

# **FARINA RESTORATION GROUP INCORPORATED CONSTITUTION**

(as modified per approved changes at 2016 AGM)

## **1. NAME**

The name of the incorporated association is Farina Restoration Group Incorporated hereinafter called “the Association”

## **2. INTERPRETATION**

In these rules, unless the contrary intention appears:

“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.

“Act means the Associations Act 1985 of South Australia.

“Special Resolution” means a special resolution defined in the Act.

“Month” shall mean a calendar month

## **3. OBJECTIVES**

The objects of the Association are to stabilise and where possible restore aspects of the historic town of Farina and encourage the public at large to embrace the history of years gone by in this Australian outback town.

## **4. POWERS**

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

## **5. MEMBERSHIP**

5.1 There shall be two types of membership being ordinary and honorary.

5.2 Ordinary membership shall be applied for annually.

5.3 Ordinary membership shall be available to any person who, upon applying, declares support for the objects of the Association and agrees to be bound by its rules, and who can quantify that support to a level of acceptance by the Committee, shall upon acceptance by the Committee, be an ordinary member of the Association.

The required level of support for ordinary membership shall be at least one of the following in the previous year:

Paid a membership fee per annum of \$20 in cash or kind as determined acceptable by the Committee.

5.4 Ordinary membership shall be for a 12 month tenure from 1<sup>st</sup> May to 30<sup>th</sup> April the

following year.

- 5.5 Members in General Meeting may appoint a person who has made a significant contribution to the Association as an honorary member. An honorary member shall enjoy all rights of an ordinary member without necessarily meeting the membership criteria of an ordinary member and shall hold the position in perpetuity subject to any rule relating to expulsion applying to an ordinary member. A nomination for honorary membership shall be initiated with the approval of the Committee or at least 5 members, and shall be in writing including the reasons for the nomination, and distributed to members together with the notice of the meeting at which the nomination is to be considered.

**Note:-** The number of committee members was increased by 3 to a total of 9 following a resolution passed by the committee on June 18<sup>th</sup> 2016 and Officially registered on June 27<sup>th</sup> 2016.

- 5.6 A Register of Members shall be kept and contain:
- a) The name, postal address and (where applicable) electronic address which includes email of each member
  - b) The date on which each member was admitted to the Association, and
  - c) If applicable, the date of and reason(s) for termination of membership.
- 5.7 A member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the Association.
- 5.8 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.
- 5.9 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 shall meet either in person or, where requested by the member, by using an electronic medium 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 three months before the dispute occurred.
  - e) 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 natural justice shall be observed.
  - f) An application to the Court for an order under the Section may be made by a member of the Association or by a former member expelled from the

Association (provided that the application is made within three months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

## 6. COMMITTEE

### 6.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled by the 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 from within its ranks who resides in South Australia.

### 6.2 Appointment of Members

- a) The Committee shall comprise a Chairperson, Vice Chairperson, Secretary, Treasurer and not more than two Committee members,
- b) Each member of the Committee shall be a person and be a member of the Association,
- c) Each Committee member shall be appointed for a period of two (2) years. One half of positions shall become vacant at each Annual General Meeting.
- d) A retiring Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring member shall be eligible to stand for election unless he/she has submitted a written nomination at least seven (7) days before the meeting to the registered office of the Association.
- e) The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office for the remaining portion of the term of that position.

### 6.3 Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business at least once a year, and more regularly on an as needs basis. The Committee may conduct business by electronic means. Each member of the Committee shall be deemed to be present in any "electronic meeting" when they send an electronic response within the stated return-period. The wording of any motion and the result of any vote on the motion in an "electronic meeting" shall be recorded in the minutes of the next meeting of Committee.
- 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 current members of the Committee, rounded up.

#### 6.4 Disqualification of a Committee member

The office of a Committee member shall become vacant if a Committee member dies, or is:

- i) Disqualified from being a Committee member by the Act
- ii) Expelled as a member under these rules
- iii) Permanently incapacitated by ill health

### 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 one member of the Committee.

### 8. GENERAL MEETINGS

#### 8.1 Annual General Meeting

- a) The Committee shall call an Annual General Meeting in accordance with the Act and these rules,
- b) The Annual General Meeting shall be held within five months after the end of its financial year.
- c) 10% of the number of members as listed in the register of members present personally or by proxy shall constitute a quorum for the transaction of business at any Annual General Meeting, rounded up.
- d) 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.
  - iii) The election of Committee members
  - iv) 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) 10% of the number of members as listed in the register of members present personally or by proxy shall constitute a quorum for the transaction of business at any special general meeting, rounded up,
- c) Upon a requisition in writing of not less than 25% of the number of members as listed in the register of members, the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- d) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- e) if a special general meeting is not convened within one month, as required by these rules, 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 Meeting

- a) At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting shall 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, by sending it by post or electronic means including email to the address appearing in the register of members.
- d) Where a notice is sent by post or electronic means including email, service of the notice shall be deemed to be effected from the date it is despatched if it is properly addressed.

### 8.4 Proceedings at General Meeting

- a) If within thirty (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 if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) The Chairperson shall preside as chairperson at a general meeting of the Association.
- c) 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 one of their own number to be the chairperson of that meeting.

### 8.5 Voting at General Meeting

- 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, shall be determined by a majority of members who vote in person or by proxy at that meeting. In the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) Unless a poll is demanded a question for decision at a general meeting shall be determined by a show of hands.

### 8.8 Poll at General Meeting

- a) If a poll is demanded, it shall 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 shall be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### 8.7 Special Resolutions

- a) A special resolution is a resolution to alter the Constitution or name of the Association as defined in the Part 24 Section 3 of the Act.
- b) A special resolution shall be passed by a majority of not less than 75% of such members as vote in person or by proxy at the meeting.

#### 8.8 Proxies

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

#### 8.9 Minutes

- a) 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 shall 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.

### 9. FINANCIAL REPORTING

9.0 permit "attendance" at meetings to be conducted electronically

#### 9.1 Financial Year

The financial year of the Association shall be the period of 12 months commencing on 1 January and ending on 31 December of each year.

#### 9.2 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. The Committee shall receive a financial report at every face-to-face meeting of the Committee.

#### 9.3 Appointment of auditor

As the Association is not a prescribed association an Auditor shall not be appointed.

### 10. 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.

## **11. WINDING UP**

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

## **12. APPLICATION OF SURPLUS ASSETS**

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, those assets cannot be distributed to members or former members, or associates of those persons. The 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 or the Association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by the Committee.

## **13. RULES**

- 13.1 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.
- 13.2 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. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.