

MACCLESFIELD COMMUNITY ASSOCIATION INC.

CONSTITUTION

August 2021

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MACCLESFIELD COMMUNITY ASSOCIATION INCORPORATED CONSTITUTION
August 2021

1. NAME

The name of the incorporated association is

MACCLESFIELD COMMUNITY ASSOCIATION INCORPORATED

referred to herein as “the Association”

2. DEFINITIONS

- “Committee” means the committee of management of the Association
- “General Meeting” means a General Meeting of those entitled to vote at Annual General Meetings and Special General Meetings convened in accordance with these rules
- “member” means a member of the Association
- “the Act” means the Associations Incorporation Act 1985
- “special resolution” means a special resolution defined in the Act
- “month” shall mean a calendar month.
- “Macclesfield area” means the Macclesfield township, Flaxley, Bugle Range, Greenhills Range, Gemmels districts
- Singular implies plural or vice versa

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

The objects of the Association are:

- 3.1. To foster community and business interests in the Macclesfield area.
- 3.2. Communicate with the Mount Barker District Council and other bodies regarding needs and projects within the Macclesfield area.
- 3.3. Provide money and assistance where possible and appropriate within the Macclesfield area.
- 3.4. Apply for grants when needed.
- 3.5. Protect, manage, conserve and develop community facilities including open space. As necessary, enter into licence and lease agreements on behalf of the community to implement same.
- 3.6. Preserve and promote the history and heritage of the area including natural heritage
- 3.7. Operate and promote events and activities that develop cultural life, community, health, education and the local economy of the Macclesfield area for community benefit.
- 3.8. Encourage and support interest groups and individuals whom are members of the Association to undertake activities for community benefit.
- 3.9. Support and promote the activities of non-Association groups that provide community benefit
- 3.10. Conserve and enhance the aesthetic appeal and attractiveness of Macclesfield and surrounding area for the community and for visitors.
- 3.11. Encourage and promote sustainability initiatives.

4. POWERS OF THE ASSOCIATION

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

4.2. The Committee shall have the power:-

- 4.2.1. To initiate and implement policies and rules for the operation of the Association
- 4.2.2. To solicit sponsorship, grants, accept donations and implement other appropriate forms of fundraising
- 4.2.3. To appoint any person they think fit to carry out the duties set. To dismiss any person not carrying out such duties set. To set payment or compensation to any such person as the Association deem necessary.
- 4.2.4. To co-opt volunteer members of the public and or suitably qualified persons to assist in managing the affairs of the Association and to assist the Committee or any subcommittee/task groups appointed pursuant to this clause on such terms and conditions as the Committee shall think fit.
- 4.2.5. To delegate to one or more sub-committees/task groups any function in accordance with the terms of this delegation. All such sub-committees/task groups are to abide to the terms set out and report as required to the Committee.
- 4.2.6. To appoint a member of the Association to coordinate activities to achieve objects of the Association and other duties. All such persons to abide to the terms set out and report as required to the Committee.
- 4.2.7. To enter into licence, lease and management agreements.
- 4.2.8. To fix rates or charges for use of assets placed under its control or management.
- 4.2.9. To be responsible for all financial and administrative affairs of the Association.
- 4.2.10. To, at its discretion, permit the Association to enter into agreements to act as an agent to organisations for other Macclesfield community bodies that are not incorporated. Any such arrangement is subject to a written agreement with the Association.
- 4.2.11. To accept representations from the community and to keep a record of any decision or action taken.
- 4.2.12. To maintain a register of volunteers who assist the Association.

5. MEMBERSHIP

5.1. Association members.

Any person who supports the objects of the Association and agrees to be bound by its rules and the Act can apply for membership of the Association. To be accepted they shall be nominated by an Association member and accepted by the majority of the Committee.

5.2. Membership Fees

- 5.2.1. The membership fee shall be determined from time to time by the Committee.
- 5.2.2. The membership fees shall be payable annually at a time determined by the Committee
- 5.2.3. Any member whose membership fee is outstanding for more than three months after the due date shall cease to be a member of the Association.

5.3. Resignations of members

A member may resign from membership of the Association by giving written notice to the secretary of 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 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 to the Association against the expulsion. 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, 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 a 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 meeting at which the determination of the Committee is upheld.

5.5. Register of members must be kept and contain:

- 5.5.1. The name and postal address of each member
- 5.5.2. The email address of each member
- 5.5.3. The phone number of each member
- 5.5.4. The date on which the member joined and resigned.

6. THE COMMITTEE

6.1. Powers and Duties

- 6.1.1. 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.
- 6.1.2. 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.
- 6.1.3. The Committee has the management and control of the funds and other property of the Association
- 6.1.4. The Committee shall appoint a Public Officer as required by the Act.
- 6.1.5. 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.

6.2. Finance

- 6.2.1. All monies received to be placed in the Association Bank Accounts.
- 6.2.2. All payments to be made in accordance with policies and rules developed by the Committee.
- 6.2.3. All books to be audited annually by an independent person.

6.3. Appointment

- 6.3.1. A Committee shall be elected at the Annual General Meeting.
- 6.3.2. The Committee shall be comprised of a Chairperson, Vice Chair, Secretary, Treasurer (office bearers), and a minimum of five general committee members elected from the members of the Association.
- 6.3.3. In the event that 5 general committee members cannot be appointed at the AGM the elected Committee will have 3 months from the date of the AGM to find additional committee members. In the event that this cannot be done the minimum number of committee members become that elected at the AGM.

- 6.3.4. The District Council Councillor(s) shall at the discretion of the Committee be invited to attend all or part of Committee Meetings.
- 6.3.5. A committee member shall be a natural person
- 6.3.6. A committee member must be a resident of the Macclesfield area.
- 6.3.7. All office bearers shall be elected to office for a period of two (2) years, and be eligible to be re-elected for a further term.
- 6.3.8. No person shall be elected to a position without his/her consent (in writing if unable to attend such meeting).
- 6.3.9. No person shall be eligible to stand for election unless they attend the Annual General Meeting or have given their consent in writing in accordance with rule 6.3.8 above and are nominated and seconded by a member of the Association.

6.4. Proceedings of Committee Meetings

- 6.4.1. Committee Meetings shall be held each month where possible.
- 6.4.2. A quorum for a meeting of the Committee shall be at least half the members of the Committee.
- 6.4.3. 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.

6.5. Resignations

- 6.5.1. A committee member may resign by giving written notice thereof to the Secretary.
- 6.5.2. The Committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office for the duration of the term of the retiring member.

6.6. Disqualification of committee members

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

- 6.6.1. disqualified from being a committee member by the Act;
- 6.6.2. expelled as a member under these rules;
- 6.6.3. absent without apology from more than two meetings in a financial year.

7. THE SEAL

- 7.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minutes of the Association.

8. GENERAL MEETINGS

8.1. Annual General Meeting

- 8.1.1. The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- 8.1.2. Annual General Meetings shall be held within three months following the end of the financial year of each year.

8.2. Special General Meeting

- 8.2.1. The Committee may call a Special General Meeting of the Association at any time.
- 8.2.2. Ten Association members may call a Special General Meeting of the Association by request to the secretary in writing with information of the business to be discussed.

8.3. Notice of General Meetings

- 8.3.1. Notice of General meeting including Annual General Meetings and Special General Meetings shall be given at least twenty one days prior to the set date.

- 8.3.2. Annual General Meetings shall be advertised publicly in a manner determined by the Committee, which may include via a community notice board, the Macclesfield Newsletter, the Association website and or social media.
- 8.3.3. Members shall be directly notified of General Meetings including Annual General Meetings and Special General Meetings via email or post.
- 8.3.4. 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.
- 8.3.5. Members can place other items of business on the Agenda by request to the Secretary with 14 days notice.

8.4. Proceedings of General Meetings

- 8.4.1. A quorum at any General Meeting shall be 10 Association members. Association members may be present in person or by proxy or via remote communication. If within 30 minutes after the time appointed for the meeting a quorum of members is not available, the meeting shall lapse. 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 available within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 8.4.2. The Chairperson shall preside as Chairperson at General Meetings of the Association. 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 Vice Chair shall preside. If the Vice Chair is absent, the members may choose a committee member or one of their own number to be the Chairperson of that meeting
- 8.4.3. The order of the business at the Annual General Meeting shall be:
 - 8.4.3.1. confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
 - 8.4.3.2. Chairperson's report for the previous year
 - 8.4.3.3. Treasurer's report and audited financial statements for the previous year.
 - 8.4.3.4. other relevant reports for the previous year.
 - 8.4.3.5. the election of committee members
 - 8.4.3.6. the appointment of auditor
 - 8.4.3.7. any other business which the required notice has been given

8.5. Voting

- 8.5.1. Any Association Member shall be entitled to vote at the Annual General Meeting and any Special Meeting.
- 8.5.2. Subject to these rules, persons eligible to vote, have only one vote at General Meetings of the Association.
- 8.5.3. 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 at that meeting.
- 8.5.4. A special resolution is passed by at least 75% of the votes being affirmative.

8.6. 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

- 9.1. Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be recorded within one month after the relevant meeting and copies kept.

- 9.2. The minutes kept pursuant to this rule must be confirmed by the members of the Committee at a subsequent meeting.
- 9.3. 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.
- 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.

10. DISPUTE RESOLUTION

- 10.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - 10.1.1. members, volunteers or employees of the Association
 - 10.1.2. members, volunteers or employees and the Association
- 10.2. All parties to follow procedures to resolve the dispute as set out in any policies implemented by the Committee.
- 10.3. The Committee shall develop such policies and procedures in accordance with the rules of natural justice.

11. FINANCIAL REPORTING

- 11.1. 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.
- 11.2. 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. 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. Refer to section 35(6) of the Act.
- 11.4. At each Annual General Meeting, the members shall appoint a person to be auditor of the Association. The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 11.5. 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. Section 55 of the Act provides a prohibition against securing profits for members.

13. WINDING UP

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

14. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed as a first preference to one or more Macclesfield organisation which have 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. Such organisation or organisations shall be identified and determined by a resolution of members in a 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.

15. RULES

- 15.1. These rules may be altered (including an alteration to the Association's name) by special resolution at a properly convened General Meeting and passed by 75% majority of the members of the Association present.
- 15.2. Alteration of these rules come into force at the time 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 Consumer Business Service and Corporate Affairs Commission.