

Constitution/rules of the Lenswood and Forest Range Community Association Inc. (L&FRCA)

1. NAME

The name of the incorporated Association is The Lenswood and Forest Range Community Association Inc. referred to herein as '**the Association**'.

2. DEFINITIONS

2.1. 'committee' means the Management Committee of the Association,

2.2. 'general meeting' means a general meeting of members of the Association convened in accordance with these rules,

2.3. 'member' means a current financial member of the Association,

2.4. 'the Act' means the *South Australia Associations Incorporation Act 1985* (Version: 1.2.2010)

2.5. 'special resolution' means a special resolution defined in the Act,

2.6. 'month' means a calendar month.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION:

To preserve and promote the interests of the Lenswood and Forest Range Community.

4. POWERS OF THE ASSOCIATION:

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

5. MEMBERSHIP:

5.1. TYPES OF MEMBERSHIP:

There shall be three types of Members:

5.1.1. Individual membership: Open to persons sixteen years of age and over on payment of the annual subscription. There is one vote for an individual membership.

5.1.2. Family membership: Open to all members of a family unit residing at one address, on payment of the annual subscription. Membership relates to persons sixteen years and over. There is one vote for a family membership.

5.1.3. Honorary life membership: The Association may bestow this to a member by a resolution of an annual or Special General meeting, in recognition of outstanding service to the Association. No membership subscription applies. There in one vote for an honorary life membership

5.2 SUBSCRIPTIONS:

5.2.1. The amount payable for an annual membership subscription will be set at the AGM.

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.

5.2.3. The annual member subscriptions must be paid between 1st July and 31st August each year.

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.

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 EXPULSION OF A MEMBER

5.4.1 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.

5.4.2 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.

5.4.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to clause 5.4.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.

5.4.4 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.

5.4.5 In the event of an appeal under 5.4.4 (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. REGISTER OF MEMBERS:

A register of members must be kept and contain:

- 6.1. The name, address, email, and phone number(s) of each member,
- 6.2. The date on the receipt provided for the annual membership subscription fee,
- 6.3. If applicable, the date of and reason(s) for termination of membership.

7. THE COMMITTEE:

7.1. POWERS AND DUTIES

- 7.1.1. 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 a general meeting.
- 7.1.2. The committee has the management and control of the funds and other property of the Association.
- 7.1.3. 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
- 7.1.4. 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 are to be lodged using the correct form, within one month after the change with:

The Office of Consumer and Business Affairs (Corporate Affairs and Compliance Branch):

Level 3, Chesser House,
91-97 Grenfell Street,
Adelaide, SA, 5000;
Postal address: GPO Box 1719, Adelaide, SA, 5001.

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.

7.3. PROCEEDINGS OF COMMITTEE:

- 7.3.1. The committee shall meet as often as required but not less than four times per year to conduct the business of the committee,
- 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.
- 7.3.3. A quorum for a meeting of the committee shall be one half (50%) of the members of the committee.
- 7.3.4. A member of the 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 his or her interest in the contract at the next annual general meeting of the Association.

7.4. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- 7.4.1. Disqualified from being a committee member by the Act,
- 7.4.2. Expelled as a member under these rules,
- 7.4.3. Permanently incapacitated by ill health,
- 7.4.4. Absent without apology from more than four (4) meetings in a financial year, or
- 7.4.5. Resigns.

8. 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.

9. GENERAL MEETINGS

9.1. ANNUAL GENERAL MEETINGS:

- 9.1.1. The AGM will be held no more than two (2) months after the end of the Association's financial year.
- 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).
- 9.1.3. A quorum for an AGM shall include a 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).
- 9.1.4. The order of the business at the meeting shall be:
 - 9.1.4.1. The confirmation of the minutes of the previous annual general meeting and of any Special General meeting held since that meeting,
 - 9.1.4.2. The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required),

- 9.1.4.3. The election of committee members,
- 9.1.4.4. The appointment of auditors (if required - see rule 11.5)
- 9.1.4.5. Any other business requiring consideration by the Association in general meeting.

9.2. SPECIAL GENERAL MEETING:

- 9.2.1. The committee may call a Special General meeting of the Association at any time.
- 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).
- 9.2.3. Upon a requisition in writing of not less than 5% of the total number of members of the Association, the committee shall, within one (1) month of the receipt of the requisition, convene a Special General meeting for the purpose specified in the requisition.
- 9.2.4. Every requisition for a Special General meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.2.5. If a Special General meeting is not convened within one (1) month, as required by 9.2.2 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.
- 9.2.6. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 9.2.7. Quorum: 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).

9.3. NOTICE OF GENERAL MEETINGS:

- 9.3.1. Subject to 9.3.2, at least 14 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.

9.3.2. 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.

9.3.3. A notice may be given by the Association to any member by serving the member with the notice personally, 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).

9.3.4. Where a notice is sent by post:

9.3.4.1. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

9.3.4.2. 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.

9.3.5. Where a notice is sent by email:

9.3.5.1. The service is effected by properly addressing the email and by receiver supplying a valid email address,

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.

9.4. PROCEEDINGS AT GENERAL MEETINGS:

9.4.1 Quorum: Ten (10) members (a lesser or greater number may be appropriate depending upon the size of the membership) must to be present personally or by proxy to constitute a quorum for the transaction of business at any general meeting (including for AGM and Special General Meetings).

9.4.2 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.

9.4.3 Subject to 9.4.4, the chairperson shall preside as chairperson at a general meeting of the Association.

9.4.4 If the chairperson is not present within five (5) 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.

9.5. VOTING AT GENERAL MEETINGS:

- 9.5.1. Subject to these rules, every member of the Association has only one vote at a meeting of the Association,
- 9.5.2. 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,
- 9.5.3. Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

9.6. POLL AT GENERAL MEETINGS:

- 9.6.1. If a poll is demanded by at least five (5) 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,
- 9.6.2. 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.

9.7. SPECIAL AND ORDINARY RESOLUTIONS:

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).

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:

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

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;

9.7.2 Where the rules of the Association do not 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:

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

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, by alternates, at that meeting;

9.7.3 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8 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 including Special General meeting, of the Association.

9.9 MINUTES:

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.

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).

9.9.3 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.

9.9.4 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.

9.10 DISPUTE RESOLUTION

9.10.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

- A member and another member, or
- Member and the Association

9.10.2 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.

9.10.3 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.

9.10.4 In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that 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 must be observed. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated Association or by a former member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

10 FINANCIAL REPORTING AND ACCOUNTING:

10.7 FINANCIAL YEAR:

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.

10.8 ACCOUNTS TO BE KEPT

10.8.1 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.

10.8.2 The treasurer must table a financial report to every meeting and provide an audited financial 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.

10.8.3 Annual financial report must be audited and signed by an authorized person/organisation as specified in Section 35 of the Act.

10.8.4 All other rules related to auditing of the Association annual financial report be followed as per Section 36, 37 and 38 of the Act.

10.9 AUTHORIZATION OF EXPENDITURE

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.

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.

11 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. Section 55 of the Act provides a prohibition against securing profits for members.

12 WINDING UP

The Association may be wound up in the manner provided for in Part 5, Section 40A to 49 of the Act (pages 32-41).

12.1 APPLICATION OF SURPLUS ASSETS

12.1.1 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. The Association may determine to distribute surplus assets to nominated charities.

12.1.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

13 CHANGES TO THE ASSOCIATION RULES/CONSTITUTION

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.

13.2 Although changes to the rules/constitution of an Association are 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 the Office of Consumer and Business Affairs send one.

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.

These highlighted changes to the old constitution (version 2011) were approved by 80% of members at a Special General Meeting held 26th February 2015.

80% of members voted yes to the changes and were present at the vote, or voted by proxy.