

# ASSOCIATIONS INCORPORATION ACT 1985

## RULES OF TRURO & DISTRICT COMMUNITY ASSOCIATION INCORPORATED

### 1. NAME

The name of the incorporated Association is Truro and District Community Association Incorporated referred to herein as "the Association".

### 2. INTERPRETATION

In these rules, unless the contrary intention appears:

"the Act" means the Associations Incorporation Act, 1985;

"Board" means the Board of Management of the Association;

"meeting" means a general meeting of members of the Association convened in accordance with these rules;

"member" means a member of the Association;

"Truro & District" means Truro, Barton, Dutton and surrounding areas that share a common community interest

### 3. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- 3.1 To foster the continuing development of the resources of Truro and surrounding district and the improvement of its facilities for the benefit of residents, attracting new residents and offering greater facilities
- 3.2 To promote and develop higher standards of business management among present business enterprises, seek new ecologically friendly industries and businesses to improve employment potential, greater prosperity for the community and greater facilities.
- 3.3 To foster civic pride in Truro and district by actively promoting its natural beauty, resources and friendliness.
- 3.4 To promote consultation, co-operation and co-ordination among its members and kindred bodies to achieve the objects of the Association.
- 3.5 To initiate publicity, activities, fundraising and all things whatsoever designed to achieve the previously stated objects.
- 3.6 In achieving the above objects ensure that consultation be for the benefit of ALL residents of Truro and district.

- 3.7 To maintain true and accurate Minutes of the Association's meetings and all Sub Committees meetings for the use of and available to all residents of Truro and District.
- 3.8 To continue the management of the Truro Town Hall, Oval, Hero's Park and Aged Homes facilities.

#### 4. POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

#### 5. MEMBERSHIP

- 5.1 Membership shall be open to all residents, business operators and organisations who are interested in the welfare and development of Truro and the District, and agree to abide by this constitution.
- 5.2 To be a member the person shall indicate their intention to participate and foster the objects of the Association.
  - 5.2(a) A record book shall be held by the Board Secretary containing the names and addresses of Association members.
- 5.3 Each member of the Association shall upon joining the Association receive a copy of the Constitution of the Association and the name and contact phone number of all members of the Board and the Chairperson of each Sub Committee, on request.

#### 6. RESIGNATION

A member may resign from membership of the Association by giving written notice thereof to the Secretary of the Association.

#### 7. EXPULSION OF A MEMBER

- 7.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 7.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 7.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to subrule (4), cease to be a member 14 days after the Board has communicated its determination to him/her.
- 7.4 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 of the Association within 14 days after the determination of the Board has been communicated to the member.

- 7.5 In the event of an appeal under subrule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

## 8. THE BOARD

- 8.1 The affairs of the Association shall be managed and controlled exclusively by a Board of 12 members 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.
- 8.2 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 8.3 The membership of the first Board shall consist of the following sub committee representatives: two each from the Town Hall & Oval, one each from the Heroes Park and Aged Homes Committees. One Mid Murray Councillor nominated by Council and five community representatives. All of these, except the Councillor, are elected at the inaugural meeting of the Association. The Board shall be comprised of a Chairperson, Vice Chairperson, Secretary and Treasurer ("the office bearers") and eight (8) Board members all of whom shall be members of the Association. The office bearers shall be elected by the Board at the first meeting following each Annual General Meeting. The Councillor representative shall not be eligible for election to an office bearer position but shall vote on all matters where a vote is taken.
- 8.4 To be a community representative on the Board the person shall be proposed by one member of the Association and seconded by another member. In the case of more nominations than required the Chairperson shall conduct a ballot.
- 8.5 The first Board of the Association shall be those persons listed in Schedule 1. The first Board shall hold office until 30 June 2002 at which time one half of the members of the Board, who shall be chosen by ballot shall retire from the Board but shall be eligible for reappointment. At each subsequent annual general meeting three of the longest serving members of the Board shall retire and shall be eligible for reappointment.
- 8.6 The Board may appoint a natural person (being a member of the Association) to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- 8.7 A retiring Board member shall be eligible to stand for re-election without nomination but no person not being a retiring Board member shall be eligible to stand for election unless a member of the Association has nominated him/her at the Annual General Meeting.

- 8.8 In accordance with Section 56 of the Act the Board shall appoint a Public Officer from its membership. The Public Officer may be one of the four office-bearers. The Board shall be entitled to replace its Public Officer from time to time but must advise the Corporate Affairs Commission within one month of doing so.
- 8.9 The Board shall co-operate with any other like minded organisations, where possible, who are not necessarily based in the Mid Murray Council precinct.

## 9. DISQUALIFICATION OF BOARD MEMBERS

The office of Board member shall become vacant if a Board member :

- 9.1 resigns
- 9.2 is disqualified by the Act;
- 9.3 is expelled under these rules;
- 9.4 is permanently incapacitated by ill health;
- 9.5 is absent without apology from more than three consecutive Board meetings.
- 9.6 Is no longer the duly appointed representative of a Sub Committee.

## 10. PROCEEDINGS OF BOARD

- 10.1 The Board shall meet together for the despatch of business at least once every two months.
- 10.2 Questions arising at any meeting 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.
- 10.3 A quorum for a meeting of the Board shall be one half of the number of members plus one.
- 10.4 A member of the Board having a direct or indirect financial interest in a matter before the Board, must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract, and the action shall recorded in the Minutes.

## 11. FINANCE

- 11.1 The Association shall maintain banking accounts in the name of the Association, and the signing officers for such accounts will be as designated by the Board.
- 11.2 The Board shall maintain the number one (1) account and the signing officers shall be the Chairperson, Secretary and Treasurer, with any two (2) to sign.

- 11.3 Subject to the approval of the Board, Sub Committees shall have authority to maintain petty cash numbered from number two (2) onwards and the signing officer shall be the Chairperson of the Sub Committee.
- 11.4 Proper receipts shall be given for all monies received on behalf of the Association and proper financial records shall be kept and maintained.
- 11.5 All monies received shall be banked as soon as possible after being received and receipted and all accounts, with the exception of small petty cash items, for which an imprest book must be kept, shall be paid by cheque. Money required for petty cash purposes shall be drawn by cheque from time to time as required.
- 11.6 Any funds standing to the credit of the Association in its bank account/accounts shall not be able to be invested without the authority of the Chairperson.
- 11.7 The Treasurer shall produce a statement of account to each General Meeting of the Association and meeting of the Board.
- 11.8 Each Sub Committee holding an account in the name of the Association shall give to the Treasurer a statement of accounts every second month.
- 11.9 The accounts and financial records of the Association shall be audited by the Auditor appointed by the Annual General Meeting and a Statement of Consolidation and Expenditure shall be presented at each Annual Meeting of the Association.
- 11.10 The financial year of the Association shall be the period ending on 30 June each year.

## 12. BORROWING POWERS

- 12.1 Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- 12.2 Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.
- 12.3 Sub committees do not have power to borrow money.

## 13. RULES

- 13.1 Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- 13.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

#### 14. THE SEAL

- 14.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 14.2 The seal shall not be used without the express authorisation of the Board, 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 in his/her absence the Vice Chairperson and one other Board member.
- 14.3 The seal shall be kept in the custody of the Secretary or such other person as the Board may from time to time decide.

#### 15. MEETINGS

- 15.1 The Board may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 15.2 The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 15.3 Business of the Annual General Meeting shall be:-
  - 15.3.1 To receive the Chairperson's Report on the activities of the Association during the financial year just ended.
  - 15.3.2 To receive an audited Statement of Income and Expenditure for the financial year just ended.
  - 15.3.3 To elect members of the Board for the ensuing year.
    - (1) To ratify Sub Committee representatives and Mid Murray Council Representative.
  - 15.3.4 To appoint an Auditor.
  - 15.3.5 To deal with any other general business deemed necessary by questions on notice only to be received by the Chairperson 7 clear days prior to the meeting.
- 15.4 Quorum for General Meetings shall be twelve (12) Association members excluding the Chairperson.
- 15.5 Upon a requisition in writing of not less than ten (10) members of the Association the Board shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 15.6 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

- 15.7 If a special general meeting is not convened within one month as required by subrule (4) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.
- 15.8 At least seven 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.
- 15.9 A notice as an advertisement in the local papers and/ or householder delivery through the Truro post office may be given by the Association to any member.

## 16. OTHER COMMITTEES

- 16.1 The Board will ratify existing Sub Committees to oversee the management of the Town Hall, Oval, Heroes Park and Aged Homes and appoint any other such Sub Committees as considered necessary for the benefit of the Association and/or the Community.
- 16.2 The Sub Committees shall, appoint their own Chairperson.
- 16.3 All Sub Committees shall supply the Board with the Minutes of each of their meetings.
- 16.4 Sub Committees shall have such powers and responsibilities as are delegated to them by the Board.
- 16.5 The Board may provide for the regulation of proceedings of Sub Committees appointed and shall have the power to add or reduce the number of members of that Sub Committee.
- 16.6 Any one member of the Board of the Association may be appointed by the Board as an ex-officio member of each Sub Committee.
- 16.7 The Board shall have the power to dissolve any Sub Committee.

## 17. PROCEEDINGS AT MEETING

- 17.1 Seven (7) members present shall constitute a quorum at any Board meeting .
- 17.2 If within thirty 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.
- 17.3 The Chairperson of the Board or if there shall be no Chairperson, then the Vice-Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board members chosen by the meeting shall preside as chairperson at a general meeting of the Association.

- 17.4 If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- 17.5 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 17.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 17.8 If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 17.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

## 18. MINUTES

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

## 19. DISSOLUTION

A resolution to dissolve the Association may be passed only at a Special General Meeting called for that specific reason, and in this instance, six (6) weeks written and public notice (via an advertisement in the local papers) of the intention to move for the dissolution of the Association shall be given. Quorum for a meeting to dissolve the Association shall be not less than 12 members, excluding the Chairperson. A resolution to dissolve the Association shall only be effective if passed by 75 % of those members present and entitled to vote. A

resolution to dissolve the Association will not be effective unless confirmed by resolution of the Mid Murray Council.

20. **APPLICATION OF SURPLUS ASSETS**

If after the winding up or dissolution of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to another body or bodies having similar objects to the Association and approved under the provisions of subdivision 30-B of the *Income Tax Assessment Act 1997* as amended.

DATED the 5<sup>TH</sup> day of JUNE 2001

**SCHEDULE 1**

**Members of Board of Management**

Dudley T Klemm  
Philip A Holmes  
Reginald S Munchenberg  
Adrian R Schilling  
Anne Goodman  
Robert C Sherwood  
Steven J Fairey  
Graham Materna  
Andrew V Young  
Toni Bow  
Dudley M Dittrich  
Cr Roger M Lillecrapp

Chairman  
Vice Chairman  
Secretary & Public Officer  
Treasurer

Council Representative

This is the Annexure marked "A" referred to in  
the Statutory Declaration of

REGINALD SCHILLING MUNCHENBERG.

Made on the FOURTEENTH day of  
NOVEMBER 2001

Before *Dudley T. Klemm J.P.* me:  
*DUDLEY T. KLEMM*

Justice of the Peace/Solicitor

22956

*A Justice of the Peace in and  
for the State of South Australia.*

**RULES OF TRURO & DISTRICT  
COMMUNITY ASSOCIATION  
INCORPORATED**

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