

**CONSTITUTION
OF THE
LITTLEHAMPTON
PEACE MEMORIAL
HALL INCORPORATED**

A 37150

Contents

| | |
|--|----|
| 1. NAME OF THE ASSOCIATION | 4 |
| 2. DEFINITIONS LIST | 4 |
| 3. OBJECTIVES AND PURPOSES OF THE ASSOCIATION | 4 |
| 4. POWERS OF THE ASSOCIATION | 5 |
| 5. MEMBERSHIP OF ASSOCIATION | 5 |
| 5.1 Types | 5 |
| 5.2 Subscriptions | 5 |
| 5.3 Resignations | 5 |
| 5.4 Expulsion of a Member. | 6 |
| 5.5 Register of Members | 6 |
| 6. THE COMMITTEE | 7 |
| 6.1 Composition of committee | 7 |
| 6.2 Powers and duties of the committee | 8 |
| 6.3 Appointment. | 8 |
| 6.4 Proceedings of committee | 9 |
| 6.5 Disqualification of committee members | 9 |
| 6.6 Resignations | 9 |
| 7. THE SEAL | 9 |
| 8. MEETINGS | 10 |
| 8.1 Annual general meetings | 10 |
| 8.2 Special General Meetings. | 11 |
| 8.3 General meetings. | 11 |
| 8.4 Voting at all meetings | 12 |
| 8.5 Special and ordinary resolutions. | 12 |
| 8.6 Proxies. | 12 |
| 9. MINUTES | 12 |
| 10. DISPUTE RESOLUTION | 13 |
| 11. FINANCIAL REPORTING | 14 |
| 11.1 Banking | 14 |
| 11.2 All payments | 14 |
| 11.3 Accounts to be kept | 14 |
| 11.4 Accounts and reports to be laid before members. | 14 |
| 11.5 Appointments | 14 |
| 12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS | 15 |
| 13. WINDING UP | 15 |

| | |
|---|----|
| 14. APPLICATION OF SURPLUS ASSETS | 15 |
| 15. RULES..... | 15 |

1. NAME OF THE ASSOCIATION

The name of the incorporated association is LITTLEHAMPTON PEACE MEMORIAL HALL INCORPORATED, referred to herein as 'the Association'.

2. DEFINITIONS LIST

- 'Committee' means the elected committee of management of the association.
- 'General Meeting' means the regular meeting of the Committee.
- 'Member' means any person for which the Secretary has registered a Member Application and who has paid the prescribed fee in the given financial year.
- 'Association Meeting' includes AGM, SGM and General Meetings.
- 'The Act' means the Associations Incorporation Act 1985.
- 'Month' shall mean a calendar month.
- 'Mount Barker District Council' means the Local Government Authority.
- 'Management Agreement' means the terms and conditions required by the Mount Barker District Council as the owner of the Premises known as the Littlehampton Peace Memorial Hall.
- 'Executive Committee' consist of the President, Vice President, Secretary and Treasurer, which can affect emergency or immediate decisions and report matters to the next scheduled general meeting.
- 'Natural Person' as per the Act and hereinafter referred to as "person".
- Financial Year – as per Australian Taxation Office definition from 1 July to 30 June.

3. OBJECTIVES AND PURPOSES OF THE ASSOCIATION

- a) To manage and oversee the administration of the property, facilities and activities at the Premises in accordance with the Management Agreement on behalf of Mount Barker District Council for the benefit of the community and visitors to the area.
- b) To improve and develop the Premises in accordance with plans and specifications approved in writing from time to time by Council.
- c) To maintain the Premises and its fixtures, fittings and improvements therein.
- d) Committee to authorise the use of the facilities and to fix charges for the hire and use of the Premises or part thereof.
- e) To maintain proper financial accountability and to meet expenses and liabilities associated with the Premises (in accordance with the Management Agreement).

- f) To apply the Association's income only for the purposes of management, improvement, development and maintenance of the Premises.
- g) To operate as a not for profit Association.

4. POWERS OF THE ASSOCIATION

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

5. MEMBERSHIP OF ASSOCIATION

5.1 Types

The following Categories of Member shall be available-

- a) Member
The term of Membership shall be per financial year.
- b) Life Member
A person may be honoured with Life Membership for exemplary service to the Association over many years, at the discretion of the Committee.

5.2 Subscriptions

- a) Any Person fifteen (15) years of age or over, may apply to be a member of Littlehampton Peace Memorial Hall Incorporated by paying the prescribed fee and submitting a completed membership application form.
- b) A person's original application shall be in writing and signed by the applicant and forwarded to the Secretary for submission to the Committee at the next general meeting.
- c) Subsequent years of Membership require payment of prescribed fee and submission of membership application form.

5.3 Resignations.

A Member may resign from membership of the Association by giving written notice to the Secretary.

5.4 Expulsion of a Member.

- a) 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.
- b) 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 both parties.
- c) 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.
- d) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be member fourteen (14) days after the committee has communicated its determination to the member. On the day of the notification - committee keys/goods shall be returned to President of the committee.
- e) 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 fourteen (14) days after the determination of the committee has been communicated to the member.
- f) In the event of an appeal under 5.4d 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.

5.5 Register of Members.

A register of members must be kept by the Secretary and contain:

- a) The name and address of each member and their contact details
- b) date of birth if applicant is less than eighteen (18) years of age at time of application
- c) advice if member of a user group, community or other purpose for joining
- d) the date on which each member was admitted to the association, and
- e) if applicable, the date of and reason(s) for termination of membership.

6. THE COMMITTEE

The committee shall be made up from association members eighteen (18) years old or over, and shall consist of the offices of President, Immediate Past President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Booking Officer, and Assistant Booking Officer together with up to five (5) Committee Members.

The occupancy of any office shall be limited to five (5) consecutive terms (sixty (60) months) after which they must relinquish office for a period of at least one term (twelve (12) months) when they are again eligible for election. If no nomination for office is forthcoming they may continue for a further twelve (12) months.

6.1 Composition of committee.

- a) President – to be the Chairperson of all meetings for the association.
- b) Immediate Past President – is an automatic Office and is not a nominated position.
- c) Vice President – will perform the duties of the office of the President in their absence.
- d) Secretary – to be the contact and response person for any correspondence, such as letter, email or telephone in respect to the Committee matters on behalf of the Association and is responsible for minute taking and agenda preparation.
- e) Assistant Secretary – to perform duties of the office of Secretary as required.
- f) Treasurer – will perform all aspects and duties relating to financial management in support of the Committee and reports to DCMB according to accepted accounting practices.
- g) Assistant Treasurer – to perform duties of the office of Treasurer as required.
- h) Booking Officer – responsible for all bookings and must liaise with the Treasurer and committee as required.
- i) Assistant Booking Officer – to perform duties of the office of the Booking Officer as required.
- j) Up to five (5) committee members without title.
- k) The Mount Barker District Council shall be permitted to have an observer to attend any or all Association meetings, who can comment on matters but may not vote.

6.2 Powers and duties of the committee.

- a) The affairs of the association shall be managed and controlled by the 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 by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association and sets hire fees, conditions and bonds.
- 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.
- d) At each AGM, the elected committee members for the following year shall confirm or appoint an Association member to be the Public Officer.
- e) Notice of appointment and any change in the identity, or address, of the Public Officer are to be lodged within one month after the change with Consumer and Business Services (via Form 10).

6.3 Appointment.

For structure of committee refer 6.1 above.

- a) Committee positions with office (as nominated at beginning of section 6) can only be filled by committee members having served minimum six (6) consecutive months leading up to nomination for office bearer.
- b) All committee positions shall be declared vacant and are subject to election or re-election at each AGM.
- c) A retiring committee member shall be eligible to stand for re-election with a nomination. (subject to Clause 6.)
- d) All persons eligible to stand for election must be nominated by a member of the association at least fourteen (14) days before the meeting, by delivering the nomination of that person to the committee Secretary. The nomination shall be signed by the nominee, proposer and seconded by a member of the association.
- e) Notice of all persons seeking election to the committee shall be tabled at the AGM.

- f) The committee may appoint an association member 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 with a nomination.

6.4 Proceedings of committee.

- a) The committee shall meet in General Meeting for the dispatch of business in at least ten (10) months of the year.
- b) Only committee members shall be entitled to vote at general meetings.
- c) Questions arising at any meeting of the committee shall be decided by majority of votes. The chairperson has a deliberative vote and the event of an equality of votes shall have a casting vote.
- 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.

6.5 Disqualification of committee members

The role of a committee member shall become vacant if a committee member is any of the following:

- a) disqualified from being a committee member by the Act, or
- b) expelled as a member under these rules, or
- c) permanently incapacitated by ill health, or
- d) absent without apology from more than four meetings in a financial year.

6.6 Resignations

A committee member may resign their position by giving written notice to the Secretary or the President.

7. 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 President and the Secretary.

8. MEETINGS

- a) Any persons attending General or Special Meetings are required to be association members, or specifically at invitation of committee. Attendees at AGM are excluded from association membership requirement.
- b) If the President is not present within five (5) minutes after the time appointed for holding the meeting, or they are present but decline to take or retire from the chair, the Vice President will be the chairperson of that meeting.
- c) A quorum for any association meeting shall include one half of the persons occupying positions on the committee and include at least three (3) office bearers.
- d) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall lapse.

8.1 Annual general meetings.

The committee shall call an annual general meeting in accordance with the Act and these rules.

The annual general meeting shall be held within three (3) months after the end of financial year.

The order of the business at the meeting shall be:

- a) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
- b) The consideration of the accounts and reports of the committee and the report from an independent person with skills relevant to check the financials and systems for transparency and protection of the committee.
- c) The election of committee members by association members that are eligible to vote at AGM.
- d) The appointment of an independent person with skills relevant to check the financials and systems for transparency and protection of the committee, particularly in preparation for following year's AGM. (If required - see rule 11.5).

- e) Prior to nominating for any executive position (President, Vice President, Secretary or Treasurer) on committee, association members must have served six (6) months as a committee member, or in other cases may be appointed to an executive position through Special General Meeting.
- f) Any other business requiring consideration by the association in general meeting.

8.2 Special General Meetings.

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than five (5), of the total number of 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.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one (1) month, as required by 8.2b above, the requisitioners 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 requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 General meetings.

- a) Subject to 8.3c, at least fourteen (14) days' notice of any general meeting shall be given to committee members. The notice shall set out where and when the meeting will be held, and of the nature and order of the business to be transacted at the meeting.
- b) A notice may be given by the committee to any association member by serving the member with the notice personally, or by sending it by post or by email to the address appearing in the register of members (See rule 5.5).
- c) Where a notice is sent by post:
 - i. The service is affected by properly addressing, prepaying and posting a letter or packet containing the notice, and;

- ii. Unless the contrary is proved, service will be taken to have been affected at the time at which the letter, email or packet would be delivered in the ordinary course of post.

8.4 Voting at all meetings.

- a) Members must be eighteen (18) years of age or over to vote at an annual general meeting or special general meeting. Only Committee members may vote at a general meeting.
- b) A question for decision at a meeting, other than a special resolution, must be determined by a majority of members who are entitled to and vote in person or by proxy, at that meeting.
- c) Unless a poll is demanded by at least five (5) members, a question for decision at a meeting must be determined by a show of hands of members entitled to vote at that meeting.
- d) A user group may nominate up to maximum two (2) of their own members, who are also individual Association Members, to vote at annual general meeting or special general meetings on behalf of that user group.

8.5 Special and ordinary resolutions.

- a) A special resolution as defined in the Act. Definition of “special resolution” (a) (i) & (ii) require twenty-one (21) days written notice to all members of association specifying intention to propose the resolution as a special resolution and must be passed by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or by proxy (see 8.6), at the meeting which the special resolution is voted on.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.6 Proxies.

A member shall be entitled to appoint in writing a person who is also a member of the association to be their proxy. The proxy may vote at any meeting at which the original member is entitled to vote.

9. MINUTES

- a) Formal minutes of all proceedings of all association meetings shall be recorded within one (1) month after the relevant meeting in minute books kept

for the purpose, or by electronic means which are adequately and securely backed up.

- b) 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.
- c) 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.
- d) Where minutes are entered and signed they shall, until the contrary is proved,
 - i. be evidence that the meeting was convened and duly held,
 - ii. that all proceedings held at the meeting shall be deemed to have been duly held, and
 - iii. that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between;
 - i. A member and another member.
 - ii. A member and the committee.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all 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) 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.
- e) 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 (6) months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. FINANCIAL REPORTING

The financial year of the Association shall be the period 1 July and ending on the 30 June of the following year.

11.1 Banking

All monies of this Association shall be paid into the general account of this Association at such bank as the committee directs.

11.2 All payments.

- a) Can only be affected by the Treasurer, or the Assistant Treasurer of the Association, and subsequently authorised by a second officer appointed for that purpose.
- b) All transactions must have original transaction receipts in respect of them reported at the next general meeting.

11.3 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.

11.4 Accounts and reports to be laid before members.

The accounts, together with the financial report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.5 Appointments.

- a) At each annual general meeting, the members shall appoint an independent person with the relevant skills to review the finances of the association.
- b) The independent person with the relevant skills shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) At each AGM the Members shall confirm or appoint a member to be the Public Officer.

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 to the Mount Barker District Council.

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 variation or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, 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 the provisions thereof.

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 Consumer and Business Services, Corporate Services Commission.

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AMENDMENTS