



Lenswood & Forest Range Community Association

Special General Meeting Agenda (all members encouraged to attend)

Date: Thursday 26th February 2015

Time: 7.00 – 10pm (Meeting 7-7.30 followed by a light supper & presentation by Sharon & Garry (owners of Mt. Loft Ranges Vineyard))

Venue: Mt. Loft Ranges Vineyard: 66 Harris Road, Lenswood.

Management committee as of 29th August 2014

Chair: Graeme Schultz

Vice Chair: Peter Stafford

Secretary: Ann Kempe

Treasurer: Ann Kempe

Public Officer: Rob Hall

4 committee members (elected unanimously):

Peter Stafford
Alison Mason
Caroline Chaplin
Chris Grant

Malcolm Drew: Administrator of Association web site

Chair: Graeme Schultz

1. Attendance/apologies
2. Changes to Constitution (current version and updated version on website and hard copy to be circulated in early February)

See attached information about rules for changing the constitution

The Special Resolution proposed (supported unanimously by the Management Committee) is:

...that the members of the Lenswood & Forest Range Community Association Inc. agree to the proposed changes to the current Constitution/Rules, which are



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included in the table attached below and available on the Association website since August 2014.

Vote by show of hands and tabled proxy voting forms:

Outcome:

- 6.2 Discussion: celebration of the centenary of Lenswood (Chair) and focus of Association for next few years

Action:

7. Meeting finalisation

7.1 Summary of Actions required (for secretary)

Item Number	Action required	Who?	By When?

7.2 Meetings 2015

- Thursday 18th May 2015 (Management Committee meeting)
Thursday 27th August 2015 (Annual General meeting & social event)
- Thursday 26th November 2015 (Management Committee meeting)

Meeting ended at: < >

Please email agenda items to Ann Kempe at: ann_300@ozemail.com.au or post to Ann via the Lenswood post-office by cob Monday 17th November 2014

Note: Ann has a severe hearing impairment and writes the agenda/minutes from notes made by a relevant member.



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Rules for changing constitution (based on current L&FRCA Constitution and *South Australia Associations Incorporation Act 1985* (version 1.2.2010):

- Rules can only be changed by Special Resolution at a Special General Meeting or AGM,
- The Special Resolution can be requested in writing by not less than 5% of members (i.e. currently 2 people). *All members of the 2014 Management Committee have endorsed the changes (i.e. 8 members)*
- A minimum of 21 days notice to members is required prior to Special General Meeting (*Agenda and special resolution circulated 1st August 2014 and available on the website since then; proxy voting forms circulated early Feb. 2015.*
- The meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Management Committee.
- Quorum as for Management Committee: Half the members (i.e. at least 13 members) must to be present personally or by proxy to constitute a quorum for the transaction of business at management committee or special general meeting). (*Currently the Association has 23 members including 7 on the management committee; so we need all the committee members plus at least 6 other members to be present on the 26th Feb. to get the necessary quorum*)
- Voting for Special Resolution: the SR can only pass if a minimum of **75%** of current financial members who attend (in person or by proxy) the Special General Meeting, vote in favour of the SR. (*i.e. currently 17 members are needed to vote in favour to change the rules*).
- Proxy Voting: 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. Secretary will distribute proxy-voting forms to all members in early February.
- If passed, rule changes come into being immediately.
- Administrative actions: Changes to the Constitution must be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission by 29th September (1 month), as required by the Act. (See Forum 6 and 7). Forms signed by Public Officer includes Stat. Dec. signed by JP
- Budget implication: Fee of \$59.50 to be sent with documentation, to Office of Consumer and Business Affairs.

Rules from *South Australia Associations Incorporation Act 1985* (version 1.2.2010)



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Management committee (2014/15) Graeme Schultz (Chair), Peter Stafford (Co-chair), Ann Kempe (Secretary/Treasurer), Robert Hall (Public Officer), Committee Members: Alison Mason, Caroline Chaplin, Chris Grant.

Words in current Constitution	Proposed Changes	Endorsement
<p style="color: red;">Secretary proposes clarification to reflect correct and clear terminology</p> <p>2. Definitions association committee 'the Act' means the <i>Associations Incorporation Act 1985</i></p>	<p style="background-color: yellow;">Association</p> <p style="background-color: yellow;">Management committee</p> <p>the Act' means the South Australia <i>Associations Incorporation Act 1985</i> (Version: 1.2.2010)</p>	<p>All members of the Management Committee have agreed to this change</p>
<p style="color: red;">Secretary proposes clear numbering of clauses and sub-clauses because in the current version there are many run-on sentences and lack of clear sub-clauses making it hard to find relevant information</p>	<p style="background-color: yellow;">Update the numbering and format to ensure easy access to the information in the Constitution</p>	<p>All members of the Management Committee have agreed to this change</p>
<p style="color: red;">Secretary proposes clearer definitions and adding honorary life membership</p> <p>5. MEMBERSHIP</p> <p>5.1 There shall be three types of Members:</p> <p>5.1.1 Individual membership: open to all individuals who work in the Lenswood Forest Range Community or who have some other Association with the community</p>	<p>5. MEMBERSHIP</p> <p>5.1 There shall be three types of Members:</p> <p>5.1.1 <u>Individual membership</u>: Open to persons sixteen years of age and over on payment of the annual subscription. There is one vote for this membership.</p> <p>5.1.2 <u>Family membership</u>: Open to all members of a family unit residing at one address on payment of the annual subscription. Membership relates to persons to sixteen years of age and over. There is one</p>	<p>All members of the Management Committee have agreed to this change</p>



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<p>5.1.2 Residential membership – open to all Lenswood and Forest Range Residents</p>	<p>vote for a family membership.</p> <p>5.1.3 <u>Honorary life membership</u> - this may be bestowed to a member by the Association by a resolution of an annual or special general meeting, in recognition of outstanding service to the Association. No membership subscription applies.</p>	
<p style="color: red;">Secretary proposes clearer language</p> <p>5.2 SUBSCRIPTIONS</p> <p>The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in general meeting.</p> <p>The subscription fees shall be payable annually on 1 July or at a time that the committee determines.</p> <p>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.</p>	<p>5.2 SUBSCRIPTION</p> <p>5.2.1. The amount payable for an annual membership subscription will be set/confirmed at the AGM.</p> <p>5.2.2. The Annual Subscription payable by an Individual and Family members shall be paid in advance, and the membership subscription period is 1st July to 30th June the following year.</p> <p>5.2.3. The annual member subscriptions must be paid between 1st July and 31st August each year.</p> <p>5.2.4 Members who fail to renew their subscriptions by the 1st September each year, shall be deemed un-financial and have their names removed from the membership list.</p>	<p>All members of the Management Committee have agreed to this change</p>
<p>6. REGISTER OF MEMBERS</p> <p style="color: red;">Secretary proposes removing clause 6.2: The date on which each member was admitted to the Association to reflect annual membership status</p>	<p>REGISTER OF MEMBERS:</p> <p>Replace current clause 6.2 with:</p> <p>6.2 The date on the receipt provided for the annual membership subscription fee.</p>	<p>All members of the Management Committee have agreed to this change</p>



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Secretary proposes clarification of this section of the current constitution re the management committee to reflect what is really happening now and to use clearer language.

6. COMMITTEE

6.2 APPOINTMENT

- a) The committee shall be comprised of a chairperson, secretary, treasurer and five committee members
- 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.
- 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.
- 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.
- f) The committee may establish subcommittees to meet the objectives of the association in accordance with these rules. Subcommittees and their roles and

7.2 APPOINTMENT

- 7.2.1 The Committee shall be comprised of at least five (5) members and no more than eight (8) members as per 7.2.2 (below).
- 7.2.2 Office bearers to be elected shall comprise of chairperson, secretary, treasurer and five (5) committee members.
- 7.2.3 A committee member shall be a natural person,
- 7.2.4 One (1) committee member shall be appointed as the Public Officer.
- 7.2.5 The office of secretary and treasurer can be combined if supported by a majority of the Committee.
- 7.2.6 One (1) member may be elected by the committee to be Deputy Chair or Co-Chair if supported by a majority of the Committee.
- 7.2.7 A retiring committee member shall be eligible to stand for re-election without nomination.
- 7.2.8 The length of term of office bearers is one (1) year or until the next Annual General Meeting when all Management Committee positions shall be declared vacant and an election is held to fill all positions.
- 7.2.9 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,
- 7.2.10 The committee may establish subcommittees to meet the objectives of the Association in accordance with these rules. Subcommittees, their roles and their activities shall be recorded annually in the minutes.

All members of the Management Committee have agreed to this change



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<p>activities shall be recorded annually in the minutes.</p>		
<p>Secretary proposes clearer definitions of majority and quorum.</p> <p>6.3 PROCEEDINGS OF COMMITTEE</p> <p>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.</p> <p>c) A quorum for a meeting of the committee shall be one half of the members of the committee.</p>	<p>7.3 PROCEEDINGS OF COMMITTEE</p> <p>7.3.2 Questions arising at any meeting of the committee shall be decided by a majority of votes (over 50%), and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative (their own) vote.</p> <p>7.3.3 A quorum for a meeting of the committee shall be one half (50%) of the members of the committee.</p>	<p>All members of the Management Committee have agreed to this change</p>
<p>Secretary proposes clearer language & incorporation of details from the Act</p> <p>8. GENERAL MEETINGS</p> <p>8.1 Annual general meetings</p> <p>a. The committee shall call an annual general meeting in accordance with the Act and these rules.</p> <p>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.</p>	<p>9. GENERAL MEETINGS</p> <p>9.1 ANNUAL GENERAL MEETINGS</p> <p>9.1.1 The AGM will be held no more than two (2) months after the end of the Association's financial year. Remove a section of (b) in current constitution and combine the end section with part (a).</p> <p>9.1.2 Members must be financial to vote at the Annual General Meeting (see rule 5.2.2 and 5.2.3 & 5.2.4).</p> <p>9.1.3 A quorum for an AGM shall include the majority of the Committee (more than 50%) and at least 5 other members of the Association unless a Special Resolution is to be put to a vote (see 9.2).</p>	<p>All members of the Management Committee have agreed to this change</p>
<p>8.1 SPECIAL GENERAL MEETING</p> <p>Nothing to clarify the rules for when an AGM is used for a Special General Meeting. The rules of the AGM</p>	<p>9.2 SPECIAL GENERAL MEETING:</p> <p>9.2.1 The committee may call a Special General meeting of the</p>	<p>Agreed to by Management Committee</p>



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<p>differ so the rules of Special General meeting should be followed.</p>	<p>Association at any time.</p> <p>9.2.2 The Annual General Meeting can double as a Special General meeting but the rules for conducting a Special General meeting should be followed. AGM agenda items should also be addressed at the meeting (i.e. election of office bearers for the Management Committee and setting membership fees).</p> <p>9.2.7 <u>Quorum</u>: Ten (10) members (a lesser or greater number may be appropriate depending upon the size of the membership) must be present personally or by proxy to constitute a quorum for the transaction of business at any general meeting (including AGM and Special General Meetings).</p>	
<p>8.3 NOTICE OF GENERAL MEETINGS</p> <p>Currently there is nothing in the current rules about use of email – Secretary proposes adding new clause and clarify same issue re notice of General meeting.</p>	<p>9.3 NOTICE OF GENERAL MEETINGS (new clause)</p> <p>9.3.3. 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 to the address appearing in the register of members or by sending it by email, to the email address appearing in the register of members (see rule 6).</p> <p>9.3.5 Where a notice is sent by email:</p> <p>9.3.5.1. the service is effected by properly addressing the email and by receiver supplying a valid email address,</p> <p>9.3.5.2 unless the contrary is proved, service will be taken to have been effected at the time at which the email is sent unless email refusal notice is received.</p>	<p>All members of the Management Committee have agreed to this change</p>



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<p>Secretary believes the clause “special resolution of an incorporated association means” (Section 3 - pages 6-7 of the Act) should be copied verbatim from the Act/Regulation into a renewed constitution to ensure transparency of this process. Note voting processes for Special Resolutions do differ to those used in Committee and General Meetings.</p> <p>8.7 SPECIAL AND ORDINARY RESOLUTIONS</p> <p>a. A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act (page 6).</p>	<p>9.7 SPECIAL AND ORDINARY RESOLUTIONS:</p> <p>A Special Resolution of an incorporated Association is defined as a resolution passed at a Special General meeting or the Annual General meeting of the members of the Association (see Section 3 the Act, page 6).</p> <p>9.7.1 Where the rules of the Association provide for the membership of the Association, a resolution passed at a duly convened meeting of the members of the Association if:</p> <p style="padding-left: 40px;">9.7.1.1 At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and</p> <p style="padding-left: 40px;">9.7.1.2 It is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters (75%) of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;</p> <p>9.7.2 Where the rules of the Association <u>do not</u> provide for the membership of the Association, a resolution passed at a duly convened meeting of the members of the committee of the Association if:</p> <p style="padding-left: 40px;">9.7.2.1 At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the committee; and</p> <p style="padding-left: 40px;">9.7.2.2 It is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters (75%) of such members of the committee as, being entitled to do so, vote in person or, where alternates are allowed,</p>	<p>All members of the Management Committee have agreed to this change</p>
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	<p style="text-align: center;">by alternates, at that meeting;</p> <p>9.7.3 An ordinary resolution is a resolution passed by a simple majority at a general meeting.</p>	
<p style="color: red;">Secretary proposes clarification re use of computer files and the internet.</p> <p>9. MINUTES</p> <p>a. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee, shall be completed within one (1) month after the relevant meeting in minute books kept for the purpose.</p>	<p>9.9 MINUTES</p> <p>9.9.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee shall be documented and circulated within one (1) month after any meeting.</p> <p>9.9.2 Hardcopies and electronic versions, of the confirmed minutes of the meeting will be signed by the Chair and Secretary as soon as possible or at the next succeeding meeting. The minutes are to be held by the Secretary and uploaded to the Association website (if one exists).</p>	<p style="color: blue;">All members of the Management Committee have agreed to this change</p>
<p style="color: red;">Secretary proposes clearer language and that important information about auditing of the annual financial report & signatures of cheques be included from the Act</p> <p>11. FINANCIAL REPORTING</p> <p>11.1 Financial year</p> <p>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.</p> <p>If the association wants a different financial year the relevant dates should be inserted. Refer to section 3 of the Act for definition of 'financial year'.</p>	<p>10. FINANCIAL REPORTING AND ACCOUNTING:</p> <p><u>10.7 FINANCIAL YEAR:</u></p> <p>10.7.1 The financial year of the Association shall be the period commencing on 1st July and end on 30th June the following year.</p> <p><u>10.8 ACCOUNTS TO BE KEPT</u></p> <p><u>10.8.1</u> 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.</p> <p><u>10.8.2</u> The treasurer must table a financial report to every meeting and provide an audited financial</p>	<p style="color: blue;">All members of the Management Committee have agreed to this change</p>



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	<p>statement at each Annual General Meeting. The auditor, the treasurer and one other member of the Management Committee must sign the annual audited financial statement.</p> <p><u>10.8.3</u> Annual financial report must be audited and signed by an authorized person/organisation as specified in Section 35 of the Act.</p> <p><u>10.8.4</u> All other rules related to auditing of the Association annual financial report be followed as per Section 36, 37 and 38 of the Act.</p> <p>10.9 AUTHORIZATION OF EXPENDITURE</p> <p>10.9.1 Two (2) members of the Management Committee who are authorized by the Association and registered with the Association's bank, must operate the Association's account, and must sign cheques on behalf of the Association. The treasurer must be one of the signatories.</p> <p>The Association must retain the accounting records under section 35 or 39C of the Act (as the case requires), for 7 years after the completion of the transactions to which they relate.</p>	
<p>Secretary proposes that an amended Constitution include specific information from the Act that is referred to (see below), but not included in the current Constitution. This proposal is to ensure transparency and clarity when there is a Special Resolution (SR) – we needed this transparency last year when a SR was put to the Association. The exact words from the Act should be included in the proposed changes - you can see there are differences in voting requirements when</p>	<p>13. CHANGES TO THE ASSOCIATION RULES/CONSTITUTION – the text below is taken verbatim from the Act</p> <p>13.1 The rules/constitution may be altered (including an alteration to the Association's, by Special Resolution of the members of the Association. This procedure must be followed also for rescission or replacement by substitute rules/constitution or change of name of the Association. See 9.7 (above) for details of the Special Resolution procedure.</p> <p>13.2 Although changes to the rules/constitution of an association are</p>	<p>All members of the Management Committee have agreed to this change</p>



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compared to general or AGM.

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 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.

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 or 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.

effective immediately the resolution has been accepted and passed at a duly convened meeting of members, an application for registration of alterations to rules needs to be lodged with the Office of Consumer and Business Affairs, Corporate Affairs Commission within one (1) month of the resolution of the association (required by Section 24(6) and 24(7) of the Act).

13.3 Where a change to the rules consists of or includes, a change of the association's name, the new name is subject to approval of the Office of Consumer and Business Affairs.

13.4. An alteration to the name of an incorporated association does not come into force until the alteration is registered by the Commission in accordance with Section 24 of the Act.

13.5 Upon approval, a Certificate of Incorporation showing the new name will be sent to the Association.

13.6 Where the change does not involve a change of name, no acknowledgment is necessary nor will one be sent by the Office of Consumer and Business Affairs.

13.7 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.



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16th June 2014 (endorsed by all members of the L&FRCA Management Committee as of December 2014)