

CONSTITUTION

OF THE

MINTARO PROGRESS ASSOCIATION INCORPORATED

Approved 25 July 2007

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This is the annexure marked A referred to in the statutory declaration of Rod Cunningham (Public Officer) made on the

22nd day of August 2007 before me *David Ross* Justice of the Peace

12/24/07

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22nd day of August 2007 before me *Samuel K. ...* Justice of the Peace

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1. NAME

The name of the incorporated association is MINTARO PROGRESS ASSOCIATION 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
"non-member" means any resident of the Mintaro District or any owner of property located within the Mintaro District who does not otherwise comply with the requirements for membership
"the Act" means the Associations Incorporation Act 1985
"special resolution" means a special resolution defined in the Act
"month" shall mean a calendar month.
"Mintaro District" means the township of Mintaro and the surrounding area encompassing the area within up to an eight kilometer (8km) radius from the Mintaro Post Office.
"Mintaro Community" means those who have an association with the Mintaro District through their ownership of property, residence, employment, school or sporting activities.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the association are

- (a) To provide and promote active community sport, recreation and cultural activities and services within the Mintaro district and surrounding districts for the benefit of the Mintaro Community.
- (b) To act as the Peak Body for the Mintaro Community when dealing with the Clare and Gilbert Valleys Council in accordance with the Partnership Agreement between the Clare and Gilbert Valleys Council and the association dated the 12th day of May 2004 ("Partnership Agreement"). The Partnership Agreement recognises the role of the association in developing a local vision, planning and communication for the Mintaro Community and the provision and operation of community facilities and services for the Mintaro Community.
- (c) To maintain and manage property, reserves and areas within the Mintaro District including but not limited to the Mintaro Institute, Torr Park, Mortlock Park and any other property, reserve, or areas which may be acquired by (either by gift or purchase) or come into the care or control of the association.
- (d) To develop and promote a positive community spirit within the Mintaro District and surrounding districts for the benefit of the Mintaro Community.
- (e) To acquire, hold, deal with, dispose of, and maintain any real or personal property for the enjoyment of the Mintaro Community.
- (f) To make rules, regulations, recommendations, guidelines for the proper use and conduct of property owned or controlled by the association including but not limited to fixing charges (if any) for fair use of the property.
- (g) To raise funds by any reasonable and lawful method and to use such funds to support and promote the objects and purposes of the association as set out in these rules.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act and any additional powers set out in these rules required for the purpose of achieving, supporting, and promoting the objects and purposes of the association, including but not limited to the power to -

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys-
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and,
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable; and
- (i) establish sub-committees for the conduct and management of activities and projects of the association.

5. MEMBERSHIP

5.1 TYPES:

- (a) Any person over the age of sixteen (16) who resides within the Mintaro District or is the proprietor of real property located within the Mintaro District (including a body corporate or trustee) may apply for membership of the association. The application for membership shall be made in writing to the secretary of the association, and signed by the applicant. Upon acceptance of the application by the committee and the next committee meeting and upon payment of the first annual subscription, the applicant shall be a member of the association.
- (b) Any member (or applicant for membership) upon payment of the life membership subscription (including a body corporate or trustee) shall be recorded as a life member of the association and not required to pay further subscriptions provided all other requirements for membership as set out in 5.1(a) above remain satisfied at all times. Life membership is not transferable.
- (c) Any person over the age of sixteen (16) who resides within the Mintaro District or is the proprietor of real property located within the Mintaro District (including a body corporate or trustee) but does not otherwise satisfy the requirements for membership (through failure to pay the subscription or otherwise) may attend meetings of the association and address the meeting (if permitted by the committee, with such permission to be decided by a simple vote of the committee) but is not allowed to vote on any matter.

5.2 SUBSCRIPTIONS

- (a) The subscription fees for membership and for life membership shall be such sum, (if any), as the committee shall determine from time to time.
- (b) The subscription fees for membership (but excluding life membership) shall be payable annually on 1 July or at such other time as the committee shall determine.
- (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 thereof to the secretary or public officer of the association. Any member so resigning

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22nd day of August 2007 before me *James [Signature]* Justice of the Peace

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shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association and shall not be entitled to any refund of paid subscriptions.

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 5.4(d) 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 to the association in general meeting against the expulsion. 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 5.4(d) 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 at a 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:

- (a) the name, and address and email address (where available) of each member;
- (b) the date on which each member was admitted to the association;
- (c) the subscription paid; and
- (d) 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.

6.2 APPOINTMENT

- (a) The committee shall be comprised of one (1) chairperson, one (1) vice chairperson, one (1) secretary, one (1) treasurer and up to four (4) committee members.
- (b) A committee member shall be a natural person and a member of the association.
- (c) All committee positions shall be subject to re-election at each annual general meeting
- (d) All committee positions shall be elected from nominations made from the floor at the annual general meeting. In the event that more than one person is nominated for the same committee position a vote shall be held and the committee position shall be

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 and the secretary.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- (a) The committee shall call an annual general meeting of members in accordance with the Act and these rules.
- (b) 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,
 - iii) the nomination and election of committee members
 - iv) the appointment of auditors
 - v) any other business requiring consideration by the association in general meeting.

8.2 SPECIAL GENERAL MEETINGS

- (a) The committee may call a special general meeting of members of the association at any time.
- (b) Upon a requisition in writing of not less than 5%, 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 8.2(b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting in accordance with the rules. Such a meeting shall be convened in the same manner as required for the calling of a special general meeting convened for this purpose and the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

8.3 NOTICE OF GENERAL MEETINGS

- (a) The committee shall call a general meeting of the members of the association every three (3) months. (* 2 months ?)
- (b) Subject to 8.3(c), at least seven (7) 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.
- (c) 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.
- (d) 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 members nominated address as appearing in the register of members. (See rule 5.5.)
- (e) 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.
- (f) Where a notice is sent by email;
 - i. the service is effected by properly addressing and sending an email containing the notice.
 - ii. unless the contrary is proved, service, will be taken to have been effected, 48 hours from the time the email was sent.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- (a) Five 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 8.4(d), the chairperson shall preside as chairperson at a general meeting of the association.
- (d) If the chairperson is not present within fifteen (15) 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 has only 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 as required by the Act or these rules, 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.
- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which shall be authenticated in writing (under its seal). Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

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 is a special resolution as defined in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 PROXIES

Where written notice of a motion is provided before a meeting 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 on the motion at a meeting of the association. The proxy form shall be as shown in Attachment A

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 a minute book or folder 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 of the 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.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The financial year of the association shall be 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.

12. RESCINDING A DECISION

Any motion to rescind a decision of the Association made either by a general meeting or by committee in the preceding 12 months shall be put as a motion before a special general meeting of the Association.

13. 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.

14. WINDING UP

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

15. APPLICATION OF SURPLUS ASSETS

- (a) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed for the benefit of the Mintaro Community, or to any organisation 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 general meeting.

16. 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 and Compliance Branch, 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.

Attachment A-
PROXY VOTING FORM

I hereby nominate (NAME) _____
to be my proxy at the meeting of the Mintaro Progress Association Inc. to be held on
(DATE) __/__/__ to vote (FOR / AGAINST) the motion to _____

Signed (NAME) _____ DATE __/__/__

Attachment B-
Application for Membership- Mintaro Progress Association Inc.

To the Secretary- **Mintaro Progress Association**
PO Box 140, Mintaro SA 5415

I, _____ (NAME) apply for
ANNUAL / LIFE Membership of the Mintaro Progress Association Inc.

My postal address is- _____

My email address is- _____

I am over the age of 16 years.

Membership Dues are attached

Signed by the applicant _____ Date __/__/__

Approved by the committee on __/__/__

Secretary _____

