

Constitution of
Shed West Community Mens Shed Incorporated

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Constitution of
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1 Interpretation

- (1) In this Constitution, Act means the Associations Incorporation Act 1981.
- (2) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is Shed West Community Mens Shed Inc. (“Shed West”).

3 Objects

- (1) To encourage and to promote Shed West to its supporters, by such methods as may be deemed advisable by the members.
- (2) To act generally for the welfare and protection of members of Shed West, community members.
- (3) To strongly promote the benefits of men’s health within the community, especially for Shed West’s members and the broader men’s shed movement.
- (4) To perform charitable work/activities for the broader community.
- (5) To make representations to Government at all levels, to relevant organisations.
- (6) To promote the Shed West image as a community based organisation protecting and promoting the community.
- (7) To act in the interests of all sections of the community.
- (8) To support and co-operate with other associations and organisations whose objectives are similar to those of Shed West.

- (9) To provide a central point of contact and information for members of Shed West.
- (10) To raise money for all the objectives of Shed West.
- (11) To support and to promote the principles of equity, opportunity and access, while recognising diversity.
- (12) To actively build partnerships with government and non-government agencies and other communities.
- (13) To encourage the reduction of social withdrawal and to foster social inclusion within the wider Community.

4 Powers

- (1) Shed West has the powers of an individual.
- (2) Shed West may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies, and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

5 Classes of Membership

There shall be the following classes of membership:

- (1) Ordinary Member:
 - (a) must be a male over the age of 18 years;
 - (b) must support the objects of Shed West;
 - (c) has full voting rights;
 - (d) can be elected to the Management Committee; and
 - (e) can serve on and chair a sub-committee.
 - (f) The number of ordinary members is unlimited.
- (2) Junior Member:
 - (a) must be a male over 15 years and under 18 years of age;
 - (b) must support the objects of Shed West;

- (c) may only participate in activities of Shed West when accompanied by a suitably accredited responsible adult;
 - (d) has no voting rights;
 - (e) may serve on a sub-committee, but not on the Management Committee.
 - (f) The number of Junior Members may not be more than 5% of the combined number of ordinary and life members.
- (3) Associate Member
- (a) may be an individual not entitled to be an Ordinary Member;
 - (b) has no voting rights and cannot be elected to the Management Committee or serve on a subcommittee; and
 - (c) may only participate in activities that do not conflict with ordinary member's rights.
 - (d) Applications for associate membership must be submitted and accepted in the same manner as for ordinary members (see Clause 7).
- (4) Life Member:
- (a) An ordinary member who supports the objects of Shed West and who has rendered conspicuous and exceptional services to Shed West is eligible for Life Membership after seven years of service to Shed West;
 - (b) A life member shall be elected on the recommendation of the Management Committee at an annual or special general meeting by a majority vote of the members eligible to vote.
 - (c) Only one new life member may be appointed in a calendar year.

- (d) Life members shall have all benefits of ordinary membership but will not be liable for annual subscription fees.

6 Membership Fees

The membership fee for each class of membership:

- (1) is the amount determined by the Management Committee from time to time; and
- (2) is payable when and how the Management Committee decides.

7 New Membership

- (1) The Management Committee must ensure that a person wishing to apply for membership is advised in writing of the formalities of how Shed West operates.
- (2) An applicant for membership of Shed West must be proposed by one member of Shed West (the proposer) and seconded by another member (the seconder).
- (3) An application for membership must be:
 - (a) in writing; and
 - (b) signed by the applicant, the proposer and the seconder; and
 - (c) in the form decided by the Management Committee; and
 - (d) accompanied by the appropriate membership fee; and
 - (e) presented to the Management Committee for consideration at its next meeting. The Management Committee must decide at the meeting whether to accept or to reject the application. If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of

membership applied for. Following the decision of the Management Committee, the Membership Secretary will advise the member in writing of the approval or rejection.

8 When Membership Ends

- (1) A member may resign from Shed West by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice, the later time.
- (3) The Management Committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of this Constitution; or
 - (c) conducts himself in a way considered to be injurious or prejudicial to the character or interests of Shed West, or
 - (d) has membership fees in arrears for more than 2 months.
- (4) Before the Management Committee terminates a member's membership, it must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.

9 Appeal against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may

- give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
 - (3) If the Secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a special general meeting to decide the appeal.
 - (4) The special general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
 - (5) At the special general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
 - (6) Also, the members of the Management Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
 - (7) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
 - (8) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

10 Register of Members

- (1) The Management Committee must keep a register of members of Shed West.
- (2) The register must include the following particulars for each member:
 - (a) the family name and preferred first name of the member; and
 - (b) the address of the member; and
 - (c) the date of admission as a member; and
 - (d) the date of death or resignation of the member; and
 - (e) details about the termination or reinstatement of membership (where applicable); and
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of Shed West at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member, withhold information about the member (other than the member's name) from the register available for inspection if the Management Committee has reasonable grounds for believing that disclosure of the information would put the member at risk of harm.

11 Prohibition on Use of Information on Register of Members

- (1) A member of Shed West must not:
 - (a) use information obtained from the register of members of Shed West to contact, or to send material to, another member of Shed West for the purpose of advertising for political, religious, charitable or commercial purposes; or

- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or to send material to, another member of Shed West for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subclause (1) does not apply if the use or disclosure of the information is approved by Shed West.

12 Election or Appointment of Secretary

- (1) The Secretary must be an individual residing in Queensland who is:
 - (a) a member of Shed West elected by the membership; or
 - (b) any of the following persons appointed by the Management Committee:
 - (i) a member of the Management Committee;
 - (ii) another member of Shed West;
- (2) If a casual vacancy happens in the office of Secretary, the members of the Management Committee must ensure that a Secretary is appointed or elected within 1 month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in Subclause (1)(b)(ii) as Secretary to fill a casual vacancy, that person becomes a member of the Management Committee.
- (4) In this clause, casual vacancy means a vacancy that happens when the Secretary resigns, dies or otherwise stops holding office.

13 Functions of Secretary

The Secretary's functions include, but are not limited to:

- (1) Calling meetings of Shed West, including preparing notices of a general meeting and of the business to be conducted at the general meeting in consultation with the President; and
- (2) Keeping minutes of each meeting; and
- (3) Keeping copies of all correspondence and other documents relating to Shed West; and
- (4) Ensuring that the register of members of Shed West is maintained accurately.

14 Membership of Management Committee

- (1) The Management Committee of Shed West consists of a President, Vice President, Secretary, Treasurer, and 8 other members.
- (2) At each annual general meeting of Shed West, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (3) A member of Shed West may be appointed to a casual vacancy on the Management Committee under Clause 17(1).
- (4) In Subclause (3), casual vacancy means a vacancy that happens when a member of the Management Committee resigns, dies or otherwise stops holding office.

15 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - (a) any 2 members of Shed West may nominate another member (the candidate) to serve as a member of the Management Committee;
 - (b) the nomination must be:
 - (i) in writing; and

- (ii) signed by the candidate and the members who nominated him; and
 - (iii) given to the Secretary at least 21 days before the annual general meeting;
 - (c) each member of Shed West present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated to fill all positions, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
- (a) is an ordinary member or a life member; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order for each position, with the names of the members who nominated each candidate, must be circulated to members at least 14 days before the annual general meeting.
- (4) If required for one or more positions, a secret ballot must be held as follows:
- (a) balloting lists must be prepared containing the names of the candidates for each position in alphabetical order; and
 - (b) if the chairperson is a candidate for a position requiring a secret ballot, he must stand aside during the ballot and be replaced by an alternative chairperson appointed by the meeting; and
 - (c) the chairperson (or replacement chairperson) must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and

- (d) following the declaration of the result of the secret ballot by the chairperson (or replacement chairperson), it will be moved that the ballot papers be destroyed.

16 Resignation, Removal or Vacation of Office of Management Committee Member

- (1) A member of the Management Committee may resign by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice, the later time.
- (3) A member of the Management Committee may be removed from office at a general meeting of Shed West if a majority of the members present and eligible to vote at the meeting vote in favour of removing him.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he should not be removed from office.
- (5) A member has no right of appeal against his removal from office under this clause.
- (6) A member of the Management Committee must immediately vacate the office in the circumstances mentioned in section 64(2) of the Act.

17 Vacancies on Management Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another member of Shed West to fill the vacancy until the next annual general meeting.

- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under Clause 20(1) as a quorum of the Management Committee, the continuing members may act only to:
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a special general meeting of Shed West.

18 Functions of Management Committee

- (1) Subject to this Constitution or a resolution of the members of Shed West carried at a general meeting, the Management Committee has the general control and management of the administration, property and funds of Shed West.
- (2) The Management Committee has authority to interpret the meaning of this Constitution and any matter relating to Shed West on which the Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if clauses in Shed West's Constitution are inconsistent with the Act; see section 1B of the Act.

- (3) The Management Committee may exercise the powers of Shed West to borrow and to secure the payment of amounts in a way the members of Shed West decide.

19 Meetings of Management Committee

- (1) Subject to this clause, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 2 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) The Management Committee may hold meetings, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and to take part in discussions as they happen.
- (5) A Management Committee member who participates in the meeting as mentioned in Subclause (4) is taken to be present at the meeting.
- (6) A question arising at a Management Committee meeting is to be decided by a majority vote of members of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) A member of the Management Committee must not vote on a question about a contract or proposed contract with Shed West if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (8) The President is to preside as chairperson at a Management Committee meeting.
- (9) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

20 Quorum for, and Adjournment of, Management Committee Meeting

- (1) At a Management Committee meeting, at least 50% of the members of the Management Committee will form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Management Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Management Committee:
 - (a) the meeting will be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present will decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in Subclause (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

21 Special Meeting of Management Committee

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Management Committee by giving each member of the Management Committee notice in writing of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state:
 - (a) why the special meeting is called; and

- (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

22 Minutes of Management Committee Meetings

- (1) The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

23 Appointment of Subcommittees

- (1) The Management Committee may appoint as many subcommittees as it sees fit to help with the conduct of Shed West's operations.
- (2) Any ordinary or life member of Shed West may be appointed as chairperson of a subcommittee.
- (3) Any member of Shed West may be appointed as a member of a subcommittee.
- (4) Such subcommittees will act in an advisory capacity to the Management Committee and will be required to report their deliberations to the Management Committee as and when required.

24 Acts not Affected by Defects or Disqualifications

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subclause (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

25 Resolutions of Management Committee without Meeting

A written resolution agreed to in writing by a majority of the Management Committee is as valid and effective as if it had been passed at a Management Committee meeting that was properly called and held.

26 Annual General Meetings

- (1) An annual general meeting must be held:
 - (a) at least once each year; and
 - (b) within 6 months after the end date of Shed West's reportable financial year.
- (2) The following business must be conducted at each annual general meeting of Shed West:
 - (a) presenting Shed West's financial statement and audit report for the last reportable financial year to the meeting for adoption;
 - (b) electing members of the Management Committee;

- (c) appointing an auditor for the current financial year;
- (d) appointment of life member(s), if applicable
- (3) The Secretary must give the members of Shed West at least 21 days' notice in writing of the annual general meeting.

27 Special General Meeting

- (1) The Secretary must call a Special General Meeting by giving each member of Shed West written notice of the meeting within 14 days after;
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the Management Committee; or to consider a Special Resolution.
 - (ii) at least the number of ordinary and life members of Shed West equal to double the number of members on the Management Committee plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate a person's membership.
- (2) A request mentioned in Subclause (1)(b) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary:
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in Subclause (1)(b); or

- (c) is given the written notice of an intention to appeal mentioned in Subclause (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

28 Quorum for and Adjournment of General Meeting

- (1) The quorum for an annual or special general meeting is at least the number of members elected or appointed to the Management Committee plus 1.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for a special general meeting called on the request of members of the Management Committee or of Shed West, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for an annual general meeting or a special general meeting called other than on the request of members of the Management Committee or of Shed West:
 - (a) the meeting will be adjourned for at least 7 days; and
 - (b) the Management Committee will decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under Subclause (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- (7) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than 30 days.
- (8) If a meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given in the same way that notice was given for the original meeting.

29 Procedure at General Meeting

- (1) A member may take part and vote in a general meeting in person or by proxy.
- (2) At each general meeting:
 - (a) the President will preside as chairperson; and
 - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

30 Voting at a General Meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and entitled to vote.
- (2) A special resolution, as defined in Clause 27(1)(b) or Clause 34(1), must be decided by 75% of the members present and entitled to vote.
- (3) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

- (4) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (5) The method of voting is to be decided by the Management Committee.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held:
 - (a) The chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
 - (b) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
 - (c) Following the declaration of the result of the secret ballot, it will be moved that the ballot papers are destroyed.

31 Proxy

- (1) A member can vote at a General Meeting or Special General Meeting by a proxy instrument designed by the Management Committee.
- (2) Each instrument appointing a proxy must be lodged with the Secretary before the commencement of the meeting at which the person named in the instrument proposes to vote.
- (3) Unless otherwise instructed by the person named in the instrument, the Proxy may vote for or against the resolution.

32 Minutes of General Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of

each annual or special general meeting are recorded and kept as paper copy and electronically.

- (2) To ensure the accuracy of the minutes, the minutes of each annual or special general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- (3) If asked by a member of Shed West, the Secretary must, within 28 days after the request is made:
 - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member a copy of the minutes of the meeting.
- (4) Shed West may require the member to pay the reasonable costs of providing a copy of the minutes.

33 By-laws

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of Shed West.
- (2) A by-law may be repealed by a vote of members at a general meeting of Shed West.

34 Alteration of Clauses in the Constitution

- (1) Subject to the Act, clauses in this Constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it complies with the relevant Queensland legislation.

35 Common Seal

- (1) The Management Committee must ensure Shed West has a common seal.
- (2) The common seal must be:

- (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the common seal is attached must be signed by a member of the Management Committee and countersigned by:
- (a) the Secretary; or
 - (b) another member of the Management Committee; or
 - (c) a member of Shed West authorised by the Management Committee for the purpose.

36 Funds and Accounts

- (1) The funds of Shed West must be kept in an account in the name of Shed West in a financial institution decided by the Management Committee.
- (2) The financial institution must be on the List of Authorised Deposit-taking Institutions regulated by the Australian Prudential Regulation Authority in accordance with the Banking Act 1959.
- (3) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of Shed West.
- (4) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (5) A payment by Shed West must be made by electronic funds transfer or cheque.
- (6) Initiating and authorising payments via electronic funds transfer must be in accordance with arrangements approved by the Management Committee.
- (7) The arrangements for signing cheques must also be approved by the Management Committee.

- (8) Arrangements agreed to under subclauses (6) and (7) must provide for at least two members of the Management Committee to authorise payments, including at least one of the following:
 - (a) President; or
 - (b) Vice-President; or
 - (c) Secretary; or
 - (d) Treasurer
- (9) All expenditure must be approved or ratified at the next Management Committee meeting.

37 General Financial Matters

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure that a financial statement for the last reportable financial year is prepared.
- (2) The income and property of Shed West must be used solely in promoting Shed West's objects and exercising Shed West's powers.

38 Documents

The Management Committee must ensure the safe custody of the electronic records, documents, and other instruments relating to the financial affairs of Shed West.

39 Financial Year

The end date of Shed West's financial year is 30 June in each year.

40 Winding up of Shed West

- (1) The conditions under which Shed West may be wound up are set out in Part 10 of the Act.

- (2) In the event of winding up, the surplus assets must not be distributed among the members of Shed West.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to Shed West's objects; and
 - (b) the Constitution of which prohibits the distribution of the entity's income and assets to its members.
- (4) In this clause, the definition of surplus assets is provided in Section 92(3) of the Act.