

Constitution of the Nairne & Districts Residents Association Inc.

1 Name

The name of the incorporated association is Nairne & Districts Residents Association referred to herein as 'the association' or "NDRA".

2 Definitions

'Executive 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 financial member of the association

'Month' shall mean a calendar month

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

'the Act' means the Associations Incorporation Act 1985

'the Regulations' means Associations Incorporation Regulations 2008

3 Objects or purposes of the association

The objects of the association are...

a) to promote community development in the area defined by the 5252 postcode

b) to foster the interests of the residents of the district

c) to provide a public forum for the residents of the community where ideas and opinions can be gathered and communicated to Council or Councillors of the Mount Barker District Council.

d) when necessary, to take up petitions and make representations to the Mount Barker District Council on issues concerning the community

e) to cooperate with and assist local community groups for the common good of the community of the district

f) to promote the unique character and integrity of the district

g) the assets and income of the NDRA shall be applied solely in the furtherance of the objects of the association, and no portion shall be distributed directly or indirectly to its members except as a bona fide fee for services rendered or expenses incurred on behalf of the NDRA

4 Powers of the association

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

5 Membership

5.1 Types

Ordinary Member

Any person who resides within the “5252” district, and who applies for membership of the association. The application for membership shall be made in writing, signed by the applicant. 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 such sum (if any) as the members shall determine from time to time before the annual general meeting at which such fees shall be applied.
- b) The subscription fees shall be payable annually before the annual general meeting.
- c) Any member whose subscription is outstanding for more than one month after the due date for payment shall cease to be a member of the association, provided 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 Register of members

A register of members must be kept and contain:

- a) the name and address of each member
- b) the email address of each member
- c) the phone number of each member
- d) the date on which each member was admitted to, or resigned from, the association
- e) the date of and reason(s) for termination of membership (if applicable).
- f) such personal information collected from members shall be held securely and used solely for communications related to NDRA business according to the Commonwealth Privacy Act (1988).

5.5 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 5.5d 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 5.5d 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.

6 The executive committee

6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by an executive 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 Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with CBS).

6.2 Appointment

- a) The executive committee shall be comprised of a president, vice president, secretary, treasurer and four committee members.
- b) A committee member shall be a natural person.
- c) At the 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 person shall be eligible to stand for election unless a member of the association has nominated that person 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) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of executive committee

- a) The executive committee shall meet together for the dispatch of business as required. Such meetings may be in person, or by electronic means.
- b) Questions arising at any meeting of the executive committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote.
- c) A quorum for a meeting of the executive committee shall be one half of the members of the executive committee.
- d) A member of the executive 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 their interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of executive committee members

The office of an executive 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 four consecutive meetings

6.5 Powers and duties of the executive committee members

- The president shall preside at all meetings of the association. The president shall be responsible for the preparation and delivery of the Annual Report at the annual general meeting. The president shall ensure that the objects of the rules are carried out. The president shall be responsible for the public relations of the association, and shall, after consulting with the executive committee, be the only member to make announcements to media on behalf of the association, unless this power is delegated to an executive committee member.
- The vice president shall assist the president to perform their duties, and shall be the acting president if and when the president is unable to perform those duties.
- The secretary shall write and keep the minutes, and present an accurate account of the proceedings of the meetings of the association. The secretary shall, at the direction of the president and in accordance with the rules, call meetings of the association.
- The treasurer shall receive and bank all monies paid to the association, and shall make all payments and issue receipts. All payments from the association's accounts shall be drawn by the treasurer and shall be countersigned by any one of the other two authorised signatories. The treasurer shall keep accounts of all receipts, payments, assets and liabilities of the association. The treasurer shall also keep a current list of financial members. The treasurer shall present an itemised financial report at all general meetings of the association and shall prepare an annual statement of accounts for inspection by members at the annual general meeting.

6.6 Sub Committees

A sub committee may be established to deal with particular issues or projects of the association.

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 president and the secretary.

8 Meetings

8.1 Annual general meetings

- a) The executive committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The order of the business at the meeting shall be:
 - the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - the election of committee members
 - the appointment of auditors (if required - see rule 11.5)
 - the consideration of the accounts and reports of the committee and the auditor's report
 - any other business requiring consideration by the association in a 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% 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 50% 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 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.
- 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 email or post to the address appearing in the register of members. (See rule 5.4).

d) Where a notice is sent by post:

- the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- 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) Unless decided otherwise, meetings of the association shall be held every month, and shall be open to all residents of the 5252 postcode area as a public forum.

b) Meetings may be held in person or electronically via remote conferencing service.

c) Seven members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

d) If within 15 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. The meeting shall be adjourned to a date fixed by the president, the secretary and the vice president, and if no quorum is present at this meeting, the meeting shall proceed for the maintenance of records and conduct of necessary business.

e) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.

f) 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 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, 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) The president shall have a casting vote only.

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) An ordinary resolution is a resolution passed by a simple majority at a general 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 records 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 –

- a member and another member
- 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.

11 Financial reporting

11.1 Financial year

This rule applies to all associations.

The financial year of the association shall be the 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.

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.

11.4 Appointment of auditor

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

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 Rules

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.

- c) 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.
- d) An electronic copy of the rules shall be forwarded to all financial members upon joining and immediately following the annual general meeting. A copy of the rules shall be provided to members on request.

14 Winding up

The association may be wound up in the manner provided for in the Act. Winding up is normally by the passing of a special resolution by the members of the association and in accordance with 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 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.