

# WOODFORDE RESIDENTS ASSOCIATION INCORPORATED

## CONSTITUTION

June 2024



### 1. Name of association

The name of the association registered under Business and Consumer Services Registration shall be the *Woodforde Residents Association Incorporated* and called "the association".

### 2. Definitions

‘Act’ means the Associations Incorporation Act 1985

‘Annual general meeting (AGM)’ means a general meeting of members of the association held annually at which special resolutions may be passed, and convened in accordance with these rules

‘CBS’ means the South Australian Consumer and Business Services

‘Cultural Life’ means activities that enhance the social, welfare, educational, commercial and sporting wellbeing of the community

‘Committee’ means the committee of management of the association

‘Financial Year’ means calendar year from 1 July to 30 June

‘General meeting’ means a general meeting of members of the association convened in accordance with these rules

‘Member’ means a member of the association

‘Month’ shall mean a calendar month

‘Regulations’ means Associations Incorporation Regulations 2023

‘Special meeting’ means a special meeting of members of the association held at any time outside of the AGM at which special resolutions may be passed, and convened in accordance with these rules

‘Special Resolution’ means a special resolution as defined in the Act

### 3. Objectives of the association

#### 3.1 The objectives of the association shall include:

- a. To support the cooperative engagement of residents within the suburb of Woodforde.
- b. To bring about improvements to the social and environmental quality of the neighbourhood.
- c. To become recognised by newcomers to the district as a point of contact with our community.

- d. To be recognised as a representative voice for our community in dealing with all levels of government, community groups and with commercial organisations.
- e. To lobby for change which will enhance the Woodforde community and suburb.
- f. To work cooperatively with other associations and bodies to improve and maintain the quality and improvement of the Woodforde and surrounding communities and suburbs.
- g. To assist in the promotion and coordination of cultural life of our community.
- h. To seek and maintain membership of the association and do all such things as may be to the attainment of our objectives.

## 4. Powers of the association

The association shall have all the powers conferred by section 25 of the Act to further the objectives of the association.

## 5. Membership

### 5.1 Ordinary Member

Any person who is a resident or homeowner in Woodforde, fully supports the objectives of the association and agrees to be bound by the rules can be member of the association and shall:

- a. Apply in writing on the membership form
- b. Lodge the membership form with the association to the secretary
- c. Pay the subscription fee
- d. As soon as is practicable after the receipt of the form and subscription fee, the new member shall be registered
- e. Membership status once granted, will be continuous from one year to the next upon conditions determined by the committee.

### 5.2 Register of members

A register of members must be kept and contain:

- a. the name and address of each member
- b. the email address of each member
- c. the phone number of each member
- d. the date on which each member was admitted to, or resigned from, or was terminated from the association
- e. details of payment status

### 5.3 Resignation and Termination

- a. A member of the association may, at any time resign from the association by notifying the association of their resignation by giving written notice to the Secretary or by allowing their subscription fees to lapse.
- b. Members can be terminated by the association through its committee where they are deemed to have wilfully conducted themselves in a manner which is in breach of the rules of the association. The member who is terminated by virtue of this section may appeal this decision under section 9.
- c. On resignation or termination, members will not be reimbursed their annual subscription fees, in whole or in part.

#### **5.4 Subscriptions**

- a. Annual subscription fees (if any) for members shall be payable annually at a date determined by the committee.
- b. Any member whose subscription is outstanding for more than two months after the due date be sent a reminder. If a further month elapses without payment they shall cease to be a member of the association. The committee may reinstate the person's membership at a later date on payment of the annual subscription fee relative to the year of reinstatement.

### **6. The Committee**

#### **6.1 Powers and duties**

- a. The affairs of the association shall be managed and controlled by a committee. 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 objectives of the association. The committee will comply with Act or by these rules and take all required matters to the association in a general meeting.
- b. The committee has the management and control of the funds and any property of the association, to meet the objectives 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.

#### **6.2 Appointment**

- a. The committee shall be comprised of a president, vice president, secretary, treasurer and up to five other committee members.
- b. A committee member shall be a natural person.
- c. Up to one half (50%) of the committee positions shall retire on the day of the AGM and shall be subject to re-election at each AGM without nomination.
- d. No other person shall be eligible to stand for election unless a member of the association has nominated that person by delivering the nomination of that person to the secretary of the association by the deadline given in the notice of the AGM. The nomination shall be signed by the proposer and by the nominee, who thereby agrees to their nomination.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next AGM of the association and shall be eligible for election to the committee without nomination. If this person is not a member, they may be appointed by the committee if they immediately become a member of the association.
- g. The committee shall appoint a public officer as required by the Act. The CBS must be advised of the appointment or any other change of details regarding the public officer within one month of the change.

#### **6.3 Powers and Duties of Committee and Office Bearers**

- a. The Committee shall conduct such activities as consistent with the objectives of the association.

**b. Office Bearers**

In addition to all and any duties or powers the committee may give to office bearers and all or any duties or powers which various office bearers may have under this Constitution; the office bearers shall perform the following functions:

**i. President**

The president shall coordinate and oversee all activities of the association, may call meetings of the committee and is the chairperson at meetings of the committee and AGM and Special General meetings.

**ii. Vice President**

Shall perform such functions as the committee may determine and represent the president in their absence, including chairing meetings.

**iii. Secretary**

Shall receive applications for membership and promptly submit such applications to the committee, shall keep and update a registration book of members recording the admission, resignation and termination of members, shall keep proper minutes of all Committee meetings and all AGM and Special General meetings and shall ensure that these are distributed to the other committee members as soon as practicable after the conclusion of the meeting. The secretary shall perform such other duties as the committee may determine.

**iv. Treasurer**

Shall receive annual subscriptions, entrance fees and levies, shall send out notices as appropriate for overdue payments, shall ensure payment of affiliation fees to the association, shall issue receipts and generally oversee all the financial operations of the association, and shall keep proper books of account recording all transactions, receipts of money and expenditure by the association. The treasurer shall perform such other duties as the committee may determine.

**6.4 Proceedings of Committee**

- a. The committee shall meet together for the dispatch of business at bi-monthly meetings or as required and as such time is convenient for the majority of members.
- 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 members of the committee.
- d. 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 AGM of the association.
- e. Notes of the meeting shall be kept pursuant to this rule and shall be endorsed by the committee or sub committee and recorded as approved minutes at the next meeting.
- f. A summary of outcomes will be posted on the website of the association within a reasonable time after the relevant meeting.
- g. No payments shall be made from the associations bank account or petty cash except for the payment of expenditure that has been authorised by the committee and is supported by appropriate accounts or receipts.

- h. The annual subscription payable by members may be altered at the discretion of the committee.

#### **6.5 Resignation from committee**

A committee member may at any time give notice of their wish to resign by notifying the president or secretary of the Committee, at any meeting of the Committee. The acceptance of a resignation by the Committee shall not be required in order to enable it to take effect, however transition of responsibilities should be negotiated with the committee.

#### **6.6 Disqualification of committee members**

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

- a. disqualified from being a committee member by the Act
- b. permanently incapacitated by ill health
- c. absent without apology from more than two meetings in a financial year
- d. deceased
- e. deemed to have wilfully conducted themselves in a manner which is in breach of the rules of the

## **7. Meetings**

### **7.1 Annual general meetings**

- a. The committee shall call an AGM at a minimum of 21 days prior to the proposed meeting, no later than four months after the close of the financial year of the association and in accordance with the Act and these rules.
- b. The order of the business at the meeting shall be:
  - i. the confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting
  - ii. the consideration of the accounts and reports of the president and treasurer
  - iii. the election of committee members
  - iv. any other business requiring consideration by the association in a general meeting
- c. The AGM may transact special business of which notice is given in accordance with these rules.

### **7.2 Special general meeting**

- a. Only the matter advised will be the subject of a vote at a Special General meeting.
- b. The committee may call a special general meeting of the association at any time and advise members at a minimum of 21 days prior to the proposed meeting.
- c. Upon a requisition in writing of 10 members of the association, 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 7.2 b. above, the requisitionists, may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee. For this purpose, the committee shall ensure that the requisitionists are supplied, free of charge, with particulars the membership list to send a notice of the special meeting.

The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### **7.3 Notice of general meetings**

- a. Members shall be given at least 14 days notice of any general meeting. The notice shall set out the when and where the meeting will be held and the nature and order of the business to be transacted at the meeting.
- b. Notice of an annual general meeting or a special general 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 emailing the member or posting the notice to the member at the email address or postal address on the register of members.
- d. If the notice is sent by post, the service will be taken to have occurred at the time at which the letter would be delivered in the ordinary course of post.

### **7.4 Proceedings at general meetings**

- a. The quorum for a general meeting shall be 10 members present personally or by proxy for the transaction of business at these meetings.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week (or as soon as reasonably practicable) at the same time and place. If a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the members present and any proxies shall form a quorum.
- c. The president shall preside as chairperson at an AGM or Special General meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or they are present but decline to take or retire from the chair, the members may choose a committee member or one of their own numbers to be the chairperson of that meeting.

### **7.5 Voting at general meetings**

- 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, must be determined by a majority of members who vote in person or by proxy, at that meeting.
- c. A special resolution can only be decided at an annual or special general meeting and must be determined by a majority of not less 10 members in person or by proxy.
- d. The result of the voting is to be determined by a show of hands.

### **7.6 Special and ordinary resolutions**

- a. A special resolution, as defined in the Act, is a resolution passed by a majority of not less than three-quarters of members who are present and vote in person or by proxy, at an annual or special meeting.
- b. An ordinary resolution is a resolution passed by a simple majority of members who vote in person or by proxy at a general meeting.

### **7.7 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. The secretary must be notified of the proxy arrangement.

## **8. Minutes**

- a. Notes will suffice as minutes of all proceedings of committee meetings of the association, including date of meeting, location and who was present and if any apologies. Notes shall be recorded within one month after the relevant meeting.
- b. The notes kept must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. The notes are evidence that the meeting was convened and duly held, and all appointments made at a meeting shall be deemed to be valid.
- d. The secretary will be responsible for the storage and retrieval of minutes.

## **9. Dispute resolution**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between;
  - i. member and another member
  - ii. a member and the association
- b. 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
- 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. The rules of natural justice must be observed.
- e. If a member or former member believe that the association is engaged, or is proposing to engage, in oppressive or unreasonable conduct, they may apply to the court for an order, as per the Act.

## **10. Financial reporting**

### **10.1 Financial year**

The financial year of the association is based on the calendar year commencing 1 July and ending on 30 June. Subscriptions are requested at the beginning of the financial year.

### **10.2 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 in accordance with the Act.

### **10.3 Accounts and reports to be laid before members**

The accounts, together with the committee's statement and the committee's report, shall be laid before members at the AGM. As the association is not prescribed, the appointment of an auditor is not required under the Act.

## 11. Prohibition against securing profits for members

In accordance with Section 55 of the Act the income and capital of the association shall be applied exclusively to the promotion of its objectives 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.

## 12. Alteration of Constitution

- a. The constitution, including the Woodforde Resident Association Incorporated name, may be altered, rescinded or added to only by a special resolution of the association and may only take place at an AGM or Special General meeting called for that purpose. Such change requires three quarters of those present at the meeting who are entitled to vote including proxies, plus three quarters of the committee to agree.
- b. Any alteration, rescission or addition to the constitution comes into effect at the time that the resolution is passed, except in the case of a change of name of the association. The change of name comes into effect when CBS registers this change.
- c. Any alteration, rescission or addition to the constitution must be lodged with CBS within one month of the resolution being passed.
- d. The registered new rules shall bind the association and every member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.

## 13. Winding up

The association may be wound up in the manner provided for in the Act. Winding up is normally by the passing of a special resolution by the members of the association and in accordance with the Act.

## 14. Application of surplus assets

Section 43 of the Act prohibits the distribution of surplus assets at the completion of winding up to members or former members of the association, or associates of those persons. The association may determine to distribute surplus assets to nominated charities.

- a. 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 objectives and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

