



CONSTITUTION

Combined Charities Incorporated

Adopted at Special General Meeting 11/11/2016

1 NAME

The name of the Association is Combined Charities Incorporated trading as CCI Group Purchasing.

2 DEFINITIONS

In this Constitution, unless the contrary intention appears:

“ACNC” means the Australian Charities and Not for Profit Commission, and its successors;

“Act” means the Associations Incorporation Act, 1985 as amended from time to time;

“Association” means Combined Charities Incorporated;

“Board” means the Board of the Association;

“Director” means a Director of the Board;

“Member” means an organisation member of the Association that pays a subscription fee determined by the Association;

“Organisation” means a corporate body:

- whose objects are charitable and is registered as a charitable organisation by the ACNC;
- no object of which is to secure a pecuniary profit for its members; and
- any peak body representing such corporate body;

“Meeting” means a general meeting of Members of the Association convened in accordance with this Constitution.

3 OBJECTS

The object of the Association are:

- 3.1 To advance the charitable interests of Members by assisting the efficient and cost effective acquisition of goods and services and monitoring adherence to the terms and conditions of acquisition.
- 3.2 To utilise such funds as may be determined by the Board from time to time for the promotion of education, training, research, development or such other benefit to the membership of the organisation.
- 3.3 The Association shall not be maintained for the purpose of securing pecuniary profit to any Members or any group of Members.

4 POWERS

The Association shall have all of the powers conferred by Section 25 of the Act, and without limiting the extent of such powers, shall have power:

- 4.1 To offer, and co-ordinate responses to, tenders and other basis of offer for the provisions of goods and services to Members.
- 4.2 To monitor performance by suppliers in relation to the provision of goods and services to Members.
- 4.3 To provide information to Members in relation to the supply of goods and services.
- 4.4 To purchase any goods or services whether on its own behalf or on behalf of any one or more of the Members.



5 MEMBERSHIP

- 5.1 The membership of the Association shall consist of such organisations as are admitted as Members in accordance with procedures established by the Board from time to time and as defined in Clause 2 of this Constitution.
- 5.2 The Board may in its unfettered discretion admit or refuse as a Member any organisation without ascribing any reason for its decision.
- 5.3 Any organisation that has its application to be a Member not approved by the Board, shall have all monies paid by it in respect of such application, refunded.
- 5.4 Each Member shall appoint a natural person of at least 18 years of age as its representative who shall be entitled to attend and vote at all meetings on behalf of such Member and who shall be eligible for election or appointment to the Board.
- 5.5 The Board may establish different classes of membership and assign such rights attaching thereto as it determines in its absolute discretion.
- 5.6 The Association shall maintain a register of all Members that shall contain the name and address of each Member, the date on which each Member was registered to the Association and the date of termination.

6 SUBSCRIPTION

- 6.1 The subscription fee for membership shall be such sum (if any) as the Board shall determine from time to time.
- 6.2 The subscription fee shall be payable annually on 1 July or at such other time as the Board shall determine from time to time.
- 6.3 The Board may resolve to cancel or suspend the membership of any Member whose subscription is outstanding for more than three months after the due date for payment, provided always that the Board may reinstate the Member's membership on such terms as it thinks fit.

7 SITUATION

The Association shall establish and maintain such offices in the State of South Australia as the Board may determine.

8 TERMINATION

A Members may resign from membership to the Association by giving twelve month's written notice thereof to the Board. Any Members so resigning shall be liable for any outstanding subscription fees which may be recovered as a debt to the Association.

9 EXPULSION OF A MEMBER

- 9.1 Subject to giving a Member such opportunity to be heard or to make a written submission as it determines to be appropriate in all the circumstances, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 9.2 Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 9.3 Subject to clauses 9.4 and 9.5 the determination of the Board shall be communicated to the Member, and in the event of an adverse determination, the Member shall cease to be a Member, seven (7) days after the Board has communicated its determination to the Member.
- 9.4 A Member can appeal against the determination of the Board by following the approved Board policy and supporting procedures relating to the appeal process.
- 9.5 In the event of an appeal under clause 9.4 the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by a majority of the Board after a review of the circumstances.



10 THE BOARD

- 10.1 The affairs of the Association shall be governed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by the Constitution required to be done by the Association in general meeting.
- 10.2 Governance of the Association shall be vested in a Board comprised of not less than five (5) and not more than ten (10) persons.
- 10.2.1 The Board should consist of people with skills and experiences who upon appointment become Directors of the Board.
- 10.2.2 Not more than seven (7) persons shall be elected by the Members of the Association at the Annual General Meeting for terms of up to three (3) years and shall be eligible for re-election.
- 10.2.3 The Board at its discretion may at any time appoint not more than three (3) eligible persons to the Board but such appointments shall comprise not more than one-third (1/3) of the total number of Directors. Each Director, so appointed, shall retire at the next Annual General Meeting following their appointment but shall be eligible for re-appointment to the Board.
- 10.2.4 At least one-third (1/3) of the total number of elected Directors shall retire at the Annual Meeting, on rotation, but shall be eligible for re-election to the Board.
- 10.3 Nominations for election to the Board shall be in writing signed by the nominees proposing such nomination and lodged with the Public Officer at the Association's Registered Office at least twenty eight (28) clear days prior to the Annual General Meeting at which the relevant election is to take place.
- 10.4 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including the Public Officer of the Association, and may delegate any of its powers to such officers and employees.
- 10.5 The Board at the first meeting following the Annual General Meeting, shall elect from its number a Chairperson and a Deputy-Chairperson, each of whom shall hold office for a period of one year from the date of their election and shall be eligible for re-election upon the expiration of such term.
- 10.6 The Board may appoint any natural person of at least eighteen (18) years of age to fill a casual vacancy on the Board, and such appointee shall hold office for the remainder of the term of the person to whose position they have been appointed to fill.
- 10.7 Governance Responsibilities
- The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:
- 10.7.1 Exercising powers and discharging their duties with care and diligence.
- 10.7.2 Making judgements in good faith and for a proper purpose.
- 10.7.3 Not to have a material personal interest in the subject matter of the judgement.
- 10.7.4 Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate.
- 10.7.5 Rationally believing that the judgement is in the best interests of the organisation.
- 10.7.6 Meeting the governance and role requirements as specified in this clause and ensuring that they are able to competently and consistently apply relevant skills in achieving these requirements.

11 DISQUALIFICATION OF DIRECTORS

The office of a Director shall become vacant if a Director is:

- 11.1 Disqualified by the Act;
- 11.2 Permanently incapacitated by ill health; or
- 11.3 Absent without apology from more than three consecutive Board meetings.



12 MEETINGS OF THE BOARD

- 12.1 The Board shall meet for the dispatch of business at least quarterly and such meetings may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion, with any Director participating in such a meeting being taken to be present and entitled to vote.
- 12.2 It shall not be necessary to give to the Director written notice of ordinary meetings of the Board but in the case of an extraordinary meeting of the Board at least twenty-four (24) hours' notice specifying the place, day and the hour of such meeting and the general nature of the business shall be given to each Director.
- 12.3 A notice may be given by the Association to any Director by serving the Director with the notice personally, or by sending it by post or by electronic or facsimile communication processes to the address of the Director in the records of the Association but the non-receipt of such notice by any Director shall not invalidate the proceedings of any meeting.
- 12.4 Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Director by ordinary prepaid mail.
- 12.5 Where a notice is sent by electronic or facsimile communication processes, service of the notice shall be deemed to be effected if it is properly addressed and transmitted to the address appearing in the register of Directors.
- 12.6 Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chairperson of the meeting shall have a casting vote in addition to a deliberative vote.
- 12.7 A quorum for a meeting of the Board shall be a majority of the current number of the Directors.
- 12.8 A Director having pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.
- 12.9 In the absence of the Chairperson, the Deputy-Chairperson or in his/her absence a person appointed from among the Directors present shall chair the relevant meeting of the Board.

13 FINANCIAL YEAR

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

14 BORROWING POWERS

- 14.1 The Association may borrow money from banks or other financial institutions upon such terms and in such manner and upon such security (if any) as the Association shall think fit for the purpose of carrying out its objects and purposes.
- 14.2 Subject to Section 53 of the Act, the Association may invite and accept the investment or deposit of money from any person or organisation on such terms and conditions as may be determined by the Board from time to time.
- 14.3 The funds of the Association may be invested in any fund or in or upon any of the public stocks or funds of Government securities of the Commonwealth of Australia or any of the Australian States or in or upon freehold land and buildings and freehold or leasehold securities in the Commonwealth of Australia or any of the Australia States or in or upon the bond debentures stock mortgages unsecured deposits registered notes obligations or securities or the guaranteed preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company or society of public municipal or local body or authority in the Commonwealth of Australia with power to vary or transpose any such investments from time to time and to sell dispose of any assets undertaking or shares or interest in any company or in any part thereof for such consideration as this Association may think fit.



15 PROPERTY

- 15.1 The income and property of the Association shall be applied towards the objects of the Association and no portion thereof shall be paid or disposed of by dividend bonus or otherwise by way of profit to the Members, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any Director, or any registered Members thereof for services rendered to the Association, or interest on any moneys borrowed from any Members or Director.
- 15.2 The Association may acquire real and personal property of every description and interests in such property by purchase gift or otherwise or may take any such property on lease or on hire and where any such property or interest therein is acquired subject to the same being held by the Association on certain trusts the same shall be accepted and held by the Association subject to those trusts.
- Subject only to the conditions of any trusts upon which it holds any of its property the Board shall manage and deal therewith and may mortgage, pledge, lease out, or dispose of the same by way of sale or gift upon such terms and conditions as the Board may from time to time determine.
- 15.3 Accounts shall be kept of all monies received and expended by the Association in such manner as to comply with the Act. Accounts as defined by the Act for each financial year-end shall be prepared annually. Such accounts shall be audited by the auditor appointed by the Board and shall be submitted annually to the Board and to the Members at the Annual General Meeting together with such statements and reports as may be required by the Act. The books of account of the Association shall be open to the inspection of the Board at all reasonable times.

16 OFFICERS

- 16.1 The Board shall have a Chairperson and Deputy-Chairperson, who shall be elected annually by the Board following the Annual General Meeting of the Association.
- 16.2 Any extraordinary vacancies in the above offices shall be filled by the Board and the person so appointed shall hold office for the remainder of the term of the person who has ceased to act.
- 16.3 The Public Officer of the Association shall be appointed by the Board and the person so appointed shall hold office as Public Officer.
- 16.4 The Board shall appoint a registered company auditor to audit the financial accounts each financial year.

17 MEETINGS OF THE ASSOCIATION

- 17.1 The Board may call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- 17.2 The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 17.3 Upon a requisition in writing of not less than ten (10) per cent of the total number of Members of the Association, the Board shall within one (1) month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 17.4 Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the Special General Meeting.
- 17.5 If a Special General Meeting is not convened within one (1) month as required by clause 17.3, the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 17.6 Subject to clause 17.7 at least twenty one (21) days' notice of any Special General Meeting or Annual General Meeting shall be given to Members. The notice shall set out where and when the Special General Meeting or Annual General Meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 17.7 In the case of an Annual General Meeting, the order of the business at the meeting shall be the confirmation of the minutes of the last preceding meeting, the consideration of the accounts and reports of the Board and the auditors, the appointment of Directors (if required) and any other business requiring consideration by the Association in general Meeting.
- 17.8 Notice of a Meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the Meeting.
- 17.9 A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post or by electronic or facsimile communication processes to the address appearing in the register of Members but the non-receipt of such notice by any Member shall not invalidate the proceedings of any meeting.



- 17.10 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.
- 17.11 Where a notice is sent by electronic or facsimile communication, service of the notice shall be deemed to be effected if it is properly addressed and transmitted to the address appearing in the register of members.

18 PROCEEDINGS AT MEETINGS OF THE ASSOCIATION

- 18.1 Five (5) Members present personally shall constitute a quorum at any Special General Meeting or Annual General Meeting.
- 18.2 If within thirty (30) minutes after the time appointed for the Special General Meeting or Annual General Meeting a quorum is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Members present shall form a quorum.
- 18.3 The Chairperson of the Board or if there shall be no Chairperson, then the Deputy-Chairperson or in their absence, or on their declining to take, or retiring from the chair, one of the Directors chosen by the Special General Meeting or Annual General Meeting shall preside as Chairperson at every Special General Meeting or Annual General Meeting of the Association.
- 18.4 If there is no such Chairperson, Deputy Chairperson or any Director present within five (5) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chairperson.
- 18.5 The Chairperson of the Special General Meeting or Annual General Meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.6 When a Special General Meeting or Annual General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 18.7 At any Special General Meeting or Annual General Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
- 18.8 If a poll is demanded by the Chairperson of the meeting or by two (2) or more Members present personally, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three-quarters (3/4) of the Members who being entitled to do so vote personally at the meeting is required.
- 18.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

19 VOTING RIGHTS

Subject to this Constitution each Member present by their representative in person shall be entitled to one (1) vote at the Special General Meeting or Annual General Meeting of the Association.

20 PROXIES

- 20.1 A Member shall not be entitled to appoint a proxy for any Special General Meeting or Annual General Meeting.
- 20.2 A Director shall not be entitled to appoint a proxy for any meeting of the Board.

21 MINUTES

- 21.1 Proper minutes of all proceedings of Meetings of the Association and the Board shall be entered, within one (1) month after the relevant Meeting, into minute books kept for the purpose.
- 21.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the Meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 21.3 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.



22 COMMITTEES

- 22.1 The Board may from time to time appoint an executive committee and any other committee and may at any time dissolve the same.
- 22.2 The Chairperson and Deputy-Chairperson shall be ex-officio Members of the executive committee and of any other committee. The Board may from time to time delegate to a committee such power or powers as it may think fit and may at any time revoke such delegation.

23 BY-LAWS

The Board may from time to time make, alter, amend, or repeal by-laws not inconsistent with this Constitution for the regulation of the Board's proceedings and / or all matters concerning the conduct and management of the Association including the appointment of a committee or committees for the purpose of advancing the interests of the Association.

24 ALTERATION OF CONSTITUTION

- 24.1 The Association may from time to time by a simple majority at any Special General Meeting or Annual General Meeting of the Association at which not less than twenty one (21) days' notice has been given identifying a proposed alteration to the Constitution, add to, annul, repeal, or vary the Constitution of the Association for the time being in force.
- 24.2 Such alterations shall be registered as required by the Act.
- 24.3 The Constitution shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

25 CONFIDENTIALITY

The Association may from time to time in the conduct of its objects as defined in Clause 3 of this Constitution, divulge Member's name, contact person, postal and electronic communication address, to Preferred Suppliers of goods and services who have been appointed by the Board in accordance with the Associations purchasing policy. This information is provided for the sole purpose of the Preferred Supplier supplying approved goods and services to members.

26 WINDING UP

The Association may be wound up in the manner provided for in the Act.

27 APPLICATION OF SURPLUS ASSETS

- 27.1 If after winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and rules prohibiting the distribution of its assets and income to its members.
- 27.2 Such organisation or organisations shall be identified and determined by a resolution of members at a Special General Meeting or Annual General Meeting.

28 OPPRESSIVE OR PREJUDICIAL CONDUCT

Neither the Association nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Members or Members, or in a manner that is contrary to the interests of the Members as a whole.

29 PRESUMPTION OF VALIDITY

Subject to clause 10, all acts of and things done by the Board, or any Director, for and on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Director thereof.



30 COMMENCEMENT, INTERPRETATION AND EFFECT OF THE CONSTITUTION

- 30.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by the Association, the Board, any Committee of the Association or any Director prior to any amended Constitution commencing.
- 30.2 Any question which may arise as to the interpretation or effect of this Constitution or of any Association by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the Members.
- 30.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act (as amended) or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- 30.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.

31 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its Objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

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