



WHYALLA 1ST

Constitution

**Whyalla 1st
Incorporated**

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1. Name

The name of the incorporated association is Whyalla 1st Incorporated referred to herein as 'the association'.

2. Definitions

'committee' means the committee of management of the association

'general meeting' means a general meeting of members of the association convened in accordance with these rules

'member' means a member of the association

'the Act' means the *Associations Incorporation Act 1985*

'special resolution' means a special resolution defined in the Act

'month' shall mean a calendar month

3. Objects or purposes of the association

- Provide a central reference point for members and other persons who support free enterprise objectives to meet and exchange views and ideas.
- To act as a conduit for members and others to promote Whyalla as a City that supports and welcomes new business and industry to our region
- To provide financial and other support for political organizations supporting free enterprise principles.
- To establish and support programmes designed to improve the relationship between politicians and the business community and politicians and members and other persons.
- To co-operate with other associations, institutions and instrumentalities with objectives similar to those of Whyalla 1st Incorporated in providing a joint approach on issues of concern.
- To arrange meetings of the members of Whyalla 1st Incorporated with politicians, business executives, Government Instrumentalities (State and Federal and Local) and others for social contact and the promotion of better understanding.
- To encourage membership of political parties supported by Whyalla 1st Incorporated and donation of funds to such parties.

To do all other such things as shall be incidental or conducive to the attainment of the foregoing objectives or any of them which may be conveniently carried on and done in connection there within of which may be calculated directly or indirectly to enhance the value of or render profitable any activity project or property of Whyalla 1st Incorporated.

4. Powers of association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Type/s

Any person who (as an ordinary member, e.g. any person who supports the objects of the association and agrees to be bound by its rules) and who applies for membership of the association shall be proposed by one member. The application for membership shall be made in writing, signed by the applicant and the proposer. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

5.2. Subscriptions

- a. The subscription fees for membership shall be \$250.00 and /or as the members shall determine from time to time in general meeting.
- b. The subscription fees shall be payable annually on 1 July or at a time that the committee determines.
- c. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3. Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4. Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

- e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5. Register of members

A register of members must be kept and contain:

- i) The name and address as well as email address of each member
- ii) The date on which each member was admitted to the association, and
- iii) If applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1. Powers and Duties

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, 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 these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.
- e) The committee shall nominate a spokesperson to talk on behalf of the association

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Level 3, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address GPO Box 1791, Adelaide 5001.

6.2. Appointment

- a) The committee shall be comprised of a chairperson, secretary, treasurer and five committee members.

The association should settle on a workable number of office holders, and various titles may be used to describe them.

- b) A committee member shall be a natural person

- c) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- d) A retiring committee member shall be eligible to stand for re-election without nomination. No other shall be eligible to stand for election unless a member of the association has been nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e) Notice to all persons seeking election to the committee shall be given to all members of the association and shall be eligible for election to the committee without nomination.

6.3. Proceedings of committee

- a) The committee shall meet together for the dispatch of business at least quarterly.

The association should settle on how often meetings are to be held.

- b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4. Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than three meetings in a financial year

7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson or the Secretary.

8. General meetings

8.1. Annual general meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
 - i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - ii) The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - iii) The election of committee members
 - iv) The appointment of auditors (if required – see rule 11.5)
 - v) Any other business requiring consideration by the association in general meeting.

8.2. Special general meeting

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5% (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 75% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee 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.

8.3. Notice of general meetings

- a) Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

- c) 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 email to the address appearing in the register of members (See rule 5.5.)
- d) Where a notice is sent by post:
 - i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4. Proceedings at general meetings

- a) Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members 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 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5. Voting at general meetings

- a) Subject to these rules, every member of the association only has one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6. Poll at general meetings

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7. Special and ordinary resolutions

- a) A special resolution as defined in the Act.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.8. Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. Minutes

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) 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 at which the minutes are confirmed.
- d) 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.

10. Dispute resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
 - i) A member and another member
 - ii) A member and the association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of a natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section maybe made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1. Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2. Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3. Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

12. 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.

13. Winding up

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

14. Application of surplus assets

- a) If after the winding up of the associations there remains 'surplus assets' as defined in the Act, such surplus assets shall be disturbed to any organisation which is registered as an organisation with the corporate affairs commission in any state of Australia which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

- b) Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

15. Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7):

Subject to any provision in the rules of a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.

Contents of rules of an incorporated association

23A (1) The rules of an incorporated association

- a) Must state the name of the association and set out its objects; and
- b) Must not contain any provision that is contrary to or inconsistent with this Act and
- c) Must contain provisions that, in the opinion of the Commission, deal with the following matters with sufficient particularity and certainty having regard to the nature and objects of the association:
 - i) Membership in the case of an association that has members;
 - ii) The powers, duties and manner of appointment of the committee of the association;
 - iii) The appointment of an auditor in the case of an association that is a prescribed association;
 - iv) The calling of and procedure at general meetings;
 - v) Who has the management and control of the funds and other property of the association;
 - vi) The powers of the association and by whom and in what manner they may be exercised;
 - vii) The manner in which the rules of the association may be altered;
 - viii) Any other matter prescribed by regulation.