

The Rules of Imagine Uraidla Inc.

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Imagine Uraidla Inc. Constitution

1. NAME

- 1.1. The name of the incorporated association is "Imagine Uraidla Inc", hereafter called the Association.

2. DEFINITIONS

In this constitution, unless the contrary appears –

- 2.1. "Act" means the Associations Incorporation Act 1985.
- 2.2. "Commission" means the Corporate Affairs Commission.
- 2.3. "The Association" means Imagine Uraidla Inc.
- 2.4. "Committee" means the Committee of Management of the Association.
- 2.5. A "Member" means a member of the Association who is part of the community.
- 2.6. "Meeting" means a general, annual or special meeting of members convened in accordance with this constitution.
- 2.7. "Community" means both the residents and any other persons involved in the cultural life of the district.
- 2.8. "District, location or region" means the townships of Uraidla, Summertown and surrounds.
- 2.9. "Cultural life" means activities that enhance the social, welfare, educational, commercial and sporting wellbeing of the community.

3. OBJECTIVES of the ASSOCIATION

The objectives of the Association are:

- 3.1. To assist in achieving a vibrant and thriving community in Uraidla, Summertown and surrounds.
- 3.2. To assist in revitalizing the appearance and function of the main streets of Uraidla and Summertown.
- 3.3. To assist in promoting and coordinating the cultural life of our community.
- 3.4. To become recognised as a representative voice for our community in dealing with the levels of government.
- 3.5. To assist in promoting the townships of Uraidla and Summertown as Adelaide Hills tourist destinations.

- 3.6. To become recognized for newcomers to the district as a point of contact with our community.
- 3.7. To do all such things as may be to the attainment of such objectives.

4. POWERS of the ASSOCIATION

For the purpose of carrying out its objectives, the Association may, subject to the Associations Incorporation Act 1985 and its rules:

- 4.1. Acquire, hold, deal with, and dispose of any real or personal property.
- 4.2. Administer any property on trust.
- 4.3. Open and operate bank accounts.
- 4.4. Invest its moneys
 - in any security in which trust moneys may, by an Act of Parliament, be invested;
 - or
 - in any other manner authorised by the rules of the Association.
- 4.5. Borrow money upon such terms and conditions as the Association thinks fit.
- 4.6. Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- 4.7. Appoint agents to transact any business of the Association on its behalf.
- 4.8. Enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1. Eligibility

- 5.1.1. Membership of the Association shall be open to any person who resides, or has a connection with our district, and fully supports the objectives of the Association and agrees to be bound by its rules.

5.2. Membership

- 5.2.1. Membership to the Association is upon acceptance of an application by the committee.
- 5.2.2. Only adult members of the Association are able to vote and stand for office.
- 5.2.3. The committee may from time to time confer other rights to members that are consistent with the rules of the Association.
- 5.2.4. Membership status, once granted, will be continuous from one year to the next upon the conditions determined from time to time by the committee.
- 5.2.5. The committee shall have the power to admit organisations and incorporated bodies as members. This shall be under such terms and conditions that the committee shall determine.

- 5.2.6. Where membership status has been granted by the committee to an incorporated organisation or a body corporate, that body shall be entitled to appoint one person to represent it at general meetings of the Association. Such a person shall be deemed to be a full member of the Association for all purposes including voting until the authority to represent the corporate body or organisation is revoked or the corporate body or the organisation ceases to be a member as and when determined by the committee.
- 5.2.7. The committee may from time to time grant member status to any other person on conditions consistent with the rules of the Association.
- 5.3. **Members Register**
- 5.3.1. The committee shall keep a register of members known as a "Members Register" with name, address and contact details recorded therein.
- 5.3.2. The Members Register should identify the joining date of the member and the cessation date of the membership, including the reason for cessation.
- 5.4. **Subscriptions and Levies**
- 5.4.1. The subscription fees for membership or other levies (if any), shall be such a sum as the committee shall determine from time to time.
- 5.4.2. Subscription fees (if any) for membership shall be payable annually at a date that the committee determines.
- 5.4.3. Any members whose subscription (when one has been charged) is outstanding for more than three months after the due date for payment shall be sent a reminder. If after a further month the subscription has not been paid they shall cease to be a member of the Association. The committee may reinstate a person's membership on such terms as it thinks fit.
- 5.5. **Resignation of members**
- 5.5.1. A member may resign from membership of the Association by giving written notice thereof to the Secretary of the Association.
- 5.5.2. A member shall be deemed to have resigned from membership of the Association if they no longer comply with Section 5.4.3. That member's membership may be terminated without notice and the same struck from the "Members Register".
- 5.6. **Expulsion of a member**
- 5.6.1. Subject to giving a member an opportunity to be heard or make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests and goodwill of the Association.
- 5.6.2. Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the committee at which the matter shall be determined.
- 5.6.3. The determination of the committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to Section

5.6.5. cease to be a member and be struck from the "Members Register" fourteen (14) days after the committee has communicated this determination to the member.

5.6.4. It shall be open to the member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the committee within fourteen (14) days after the determination has been communicated to the member.

5.6.5. In the event of an appeal under clause 5.6.4. the appellant's membership shall not be terminated unless the determination of the committee to expel the member is upheld by a majority of the members of the Association present at the general meeting after the appellant has been heard and in such event membership shall be terminated and that member struck from the "Members Register" as at the date of the general meeting at which the determination of the committee is upheld.

6. MANAGEMENT COMMITTEE

6.1 Structure

6.1.1. The management committee of the Association shall be comprised of a Chairperson, Vice-Chairperson, Secretary and Treasurer, and a minimum of two (2) and a maximum of five (5) other members who shall be elected at the Annual General meeting, except for the interim committee members prior to the first Annual General meeting.

6.1.2. The Committee may co-opt persons, whether members or not, to participate in its discussions, but with no voting rights.

6.1.3. The committee may appoint sub-committees and/or other appropriate persons for specific purposes, who shall meet as they see fit or as directed by the committee, and shall report to the committee.

6.2. Election

6.2.1. At each Annual General Meeting half of the members of the committee shall retire and be eligible for re-election. Elected committee members will be appointed for a term not exceeding two years. All nominations for the committee shall be proposed and seconded by the members.

6.2.2. Upon expiry of a term of office, each committee member will remain incumbent until the position is declared vacant at the Annual General Meeting.

6.2.3. Committee members are eligible for subsequent re-election, re-nomination or re-appointment.

6.2.4. The committee may appoint a member to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the Association.

6.2.5. Any member may stand for election to the committee and be included in the election, provided, if they are not present at the election, they have affirmed their willingness to stand beforehand.

6.2.6. If the number of candidates is the number required to fill any position and if they comply with clause 6.2.1., they shall be declared duly elected. Where an election is required, this shall be done by secret ballot at a special general meeting, or the Annual General Meeting, employing a simple majority voting system.

6.3. Committee's Code of Ethics

6.3.1. The committee shall take all reasonable measures to achieve the objective of the Association in accordance with sound ethical, environmental, financial and social practices.

6.3.2. The following duties of care shall be observed at all times while exercising the powers of the committee:

- To act honestly;
- To act with due care and diligence;
- Not to gain by improper use of position and power;
- Only to act to further the objectives of the Association; and
- To act only within the guidelines in the Associations rules and in the Act.

6.3.3. Conflict of Interest

A member of the committee having a pecuniary interest in a contract or project or a proposed contract or project of the Association must disclose to the committee the nature and extent of the conflict of interest at or before the beginning of any discussion and shall not vote in respect of that issue.

6.3.4. Committee reports at the Annual General Meeting shall include disclosure of committee members, who have received any benefit, and the nature of that benefit.

6.3.5. An employee of the Association shall (notwithstanding that employee be entitled to be a member of the Association, the committee, or any sub-committee), not take part in decisions relating to employment and at the request of a majority of the committee shall remain absent from deliberations relating to any employee.

6.3.6. Resignation or disqualification

6.3.6.1. A Committee member shall cease to hold office upon

- resignation in writing delivered to the premises of an Office Bearer of the committee, or
- absence from three consecutive meetings without explanation acceptable to the committee.

6.3.6.2. Subject to giving a committee member the right to be heard or to make a written submission, the committee may, by unanimous vote, resolve to expel a committee member upon a charge of misconduct detrimental to the interests of the Association.

6.3.6.3. Suspension by the committee at a duly constituted committee meeting may be revoked by majority vote at a subsequent committee meeting.

6.3.6.4. The Committee may function validly, notwithstanding any vacancies, so long as its number is not reduced below a quorum.

6.4. Proceedings of Committee

- 6.4.1. The committee shall meet together for the dispatch of business at least six (6) times per calendar year and in such a place and at such a time that is convenient to a majority of committee members.**
- 6.4.2. Notice of each meeting shall be provided when possible to each committee member at least seven (7) days prior to the committee meeting.**
- 6.4.3. A quorum for a meeting of the committee shall be set at four (4) committee members.**
- 6.4.4. A summary of the outcomes from each meeting shall be posted on the website of the Association within a reasonable time after the relevant meeting.**
- 6.4.5. The notes or minutes kept pursuant to this rule shall be endorsed by the committee or sub-committee and recorded as approved in the notes or minutes of the next meeting.**
- 6.4.6. Public Officer. The Committee shall appoint one of its members to be the Public Officer of the Association for the purpose of the Associations Incorporation Act 1985.**

7. GENERAL MEETINGS

- 7.1. The Committee may call a general meeting at any time and shall call an Annual General Meeting in accordance with this constitution.**
- 7.2. Notices from the committee to members shall be by way of email to the addresses shown in the Members' Register, unless otherwise requested and agreed to.**
- 7.3. The Annual General Meeting shall be held at least once in each calendar year and within four (4) months after the end of the financial year, which shall be the 30th of June, unless altered at an Annual General Meeting.**
- 7.4. At least fourteen (14) days notice of any general meeting, including an Annual 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.**
- 7.5. In the case of an Annual General Meeting, the business at the meeting shall include acceptance of the minutes of the previous Annual General Meeting and of the last general meeting, the chairperson's report for the previous financial year, the treasurer's reports, the election of office bearers and committee members, and any other business requiring consideration of the Association in a general meeting.**
- 7.6. A quorum at any general meeting shall be fifteen (15) registered members.**
- 7.7. If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting, then a majority of the members present may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meeting shall be reduced to ten (10), failing which the meeting will lapse altogether.**

7.8. A Special General Meeting shall be called by the Secretary within twenty eight days of receipt of a directive of the committee, or of a written request by three committee members, or twenty (20) members of the Association, specifying the business to be conducted at the meeting.

7.9. The following acknowledgement shall be affirmed at the commencement of all meetings:

"We want to acknowledge that we are meeting/gathering on the traditional lands of the Peramangk people, and pay our respects to the Peramangk elders, past and present. We want to acknowledge that the Peramangk people's cultural and spiritual connections to their lands is ongoing and as strong today as it has ever been."

8. OFFICE BEARERS

8.1. The Chairperson

8.1.1. The Chairperson of any meeting shall have a personal deliberative vote, but no casting vote.

8.1.2. The Chairperson shall chair committee and General Meetings except in the absence of the Chairperson or at the request of the Chairperson, or a majority of the meeting, the Vice-chairperson or another member may be elected as Chairperson for that meeting.

8.1.3. The Chairperson together with the Secretary shall prepare the agenda for committee and general meetings.

8.1.4. The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.

8.2. The Treasurer

8.2.1 The Treasurer shall cause moneys received to be paid into an account authorized by the committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two authorized signatories of whom there shall be no more than three appointed by the committee.

8.2.2 The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions which records shall be available for inspection by any member.

8.2.3. The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each committee meeting.

8.2.4. The Treasurer shall present the financial accounts (audited if required as per the Act) to the Annual General Meeting.

8.3. The Secretary

8.3.1. The Secretary shall call meetings in accordance with the provisions of the constitution.

8.3.2. The Secretary shall cause records to be kept of the business of the Association, including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by, or on behalf of, the committee.

8.3.3. In the absence of the Secretary another member shall be elected as minute secretary.

9. VOTING

9.1. Only adult members have voting rights at General Meetings, and each person is entitled to one vote only, subject to clause 9.3.1.

9.1.2. General meetings shall be open to the public.

9.2. Voting shall be by show of hands except that:

9.2.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.

9.2.2. Any meeting may by show of hands require any other vote to be by secret ballot.

9.3. Proxies

9.3.1 Voting members 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.

9.3.2. A committee member shall be entitled to appoint in writing a natural person who is also a member of the committee to be their proxy and attend and vote at committee meetings.

10. FINANCIAL MANAGEMENT and INDEMNITY

10.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

10.2. All monies raised by the Association shall be used and applied to the promotion of the Association's objectives.

10.3. Consistent with clause 10.2. above, the committee shall determine and budget for annual administrative, management and promotion costs.

10.4. The committee may pay, transfer or reimburse members or other persons who perform specific services identified, and requested by the committee in furtherance of the Associations objectives.

10.5. Consistent with clause 10.2. above, the committee may, through a majority vote, allocate a donation from available funds to an appropriate local charity, appeal or organization.

- 10.6. The committee shall from time to time develop criteria for allocating donations.
- 10.7. The committee shall have the powers to seek funding for projects specifically to achieve the Association's objectives.

11. AMENDMENT of the CONSTITUTION

- 11.1. Subject to approval by a special resolution of the members of the Association in a General Meeting called for this specific purpose at which not less than 21 days notice in writing has been given where such resolution is passed by at least three quarters of those present and entitled to vote plus three quarters of the committee, the Constitution of the Association may be altered, including an alteration to the Association name, or be rescinded and replaced by a substituted Constitution. Such an alteration shall be registered with the office of Consumer and Business Affairs within one month of the resolution being passed.

12. WINDING UP

- 12.1. On dissolution, all property, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other incorporated body formed by promoting similar objectives, or a registered charity as shall be approved by the committee, provided that:
- 12.2. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein; and
- 12.3. The Association shall not be dissolved except by the approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than *twenty one days* written notice including notice of the proposed dissolution has been given to all members and appropriately publicized in the community.

