of the Association shall be in accordance with the provisions of the Act.
- (b) The President, or in his/her absence, the Vice President shall act as the President at each General and Board meeting of the Association.
- (c) If the President and Vice President are absent from a meeting or are unwilling to act, the members present at the meeting shall elect one (1) of their members to act as President
- (d) The President of the meeting shall have a first and a casting vote.
- (e) Decisions shall be made by simple majority votes, including proxies, except for those matters which must be decided by a Special Resolution where seventy five percent (75%) majority is required,

- (f) A vote shall be conducted by secret ballot if requested by a member of the meeting.

## **PART 6                    GENERAL MEETING**

### **6.1                    Annual General Meeting**

The Annual General Meeting of the Association shall be held prior to 30<sup>th</sup> November each year. All member Clubs shall be notified by post, or by electronic means, of the date and place of the meeting at least four (4) weeks, prior to the meeting.

The agenda, reports and other business papers for the Annual General Meeting shall be available from the Association at least two (2) weeks prior to the meeting and the date of availability and means of obtaining these papers shall be notified to all affiliated clubs.

The business of the Annual General Meeting shall be;

- (a) Confirmation of the minutes of the previous Annual General Meeting.
- (b) Adoption of the Annual Report of the activities of the Association for the preceding year;
- (c) Adoption of the Audited Financial Statements and accompanying reports for the preceding financial year;
- (d) Declaration of the results of the elections for membership of the Board;
- (e) Appointment or re-appointment of the Association's qualified Auditor;
- (f) Consideration of any items of general business submitted by the Board or submitted by member clubs to the Board not less than four (4) weeks prior to the date of the meeting.

The quorum for an Annual General meeting shall be ten (10) members.

### **6.2                    General meetings**

- (a) From time to time Special General Meetings of full member clubs shall be convened by decision of the Board. Notice of a Special General Meeting shall be given by post, or electronic means to all financial full member clubs. This notice will set out the purpose and give date time and place of such meeting
- (b) A special General Meeting of financial full member clubs may be called upon receipt by the Board of a written request for such a meeting signed by at least twenty five percent (25%) of the full member clubs or fifteen (15) full member clubs whichever is the greater. This meeting shall be held within eight (8) weeks following receipt of that request unless a longer period is requested. Notice of this meeting shall list the precise terms of the Special Resolution/s and give the date, time and place of such meeting.

### **6.3                    Proxy Vote**

If a member club is unable to send its delegates to the Annual General Meeting or General Meetings it can obtain from the ASCCA Secretary a prescribed proxy voting form. This will enable the member club to consider its vote and return the complete form to the ASCCA Secretary at least forty eight (48) hours before the meeting. Each member club is entitled to one (1) proxy vote.

## **PART 7                    FINANCE**



## **Financial Year**

The financial year of the Association shall be from the first (1<sup>st</sup>) day of July to the thirtieth (30<sup>th</sup>) day of June.

## **Handling of Finances**

The income, property and funds of the Association shall:

- (a) Be solely under the control of the Association
- (b) Be used solely for the promotion of the Vision, Mission and Objectives of the Association;
- (c) Not be paid or transferred to any past or present members of the Association directly or indirectly

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any person in return for services actually rendered to the Association; or

To reimburse any person for expenses properly incurred on behalf of the Association; or

To any person in furtherance of the objectives of the Association; and

No member of the Board shall be appointed to any salaried office of the Association.

- (d) No remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to the Association and reasonable and proper rent for premises let to the Association.

## **Funds Management**

- (a) All payments from the Association's funds shall be authorised by signature of any two (2) of the Office Bearers of the Association and such other members of the Board or employees of the Association as the Board may from time to time determine and in accordance with such conditions as the Board may determine.

## **Indemnity**

Members of the Board and Committees, employees of the Association and other persons authorised by the Board or Office Bearers of the Association, shall be indemnified out of assets of the Association against any personal loss in respect of any pecuniary liability incurred as a result of approved activities carried out on behalf of the Association.

## **PART 8 MISCELLANEOUS**

### **8.1 Common Seal**

- (a) The Secretary shall ensure the provisions and safe custody of the Association's Common Seal
- (b) The Common Seal shall be affixed to any document only by resolution of the Board and the affixing of the Seal shall be countersigned by any two (2) of the Office Bearers of the Association acting as the Sealholders.

### **8.2 Insurance**

The Association shall effect and maintain insurance required under the Act, together with such other insurance as may be required by law or regarded as necessary by the Board.

#### **Interpretation**

The Board shall be the sole authority for the interpretation of the Constitution and the decision of the Board upon any question of interpretation shall be final and binding.

#### **8.3 Alteration**

This Constitution may be amended by resolution of the Board, provided at least one (1) month's notice of the proposed alteration has been given to the Board in writing, and subsequently by resolution of two-thirds of full members voting at an annual General Meeting or Special General Meeting, provided that notice of the proposed alteration is included in the notice of the General Meeting and set out in detail in the papers for the General Meeting.

#### **8.4 Dissolution**

In the event that the Association shall be wound up any surplus funds or assets ( after discharging all proper liabilities) shall be distributed among affiliated clubs in equal shares at the date of resolution or orders to wind up, provided that such clubs shall have similar objects prohibiting the distribution of their assets and income to their members.