RAVENSWOOD
COMMUNITY GROUP INC

CONSTITUTION

Version 2

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Special General Meeting of Members

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FOREWORD

Welcome to the Constitution of **Ravenswood Community Group Inc.**

This Constitution provides the governance framework for Ravenswood Community Group Inc. It sets out the principles, rules and responsibilities that guide the operation of the Association and reflects our commitment to good governance, transparency, accountability and community service.

Since the adoption of the original Constitution in 2017, the Association has grown significantly. Ravenswood Community Group Inc. now delivers community programs and events, supports volunteers, develops partnerships with government and community organisations, publishes the **Murray Community Newspaper**, and works to improve the wellbeing and connectedness of our community.

This Constitution has been comprehensively reviewed to reflect the Association's current operations while providing a strong foundation for future growth. It has been developed to support responsible governance, encourage community participation and position the Association for future opportunities, including registration with the Australian Charities and Not-for-profits Commission (ACNC).

Together with the Association's policies, strategic plan and governance documents, this Constitution will guide current and future Members and Committee Members in building a stronger, more connected community.

OUR VISION

To build a stronger, more connected community by creating opportunities for people of all ages to participate, learn, volunteer and thrive.

OUR MISSION

Ravenswood Community Group Inc. is committed to strengthening our community by delivering programs, services, events and initiatives that bring people together, encourage participation, support volunteers, foster lifelong learning and improve community wellbeing.

We achieve this through collaboration, responsible governance, strong community partnerships and sustainable projects that respond to the changing needs of our community.

OUR VALUES

- **Community** – We place our community at the heart of everything we do.
- **Inclusion** – We welcome everyone and encourage participation.
- **Integrity** – We act honestly, ethically and transparently.
- **Respect** – We treat everyone with dignity, fairness and kindness.
- **Collaboration** – We believe better outcomes are achieved by working together.
- **Innovation** – We embrace new ideas that strengthen our community.
- **Sustainability** – We make responsible decisions that support the long-term future of the Association.

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1. NAME

The name of the Association is **Ravenswood Community Group Inc.**

2. OBJECTS

The charitable objects of the Association are to:

a) Foster a connected, inclusive and resilient community where people of all ages have opportunities to participate, learn, volunteer and thrive.

b) Encourage community participation, volunteering, leadership and civic engagement.

c) Plan, organise and deliver community programs, events, activities and services that benefit the community.

d) Promote health, wellbeing, education, recreation, lifelong learning and social inclusion.

e) Support children, young people, families, seniors and other members of the community through initiatives that strengthen community wellbeing.

f) Identify and respond to the current and future needs of the Ravenswood community and neighbouring communities where consistent with the objects of the Association.

g) Develop and maintain positive partnerships with government, local government, businesses, schools, community organisations and other stakeholders.

h) Publish, produce and distribute newspapers, newsletters, websites, social media and other communication platforms that inform, educate and connect the community.

i) Acquire, lease, manage or operate community facilities, equipment and other assets for the benefit of the community.

j) Apply for, receive and administer grants, donations, sponsorships, fundraising income and other lawful sources of funding to support the activities of the Association.

k) Promote environmental responsibility and sustainable community initiatives where they benefit the community.

l) Establish, support and manage projects, services and initiatives that are consistent with the objects of the Association.

m) Do all things that are lawful, incidental or conducive to achieving the objects of the Association.

All objects and activities of the Association must be pursued for charitable purposes and for the public benefit.

3. NOT-FOR-PROFIT BODY

a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member of the Association, except in good faith in the promotion of those objects or purposes.

b) Nothing in this Constitution prevents the Association from making a reasonable payment in good faith for goods or services supplied to the Association, or reimbursing expenses properly incurred on behalf of the Association, provided the payment furthers the objects of the Association and complies with the requirements applying to payments to Committee Members in paragraph (c).

c) A payment may be made to a Committee Member from the funds of the Association only if it is authorised by a resolution of the Members at a General Meeting. This requirement does not apply to reimbursement of reasonable out-of-pocket travel and accommodation expenses properly incurred in connection with the performance of the Committee Member's functions.

d) The Association must not operate for the financial gain or benefit of its **Members**.

e) If the Association is registered as a charity, it must continue to operate exclusively as a not-for-profit organisation for charitable purposes.

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4. MEMBERSHIP

a) Eligibility for Membership

Membership of the Association is open to any individual aged 18 years or over who supports the objects of the Association and agrees to comply with this Constitution.

Membership is open to people regardless of where they live, provided they support the objects of the Association.

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b) Applying for Membership

A person wishing to become a Member must complete the approved membership application form, either in paper or electronic format.

The application must include the information reasonably required by the Committee to determine eligibility for membership.

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c) Admission to Membership

A person becomes a Member when:

i. their application has been approved by the Committee; and

ii. their name has been entered into the Register of Members.

The Secretary must give each new Member a copy of this Constitution without charge when their membership commences.

The Committee may refuse an application for membership if it believes doing so is in the best interests of the Association. The Committee is not obliged to provide detailed reasons for refusing an application for membership.

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d) Membership Fees

Membership of the Association is free unless otherwise determined by a resolution of the Members at an Annual General Meeting or Special General Meeting.

If a membership fee is introduced in the future, the amount and due date will be determined by the Members.

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e) Rights of Members

Each Member is entitled to:

i. attend and vote at General Meetings;

ii. nominate for election to the Committee, subject to this Constitution;

iii. receive notices of General Meetings and other communications issued by the Association;

iv. participate in the activities and programs of the Association; and

v. inspect Association records where permitted by law and this Constitution.

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f) Responsibilities of Members

Members must:

i. support the objects of the Association;

ii. comply with this Constitution and any policies adopted by the Committee;

iii. act honestly, respectfully and in the best interests of the Association;

iv. treat other Members, volunteers and members of the public with courtesy and respect; and

v. notify the Secretary of any changes to their contact details.

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g) When Membership Ceases

A person's membership ceases if they:

i. resign in writing;

ii. die;

iii. are removed from membership under this Constitution; or

iv. cease to meet the eligibility requirements for membership.

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h) Termination or Suspension of Membership

The Committee may suspend or terminate the membership of a Member if it is satisfied that the Member has:

i. seriously breached this Constitution;

ii. acted in a manner that is unlawful or seriously prejudicial to the interests or reputation of the Association; or

iii. engaged in conduct that is inconsistent with the objects of the Association.

Before making a decision, the Committee must:

- advise the Member of the proposed action;
- provide the reasons for the proposed action;
- give the Member a reasonable opportunity to respond.

The decision of the Committee must be recorded in the minutes and communicated to the Member in writing.

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i) Register of Members

The Secretary must maintain a Register of Members in accordance with the **Associations Incorporation Act 2015 (WA).**

The Register may be kept electronically and must contain the information required by law.

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5. MANAGEMENT COMMITTEE

a) Role of the Committee

The affairs of the Association shall be managed by the Management Committee (the Committee).

The Committee is responsible for the overall governance, strategic direction and financial management of the Association and must act in the best interests of the Association at all times.

The Committee has the authority to do all things necessary or convenient for the proper management of the Association, subject to:

i. the **Associations Incorporation Act 2015 (WA);**

ii. this Constitution; and

iii. any resolution passed by the Members at a General Meeting.

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b) Composition of the Committee

The Committee shall consist of:
i. the Chairperson;
ii. the Secretary;
iii. the Treasurer; and
iv. up to three (3) ordinary Committee Members.

The Committee must consist of no fewer than three (3) and no more than six (6) Committee Members. The positions of Chairperson, Secretary and Treasurer must be filled for the Committee to be properly constituted.

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c) Office Bearers

The Office Bearers of the Association are:

- Chairperson
- Secretary
- Treasurer

The Committee may appoint a Deputy Chairperson if it considers the position necessary; however, the position is **not mandatory**.

If the position of Deputy Chairperson is vacant, the Committee may appoint a Committee Member to chair any meeting in the absence of the Chairperson.

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d) Responsibilities of the Committee

The Committee is responsible for:

i. ensuring the Association complies with all applicable laws;

ii. acting honestly, in good faith and in the best interests of the Association;

iii. setting the strategic direction of the Association;

iv. ensuring proper financial management and accountability;

v. protecting the assets and reputation of the Association;

vi. developing policies and procedures to support the operation of the Association;

vii. appointing subcommittees or working groups where required;

viii. managing risks and ensuring appropriate governance practices are maintained.

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e) Delegation

The Committee may delegate specific powers or responsibilities to a Committee Member, employee, volunteer, subcommittee or working group.

Any delegation must:

i. be recorded in the Committee minutes;

ii. clearly state the extent of the delegated authority; and

iii. remain subject to the direction of the Committee.

The Committee remains responsible for all decisions made under a delegation.

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f) Vacancies

The Committee may continue to act despite a vacancy in one or more ordinary Committee Member positions, provided the positions of Chairperson, Secretary and Treasurer remain filled.

A vacancy in an ordinary Committee Member position does not prevent the Committee from conducting its business, provided a quorum is present.

If the position of Chairperson, Secretary or Treasurer becomes vacant, the remaining Committee Members must take reasonable steps to fill the vacancy as soon as practicable. Until the vacancy is filled, the remaining Committee Members may act only to fill the vacancy or convene a General Meeting for that purpose.

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6. APPOINTMENT OF COMMITTEE MEMBERS AND TERM OF OFFICE

a) Election of Committee Members

The Committee Members shall be elected by the Members at each Annual General Meeting.

All Committee positions become vacant at the conclusion of the Annual General Meeting and retiring Committee Members are eligible to nominate for re-election.

If the number of nominations received is equal to or less than the number of vacancies, those nominees shall be declared elected.

If the number of nominations exceeds the number of vacancies, an election shall be conducted by secret ballot or another method determined by the Chairperson.

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b) Eligibility for Election

A person is eligible for election to the Committee if they:

i. are a current financial Member of the Association (or a current Member if no membership fee applies);

ii. are at least 18 years of age;

iii. consent to being nominated; and

iv. are not disqualified from managing an incorporated association under the **Associations Incorporation Act 2015 (WA)** or any other applicable law.

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c) Term of Office

Committee Members hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the next Annual General Meeting.

A retiring Committee Member is eligible for re-election.

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d) Casual Vacancies

If a casual vacancy occurs in an Office Bearer or ordinary Committee Member position, the Committee may appoint an eligible Member to fill the vacancy.

A person appointed to fill a casual vacancy holds office until the next Annual General Meeting, when the position must be declared vacant and filled by election if required.

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e) Removal from Office

The Members may remove a Committee Member before the end of their term by Ordinary Resolution at a General Meeting.

The Committee Member must be given:

i. written notice of the proposed resolution;

ii. the reasons for the proposed removal; and

iii. a reasonable opportunity to respond before the resolution is considered.

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f) Failure to Attend Meetings

The Committee may declare the position of a Committee Member vacant if that person:

i. is absent from three (3) consecutive Committee Meetings without prior approval from the Committee; or

ii. fails to carry out the duties of the position to the extent that the Committee believes the Member is no longer able to effectively fulfil the role.

Before declaring the position vacant, the Committee must provide the Committee Member with an opportunity to explain their circumstances.

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7. WHEN MEMBERSHIP OF THE COMMITTEE CEASES

A person ceases to be a Committee Member if they:

a) resign from the Committee by giving written notice to the Secretary;

b) cease to be a Member of the Association;

c) die;

d) are removed from office by the Members in accordance with this Constitution;

e) become ineligible to hold office under the **Associations Incorporation Act 2015 (WA)** or any other applicable law;

f) are permanently unable to perform the duties of a Committee Member due to physical or mental incapacity;

g) are absent from three (3) consecutive Committee Meetings without prior approval of the Committee, and the Committee resolves that the position be declared vacant;

h) are declared bankrupt or enter into an arrangement with creditors that affects their ability to perform the duties of a Committee Member.

Before a Committee Member is removed under clauses (f), (g) or (h), the Committee must:

i. notify the Committee Member in writing of the proposed action;

ii. provide the reasons for the proposed action; and

iii. give the Committee Member a reasonable opportunity to respond before a final decision is made.

Where a vacancy occurs, the Committee may appoint an eligible Member to fill the vacancy in accordance with Clause 6(d).

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8. DUTIES OF OFFICE BEARERS

a) General Responsibilities

The Office Bearers are responsible for providing leadership, ensuring the effective administration of the Association and carrying out the duties assigned to their respective positions.

All Office Bearers must:

i. act honestly, in good faith and in the best interests of the Association;

ii. comply with this Constitution and all applicable laws;

iii. support the decisions of the Committee;

iv. exercise due care, diligence and responsibility in performing their duties; and

v. promote the objects and values of the Association.

b) Chairperson

The Chairperson is responsible for providing leadership to the Association and ensuring that the Committee operates effectively.

The Chairperson shall:

i. preside at Committee Meetings and General Meetings;

ii. provide leadership and strategic direction to the Committee;

iii. ensure meetings are conducted in an orderly, fair and efficient manner;

iv. work closely with the Secretary to prepare meeting agendas;

v. encourage effective participation by all Committee Members;

vi. act as the principal spokesperson for the Association where authorised by the Committee; and

vii. perform any other duties determined by the Committee.

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c) Secretary

The Secretary is responsible for the administration of the Association.

The Secretary shall:

i. manage the correspondence of the Association;

ii. prepare and distribute notices of meetings and agendas;

iii. maintain the Register of Members;

iv. maintain an up-to-date copy of the Constitution and Association policies;

v. record and maintain accurate minutes of Committee and General Meetings;

vi. maintain Association records, excluding financial records held by the Treasurer;

vii. be the Committee Member responsible for ensuring compliance with every provision of the Act and Regulations requiring information about the Association to be given to the Commissioner, including lodging all required statutory returns and notifications; and

viii. perform any other duties determined by the Committee.

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d) Treasurer

The Treasurer is responsible for the financial management of the Association.

The Treasurer shall:

i. oversee the financial affairs of the Association;

ii. ensure all income and expenditure is accurately recorded;

iii. ensure all Association funds are deposited into approved bank accounts;

iv. present financial reports to Committee Meetings and the Annual General Meeting;

v. prepare or coordinate the preparation of the annual financial statements;

vi. ensure compliance with the financial reporting requirements of the **Associations Incorporation Act 2015 (WA)**;

vii. assist with the preparation of grant budgets and financial acquittals where required; and

viii. perform any other duties determined by the Committee.

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e) Delegation of Duties

An Office Bearer may delegate specific administrative duties to another Committee Member, volunteer or employee with the approval of the Committee.

Any delegation does not remove the responsibility of the Office Bearer for ensuring those duties are carried out appropriately.

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9. COMMITTEE MEETINGS

a) Committee Meetings

The Committee must meet as often as necessary to properly manage the affairs of the Association, but not less than four (4) times in each financial year.

Meetings may be held:

i. in person;

ii. by telephone;

iii. by video conference; or

iv. by any other electronic means that allows all Committee Members participating to communicate effectively with each other.

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b) Notice of Meetings

The Secretary must provide reasonable notice of each Committee Meeting to all Committee Members.

The notice must include:

i. the date, time and location (or electronic meeting details);

ii. the agenda; and

iii. any supporting documents where appropriate.

Notice may be given by email or any other electronic means approved by the Committee.

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c) Quorum

A quorum for a Committee Meeting is **a majority of the current Committee Members**.

No business may be conducted unless a quorum is present.

If a quorum is not present within thirty (30) minutes of the scheduled starting time, the meeting must be adjourned to a date determined by the Chairperson.

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d) Chairing Meetings

The Chairperson shall preside at all Committee Meetings.

If the Chairperson is absent, the Committee Members present must elect one of their number to chair the meeting.

e) Voting

Each Committee Member present at a Committee Meeting has one (1) vote.

A motion is carried if it receives a simple majority of votes cast.

If the votes are equal, the Chairperson of the meeting has a second or casting vote.

Voting may be conducted by:

i. a show of hands;

ii. voice vote;

iii. electronic vote; or

iv. secret ballot where determined by the Committee.

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f) Conflict of Interest

A Committee Member who has a material personal interest in a matter being considered by the Committee must:

i. disclose the nature and extent of the interest, and its relationship to the activities of the Association, as soon as practicable;

ii. ensure the disclosure is recorded in the minutes;

iii. disclose the nature and extent of the interest at the next General Meeting;

iv. not be present while the matter is being considered and not vote on the matter, except where the Act expressly provides otherwise; and

v. ensure the disclosure is also recorded in the Register of Interests, where the Association maintains one.

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g) Minutes

The Secretary must ensure accurate minutes are kept of every Committee Meeting.

The minutes must include:

i. the date and location of the meeting;

ii. the names of those present and any apologies;

iii. all motions and resolutions;

iv. the outcome of any votes;

v. declarations of conflicts of interest; and

vi. any other significant decisions made by the Committee.

The minutes must be confirmed at the next Committee Meeting and signed by the Chairperson.

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h) Guests

The Committee may invite any person to attend a Committee Meeting to provide information or advice.

A guest:

i. may participate in discussion with the permission of the Chairperson;

ii. is not entitled to vote; and

iii. may be asked to leave while confidential matters are discussed.

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10. GENERAL MEETINGS

a) General Meetings

General Meetings provide Members with the opportunity to participate in the governance and direction of the Association.

The Association must hold:

i. one (1) Annual General Meeting each year; and

ii. any Special General Meetings required under this Constitution or the Act.

General Meetings may be held in person or, where approved by the Committee and permitted by law, by electronic means that allow Members to participate and vote.

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b) Annual General Meeting

The Annual General Meeting (AGM) must be held no later than **31 October** each year, unless otherwise permitted by law.

The business of the AGM shall include:

i. confirming the minutes of the previous Annual General Meeting and any Special General Meeting held since the last AGM;

ii. receiving the Chairperson's report on the activities of the Association during the previous financial year;

iii. receiving and considering the financial statements or financial report for the previous financial year;

iv. electing the Committee Members;

v. appointing an auditor or reviewer where required by law;

vi. determining any membership fee (if applicable); and

vii. considering any other business for which proper notice has been given.

c) Special General Meetings

A Special General Meeting may be called:

i. by resolution of the Committee; or

ii. upon a written request signed by not less than **10% of the Members** or **20 Members**, whichever is the lesser.

The request must state the purpose of the meeting.

The Committee must convene the meeting within **28 days** of receiving the request.

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d) Notice of General Meetings

Members must receive at least **21 days' notice** of every General Meeting.

The notice must include:

i. the date, time and location of the meeting;

ii. the business to be considered;

iii. details of any election to be held;

iv. the wording of any proposed Special Resolution; and

v. electronic meeting details where applicable.

Notice must be given individually to each Member in writing by:

i. personal delivery to the Member's recorded address;

ii. prepaid post to the Member's recorded postal address; or

iii. email or other electronic transmission to the Member's recorded electronic address.

A Member wishing to propose a motion at a General Meeting must give the Secretary written notice of the motion at least twenty-eight (28) days before the meeting. The notice must include the full wording of the proposed motion and the name of the Member proposing it.

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e) Quorum

A quorum for a General Meeting is **ten (10) Members** entitled to vote.

If a quorum is not present within thirty (30) minutes of the scheduled commencement time, the meeting must be adjourned to a date determined by the Committee.

f) Voting at General Meetings

Each Member entitled to vote has one (1) vote.

Unless otherwise required by law or this Constitution:

i. a motion is carried by a simple majority of votes cast;

ii. the Chairperson has a casting vote if votes are equal;

iii. voting may be by show of hands, secret ballot or electronic voting, as determined by the Chairperson.

Proxy voting is **not permitted**.

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g) Minutes of General Meetings

The Secretary must ensure accurate minutes are kept of every General Meeting.

The minutes must record:

i. the date, time and location of the meeting;

ii. the names of Members present;

iii. apologies;

iv. all motions and resolutions;

v. the outcome of all votes; and

vi. any other significant business considered.

The minutes must be confirmed at the next General Meeting and signed by the Chairperson.

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11. FINANCE

a) Financial Year

The financial year of the Association shall commence on **1 July** each year and conclude on **30 June** of the following year.

b) Source of Funds

The funds of the Association may be derived from:

i. grants;

ii. donations;

iii. sponsorships;

iv. fundraising activities;

v. membership fees (if applicable);

vi. advertising revenue;

vii. the sale of goods or services;

viii. interest earned on Association funds; and

ix. any other lawful source approved by the Committee.

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c) Control of Funds

The Committee is responsible for ensuring the proper management of the Association's finances.

The Committee must ensure that:

i. all money received is deposited into an account held in the name of the Association;

ii. all expenditure is properly authorised;

iii. no single person has sole control over the Association's financial transactions unless appropriate safeguards approved by the Committee are in place;

iv. accurate financial records are maintained;

v. appropriate financial controls are implemented to safeguard the Association's assets.

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d) Banking

The Association must maintain one or more bank accounts in the name of the Association with an Australian Authorised Deposit-taking Institution (ADI).

All payments made on behalf of the Association must be authorised by **at least two (2) authorised signatories**, unless the Committee has approved an electronic banking procedure that provides equivalent financial controls.

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e) Financial Reporting

The Treasurer must ensure that financial records are maintained in accordance with the **Associations Incorporation Act 2015 (WA)** and any other applicable legislation.

The Committee must prepare the financial statements or financial report required by law for each financial year.

The financial statements or financial report must be presented to the Members at the Annual General Meeting.

Where required by law, the financial statements or financial report must be reviewed or audited before being presented to the Members.

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f) Association Assets

All assets, equipment, records and property owned or acquired by the Association remain the property of the Association.

The Committee is responsible for ensuring that Association assets are properly managed, maintained and protected.

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g) Financial Delegations

The Committee may adopt and amend a **Financial Management Policy** from time to time.

The Financial Management Policy may include, but is not limited to:

i. expenditure approval limits;

ii. delegated financial authority;

iii. authorised signatories;

iv. purchasing and procurement procedures;

v. reimbursement of expenses;

vi. use of Association bank accounts, credit or debit cards and electronic banking;

vii. asset management and stock control; and

viii. any other financial controls considered necessary by the Committee.

The Financial Management Policy must be approved by resolution of the Committee and reviewed periodically to ensure it remains appropriate for the size and operations of the Association.

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h) Financial Accountability

The Committee must ensure that all financial decisions are made in the best interests of the Association and are supported by appropriate records and documentation.

Committee Members must exercise due care and diligence when approving expenditure and managing the financial resources of the Association.

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i) Use of Funds

The income and assets of the Association must be applied solely towards the achievement of the objects of the Association and must not be distributed, directly or indirectly, to any Member or Committee Member except as permitted by this Constitution or by law.

Nothing in this clause prevents the Association from:

i. reimbursing a Member who is not a Committee Member for reasonable expenses properly incurred on behalf of the Association;

ii. reimbursing a Committee Member for reasonable out-of-pocket travel and accommodation expenses properly incurred while performing their functions;

iii. making any other payment to a Committee Member only when authorised by a resolution of the Members at a General Meeting; or

iv. making a payment otherwise required or authorised by law.

j) Insurance

The Committee may arrange and maintain appropriate insurance for the Association, its Committee Members, volunteers, employees, property and activities as it considers necessary.

The Committee must review the Association's insurance requirements from time to time to ensure they remain appropriate for the activities, assets and risks of the Association.

12. CUSTODY OF BOOKS AND RECORDS

a) Association Records

The Association must maintain accurate and complete records of its activities in accordance with this Constitution and all applicable legislation.

These records include, but are not limited to:

i. the Register of Members;

ii. minutes of Committee Meetings and General Meetings;

iii. financial records and financial statements;

iv. this Constitution and any policies adopted by the Committee;

v. registers required by law; and

vi. any other records necessary for the proper administration of the Association.

b) Custody of Records

The Secretary is responsible for the safe custody of the Association’s books, records and securities, except for financial records and securities held by the Treasurer or an authorised financial institution.

The Treasurer is responsible for the safe custody of the Association's financial records.

The Committee may determine that records are stored:

i. electronically;

ii. in hard copy; or

iii. using a combination of both methods.

Where electronic records are maintained, the Committee must take reasonable steps to ensure they are securely stored, regularly backed up and protected against unauthorised access.

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c) Retention of Records

The Association must retain its records for the period required by the **Associations Incorporation Act 2015 (WA)**, taxation legislation and any other applicable law.

Records must be maintained in a manner that enables them to be readily accessed when required.

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d) Custody of Association Property

All documents, equipment, electronic files, passwords, keys, financial records and any other property belonging to the Association remain the property of the Association.

Any Committee Member, employee or volunteer who ceases to act on behalf of the Association must promptly return all Association property in their possession.

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e) Electronic Records

Electronic records and digital documents are recognised as official Association records.

The Committee may approve the use of cloud-based storage systems and other electronic record management systems, provided appropriate security measures are maintained.

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f) Responsibility of Committee Members

Committee Members must take reasonable care to protect Association records from loss, damage, unauthorised access or misuse.

Confidential information obtained through their role must not be disclosed except where authorised by the Committee or required by law.

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13. INSPECTION OF RECORDS AND DOCUMENTS

a) Right to Inspect Records

Subject to the **Associations Incorporation Act 2015 (WA)** and this Constitution, a Member may request to inspect the records of the Association.

Requests must be made in writing to the Secretary.

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b) Arranging an Inspection

The Secretary must, within a reasonable time, make suitable arrangements for the inspection of records to which the Member is entitled.

Inspection of records shall take place:

i. at a reasonable time and place determined by the Committee; or

ii. by electronic means where appropriate.

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c) Records Available for Inspection

Subject to any restrictions imposed by law, a Member may inspect records including:

i. the Constitution;

ii. the Register of Members where permitted by law;

iii. minutes of General Meetings;

iv. annual financial statements or financial reports presented to Members;

v. policies adopted by the Committee that are available to Members; and

vi. any other records that Members are entitled to inspect under the Act.

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d) Records Not Available for Inspection

Nothing in this clause limits a member's right to inspect the Register of Members in accordance with the Associations Incorporation Act 2015 (WA). The Committee may apply any safeguards permitted by the Act.

A Member is not entitled to inspect records that:

i. contains confidential or commercially sensitive information;

ii. relate to employment, legal advice or contractual negotiations;

iii. contain personal information about another individual where disclosure would breach privacy obligations;

iv. relate to disciplinary matters or complaints involving another person; or

v. are otherwise restricted from inspection by law.

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e) Copies of Records

A Member may request a copy of any record they are entitled to inspect.

The Committee may charge a reasonable fee to recover the cost of providing copies only where permitted by the Act. No fee may be charged for providing a copy of this Constitution where the Act requires it to be provided without charge.

f) Proper Use of Information

A Member who inspects or receives copies of Association records must not use or disclose the information for any purpose that is inconsistent with the objects of the Association or contrary to law.

Confidential information obtained through inspection of Association records must not be shared without the authority of the Committee unless required by law.

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g) Disputes Regarding Access

If a Member believes they have been improperly refused access to a record, they may request that the Committee review the decision.

The Committee's decision must be provided to the Member in writing.

Nothing in this clause limits any rights a Member may have under the **Associations Incorporation Act 2015 (WA)**.

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14. AMENDMENTS TO THE CONSTITUTION

a) Amendments

This Constitution may only be amended by a **Special Resolution** of the Members in accordance with the **Associations Incorporation Act 2015 (WA).**

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b) Notice of Proposed Amendments

The notice of the General Meeting at which a proposed amendment is to be considered must:

i. include the full wording of each proposed amendment;

ii. clearly identify the clauses affected; and

iii. be provided to all Members at least **21 days** before the meeting.

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c) Voting

A proposed amendment to this Constitution shall only be adopted if it is passed as a **Special Resolution** by the Members entitled to vote.

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d) Lodgement of Amendments

Where required by law, the Secretary must lodge any approved amendments with the relevant government authority within the prescribed timeframe.

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e) Consistency with the Law

If any provision of this Constitution becomes inconsistent with the **Associations Incorporation Act 2015 (WA)** or any other applicable legislation, the legislation will prevail to the extent of the inconsistency.

The Committee must take reasonable steps to present any necessary amendments to the Members at the earliest practical opportunity.

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f) Review of the Constitution

The Committee should review this Constitution at least once every **five (5) years**, or earlier if required by legislative changes or the operational needs of the Association.

A review does not require the Constitution to be amended.

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15. DISSOLUTION

a) Winding Up

The Association may only be wound up in accordance with the **Associations Incorporation Act 2015 (WA)**.

A resolution to wind up the Association must be passed by the Members in accordance with the requirements of the Act.

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b) Payment of Liabilities

Before the Association is dissolved, all debts, liabilities and obligations of the Association must be paid or otherwise satisfied.

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c) Distribution of Surplus Assets

If, upon the winding up or dissolution of the Association, there remains any property or assets after the payment of all debts and liabilities, those assets must **not** be distributed to any Member or former Member of the Association.

The surplus assets must be transferred to one or more organisations that:

i. have charitable purposes similar to, or inclusive of, the charitable purposes of the Association;

ii. prohibit the distribution of income and assets to their members;

iii. are registered charities with the Australian Charities and Not-for-profits Commission if the Association is registered as a charity at the time of winding up or dissolution; and

iv. are eligible to receive the surplus assets under section 24 of the Associations Incorporation Act 2015 (WA).

The organisation or organisations receiving the surplus assets shall be determined by a Special Resolution of the Members.

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d) Records

Following the dissolution of the Association, the Committee must ensure that all records are retained or transferred in accordance with the requirements of the **Associations Incorporation Act 2015 (WA)** and any other applicable legislation.

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16. DISPUTE RESOLUTION

a) Application

This clause applies to disputes between:

i. Members of the Association;

ii. one or more Members and the Association; or

iii. a Member and the Committee.

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b) Informal Resolution

The parties to a dispute should first attempt to resolve the matter respectfully and in good faith through informal discussion.

Where possible, disputes should be resolved promptly and cooperatively.

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c) Written Notice of Dispute

If a dispute cannot be resolved informally, a party may submit a written notice to the Secretary outlining:

i. the parties involved;

ii. the nature of the dispute; and

iii. the outcome sought.

If the Secretary is involved in the dispute, the notice must be given to the Chairperson.

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d) Committee Consideration

The Committee must consider the dispute as soon as reasonably practicable.

Each party must be given a reasonable opportunity to:

i. present their views;

ii. provide supporting information; and

iii. respond to any matters raised by the other party.

The Committee must act fairly, impartially and in accordance with the principles of natural justice.

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e) Mediation

If the Committee is unable to resolve the dispute, or if the parties agree, the dispute may be referred to an independent mediator.

The mediator:

i. must be impartial;

ii. must not have a personal interest in the dispute; and

iii. must not make a binding decision unless all parties agree.

Unless otherwise agreed, the costs of mediation shall be shared equally by the parties.

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f) Committee Decision

Where mediation is not undertaken or does not resolve the dispute, the Committee may make a decision.

The decision and the reasons for the decision must be provided in writing to the parties.

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g) Confidentiality

All parties involved in a dispute must maintain confidentiality throughout the dispute resolution process unless disclosure is required by law or authorised by the Committee.

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h) Natural Justice

Nothing in this Constitution limits the right of any person to procedural fairness.

All parties must be treated fairly, respectfully and without bias throughout the dispute resolution process.

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17. POLICIES

a) Adoption of Policies

The Committee may adopt, amend or revoke policies, procedures and guidelines necessary for the effective governance and administration of the Association.

All policies must be consistent with this Constitution and any applicable legislation.

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b) Purpose of Policies

Policies are intended to support the day-to-day operation of the Association and provide guidance on matters that do not require inclusion in this Constitution.

Policies must not override or conflict with this Constitution.

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c) Types of Policies

Without limiting the powers of the Committee, policies may include:

i. Governance Policy;

ii. Code of Conduct;

iii. Conflict of Interest Policy;

iv. Financial Management Policy;

v. Procurement and Purchasing Policy;

vi. Volunteer Management Policy;

vii. Child Safety and Protection Policy;

viii. Privacy Policy;

ix. Complaints Handling Policy;

x. Work Health and Safety Policy;

xi. Social Media and Communications Policy;

xii. Risk Management Policy;

xiii. Asset Management Policy;

xiv. Records Management Policy; and

xv. any other policy the Committee considers necessary for the effective operation of the Association.

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d) Approval of Policies

Policies adopted by the Committee take effect from the date determined by the Committee.

The Committee may review and amend policies from time to time to ensure they remain appropriate and consistent with the objects of the Association.

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e) Availability of Policies

The Committee should make policies available to Members where appropriate.

The Committee may determine that certain policies, or parts of policies, remain confidential where they relate to legal matters, employment, commercial arrangements, personal information or other sensitive matters.

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f) Compliance with Policies

Committee Members, employees and volunteers must comply with all policies adopted by the Committee that apply to their role.

Members are expected to comply with any policy that applies to them while participating in the activities of the Association.

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18. DEFINITIONS AND INTERPRETATION

a) Definitions

In this Constitution, unless the context otherwise requires:

Act means the *Associations Incorporation Act 2015 (Western Australia)* and any regulations made under that Act.

Association means **Ravenswood Community Group Inc.**

Annual General Meeting (AGM) means the annual general meeting of the Association held in accordance with this Constitution.

Chairperson means the person elected as Chairperson of the Association.

Committee means the Management Committee of the Association.

Committee Member means a Member elected or appointed to the Committee.

Constitution means this Constitution, as amended from time to time.

Financial Year means the period commencing on **1 July** and ending on **30 June** of the following year.

General Meeting means an Annual General Meeting or Special General Meeting.

Member means a person whose membership has been approved by the Committee and whose name appears in the Register of Members.

Office Bearers means the Chairperson, Secretary and Treasurer.

Ordinary Resolution means a resolution passed by a simple majority of Members entitled to vote.

Policy means any policy, procedure or guideline adopted by the Committee under Clause 17.

Secretary means the person elected as Secretary of the Association.

Special General Meeting (SGM) means a General Meeting other than the Annual General Meeting.

Special Resolution has the meaning given in the **Associations Incorporation Act 2015 (WA).**

Treasurer means the person elected as Treasurer of the Association.

Writing includes printed and electronic communication, including email, where permitted by law.

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b) Interpretation

Unless the context otherwise requires:

i. words importing the singular include the plural and vice versa;

ii. words importing one gender include all genders;

iii. headings are for convenience only and do not affect the interpretation of this Constitution;

iv. references to legislation include any amendment, replacement or re-enactment of that legislation;

v. where any provision of this Constitution is inconsistent with the **Associations Incorporation Act 2015 (WA)**, the Act prevails to the extent of the inconsistency.

vi. where this Constitution is silent on any matter, the Committee may act in accordance with the **Associations Incorporation Act 2015 (WA),** any other applicable legislation and generally accepted principles of good governance.

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c) Electronic Communications

Where this Constitution requires notice to be given in writing, the requirement is satisfied by electronic communication where permitted by law and where the Member has provided an electronic address for that purpose.

d) Electronic Documents

Documents required under this Constitution may be created, signed, stored and transmitted electronically where permitted by law.

Electronic documents have the same validity as paper documents where recognised by law.

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e) Severability

If any provision of this Constitution is found to be invalid or unenforceable, that provision shall be severed and the remaining provisions shall continue in full force and effect.

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f) Commencement

This Constitution takes effect only when the alteration of the Association's rules has been lodged in accordance with section 30 of the Act and approved by the Commissioner under section 33 of the Act. When it takes effect, it replaces all previous Constitutions and Rules of Ravenswood Community Group Inc.

END OF CONSTITUTION