

**KENT TOWN RESIDENTS ASSOCIATION  
Constitution**

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**1. NAME**

The Name of this Association shall be the “Kent Town Residents Association” otherwise known in this Constitution as “the Association”.

**2. OBJECTS**

The objects of the Association are:

- a. Be aware and concerned about property planning issues and with the physical development and environment of Kent Town including traffic management, replacement of overhead wiring and underground wiring, and maintenance of reasonable standards of open space provision in all future building both residential and commercial;
- b. Be aware and concerned about property planning issues and with the physical development and environment of Kent Town including traffic management, replacement of overhead wiring with underground wiring, and maintenance of reasonable standards of open space provision in all future buildings both residential and commercial;
- c. Accepting that there is a wide range and variation of people living in the Kent Town area, be concerned with preserving and promoting the desirable historical, architectural, social and cultural features in Kent Town and the Historic (Conservation) Zones, and promote community building of Kent Town through community projects and events and forums for the discussion of relevant topics.
- d. Act for the enhancement of Kent Town and its appearance through tidying and beautification activities.
- e. Organise and make representation to the local Council, State Government and any other relevant bodies concerning the issues that affect the conditions, amenity and community of Kent Town in the best interests of the residents and to improve the living conditions, community and amenity of Kent Town.
- f. To abstain from partisan endorsement of any candidate during Council, State or Federal elections.
- g. To do all such other lawful acts, deeds, matters and things as may be incidental or conducive to the attainment of the above objects or any of them.

**3. POWERS**

The Association shall have all the powers conferred by Section 25 of the Associations Incorporations Act, 1985 and as amended.

#### 4. MEMBERSHIP

- a. Members of the Association shall be people who are 16 years of age who normally reside within the boundaries of Kent Town, and wish to be a member and accept the objectives of the Association and have paid the membership fee set by the Association. The Committee may recognize long and valuable service of a member by appointing the member to honorary membership.
- b. Any person who applies for membership of the association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.
- c. A register of members must be kept and contain:
  1. the name and address (and email address where possible) of each member, and their current subscription status
  11. if applicable, the date of and reason(s) for termination of membership.
- d. Membership fees may be prescribed annually by the committee and payable at the beginning of each financial year.
- e. Financial members are entitled to make written submission or speak at any meeting of the Association concerning local issues or the affairs of the Association and such matters raised by a member must be considered at this meeting or the next Management Committee of the Association. Non-financial members shall not be entitled to vote at Annual or Special General Meetings.
- f. Membership shall be on an annual renewal basis based on the financial year and shall cease by resignation in writing or failure to renew membership with the appropriate payment within three months of its expiry.
- g. The liability of members and associate members shall be limited to the amount of the membership fee as determined herein
- h. Membership may be suspended by a vote for suspension supported by not less than two thirds of members attending a Management Committee or General Meeting of the Association. The suspension is to continue until the next meeting of the body that endorsed the suspension.
- i. Any suspended member may request in writing to the Management Committee that their suspension be reconsidered at a General Meeting of the Association to be called for that purpose within a month with no less than two weeks public notice to members of the meeting details.

##### 4.1 Expulsions

- 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. 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
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 4.3d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. 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.
- e. In the event of an appeal under 4.3d 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.

## **4.2 Dispute resolution**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
  - (1) a member and another member
  - (11) 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. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **5. MANAGEMENT**

### **5.1 Powers and duties**

- a. 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 general meeting.

- b. The committee has the management and control of the funds and other property 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.
- d. The committee shall appoint one of their number as the Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer is to be lodged within one month after the change

## **5.2 Appointment**

- a. All committee positions shall be subject to re-election at each AGM,
- b. A retiring committee member shall be eligible to stand for re-election without nomination.  
No other person shall be eligible to stand for election unless a member of the association (“the nominee”) has nominated that person (“the candidate”) at least 14 days before the meeting by delivering the nomination of the candidate to the secretary of the association. The nomination shall be signed by the candidate and by the nominee. The nominee shall have been a member of the Association for at least three months before the AGM at which the election takes place.
- c. 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,
- d. 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 and shall be eligible for election to the committee without nomination.

## **5.3 Office bearers and Duties**

### **5.3.1. President**

- a. Common Seal  
The President shall keep the common seal of the Association, which shall be affixed only by resolution of the Committee or a General Meeting in the presence of at least one other Association Office-bearer.

- b. Deliberative vote  
The President at any meeting shall have a casting as well as a deliberative vote on any motion under consideration.
- c. President shall chair  
The President shall chair all meetings of the Association unless they are absent or request not to do so when another member may be chosen by the majority of members present to act as President for that meeting.
- d. Agenda  
The President shall decide on all matters of order at meetings and in conjunction with the Secretary shall prepare the agenda for Committee and General Meetings.
- e. Spokesperson  
The President shall act as Association spokesperson unless another member is designated to this task by a majority decision of the Committee.

### **5.3.2. Treasurer**

- a. Maintain accounts  
  
The Treasurer shall be responsible for establishing and maintaining appropriate accounts in the name of the Association for all its financial affairs. Payments shall be made from petty cash or by Association cheque signed by at least two designated members from no more than four designated for this task by the Committee.
- b. Preparation of the annual financial report  
  
The Treasurer shall be responsible for preparation of the annual financial report on Association finance presented at each AGM.
- c. Financial management
  - 1. Accounts shall be kept in the name of the Kent Town Residents Association Inc.
  - 2. Cheques or withdrawals upon the Association's accounts shall be signed by any two signatories. The signatories shall comprise the President and Treasurer and two other committee members.
  - 3. Except with the authority of the committee no person shall purchase goods or incur any debt on behalf of the Association, The President may authorise expenditure not exceeding the sum of \$400 in cases of urgency.
  - 4. Any profits resulting from the transactions of the Association shall be used only in furtherance of its objectives.

- d. Financial reporting
  - 1. The financial year of the association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.
  - 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. Refer to regulation 8 of the Associations Regulations.
  - 3. The accounts, and the Treasurer's statement and report, shall be laid before members at the annual general meeting.

### **5.3.3. Secretary**

- a. Records to be kept  
The Secretary shall cause records to be kept of the business of the Association including the Constitution and policies, record of members, register of minutes, meeting notices, correspondence and reports or other submissions prepared by or for the Association.
- b. Minutes to be kept  
Preparation of accurate minutes of Association meetings including all decisions endorsed by majority vote at such meetings. These minutes to be presented at the next Committee meeting for endorsement 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 or alteration to produce an accurate record. Other members may assist the Secretary with this task.
- c. Minutes are evidence  
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.

### **5.3.4. Public Officer**

The Public Officer of the Association will be elected at the AGM or appointed by the Committee from among their number for the purposes of the Associations Incorporation Act, 1985 (Section 14 of this constitution refers).

## 6. PROCEEDINGS OF COMMITTEE

- a. Management of the Association shall be vested in a Management Committee (henceforth called “the Committee” in this Constitution) which shall comprise up to 12 members, including Office-bearers, nominated and if necessary, elected at the Annual General Meeting (AGM) of the Association.
- b. The Office-bearers of the Association shall be Association members and are appointed at the AGM by a process of nomination and election, which in the first case shall be for a President, Vice-President, Secretary and Treasurer. Further Office-bearers may be designated as required by a decision of a General Meeting or Committee meeting.
- c. 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 at committee and general meetings.
- d. The committee shall cause proper accounting and other records to be kept, and shall cause such records to be audited. The committee shall also cause to be made out and laid before each Annual General Meeting a balance sheet and a statement of income and expenditure made up to the end of the financial year immediately preceding such meeting together with a copy of the Auditor’s report.
- e. The Committee shall meet as often as may be required, but not less than 10 times in each year, to conduct the business of the Association. All members are entitled to attend and speak at any Committee meeting.
- f. The Quorum required for a valid decision-making meeting of the Committee shall be half its current members.
- g. The President or any two other persons of the Committee shall have the power to call a meeting of the Committee. Notice of such meeting shall be given to all current members either at the previous Committee meeting or by a notice in writing sent to their personal address at least seven days before the meeting. In an emergency this notice time can be reduced to 24 hours providing all current members are personally contacted and the meeting ratifies the emergency cause of the meeting.
- h. 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.



- i. An office-bearer or member of the Committee shall cease to hold office upon resignation in writing, suspension or absence from three consecutive meetings without provision of an explanation acceptable to a majority of the Committee.
- j. Vacancies unfilled at the AGM or another Association member who after nomination receives majority endorsement at a valid Committee meeting may fill positions arising from the resignation of office bearers or general members of the Committee.
- k. The Committee may co-opt associate members and appoint sub-committees of members for specific purposes who shall report back to the Committee on their activity and meet as required or directed by the Committee and sub-committees may co-opt associate members.
- l. The Office-bearers together or separately may take whatever action is required to carry out the day to day affairs of the Association but shall report on any such actions at the Committee meeting.
- m. The office of a committee member shall become vacant if a committee member is:
  - Disqualified from being a committee member by the Act
  - Expelled as a member under these rules
  - Permanently incapacitated by ill health
  - Absent without apology or good reason approved by the committee from more than four meetings in a financial year
  - No longer the duly appointed representative of a corporate member.

## **7. GENERAL MEETINGS**

### **7.1 Annual general meetings**

- a. The committee shall call an annual general meeting to be held within 31 days of the end of the financial year that concludes on 30th of June in accordance with the Act and these rules. Written notice of this AGM must be given to all financial members of the Association at least fourteen days and no more than 28 days before the meeting.
- b. The business of the Annual General Meeting shall be:
  - i. to receive the President's report for the previous financial year
  - ii. To receive the Treasurer's report and financial statements for the previous financial year
  - iii. To elect or re-elect the members of the Committee
  - iv. To conduct any other business that is listed on the meeting agenda or raised by members attending the meeting

- v. To set any Annual fees for Association membership
- c. The Association is to convene at least four General Meetings of members annually including the AGM.
- d. The election of Committee members at the AGM:
  - i) The retiring President shall appoint a chairperson for the election of officers,
    - ii) if the number of candidates is equal to the number of positions to be filled, the chairperson of the AGM shall declare the candidates elected.
    - iii) If the number of candidates exceeds the number of vacancies to be filled, an election by ballot shall be held. Any candidate may withdraw nomination at any time prior to the AGM.
  - iv) Procedures for a ballot:
    - 1. The Chair of the meeting shall appoint a returning officer
    - 2. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
    - 3. If a poll is demanded by at least five 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.
    - 4. 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.
    - 5. If a poll is demanded, on the ballot paper, the member voting shall place a cross in the square opposite the name of each candidate for whom s/he wishes to vote and shall vote for no more and no less than the required number of candidates.
    - 6. Immediately after the voting papers have been received the returning officer shall count the votes and the candidates receiving the greatest number of votes shall be elected
    - 7. In the case of an equality of votes the Chair shall have the deciding vote.

## **7.2 Special general meeting**

- a. The committee may call a special general meeting of the association at any time.
- b. The meeting shall be called within thirty (30) days of the receipt by the Secretary of a requisition signed by ten (10) members in which the objects of the meeting sought are specified.
- c. If a special general meeting is not convened within one month, as required by 6.2b above, the requisitionists 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. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## **7.3 Notice of general meetings**

- a. 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 specified in the requisition,
- b. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post or by email or other electronic means to the address appearing in the register of members.
- c. Where a notice is sent by post:
  - i) the service is effected 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 effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- d. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- e. Any member of the Association may at any ordinary meeting give notice to vary, amend or establish a rule at the next ensuing ordinary meeting and any such proposals shall be submitted after thirty (30) days notice to the next ensuing ordinary meeting of the Association for confirmation and upon confirmation shall have full force and effect.
- f. If a special general meeting is not convened within one month, as required by 6.2b above, the requisitionists 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. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

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

- a. 25% of the current membership and who are present personally shall constitute a quorum for the transaction of business at any general meeting.
- b. 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.
- c. The President shall preside as chairperson at a general meeting of the association.
- d. If the President 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 members may choose a committee member or one of their own number to be the chairperson of that meeting.

### **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 of the association.

### **9. VOTING**

- a. Voting at all meetings of the Association shall be by show of hands unless a majority of members present vote for secret ballot or the vote is for election to any Association position where secret ballot shall be used. On a show of hands, and upon a poll, every member shall have one vote.
- b. Non-financial members of the Association may not vote at Association meetings.
- c. An affirmative vote, unless otherwise specified herein, shall require a simple numerical majority of members present and voting. Members are entitled to abstain from voting at any time.
- d. A declaration by the Chairperson that such a resolution has been carried or

carried by a particular majority, or lost, shall be deemed conclusive evidence of the result without further proof being required.

#### **10. AMENDMENT OF THIS CONSTITUTION**

This Constitution can be repealed, altered or amended by resolution of two-thirds of members present and voting at a General Meeting or the AGM if the proposed change has been circulated to members with the notices of the meeting.

#### **11. DISSOLUTION OF THE ASSOCIATION**

- a. Dissolution of the Association can only occur if a motion for that purpose is endorsed by two-thirds of current members, present at a valid special general meeting, where dissolution of the Association was listed as the primary purpose of the meeting, in all notices sent to members advising them of the date, time and place of the meeting.
- b. On dissolution all property of the Association after payment of debts or legal liabilities shall be transferred to any other body formed to meet similar objectives or established for charitable purposes in the Kent Town community and which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Association under or by virtue of this rule.

#### **12. COMMON SEAL**

There shall be a common seal of the Association and all instruments shall be executed by the Association by the affixing of the Common Seal thereto in the presence of the President or Vice-President, Secretary or Treasurer and one other committee Member

#### **13. LOTTERIES**

The income of the Association from the conduct of lotteries can only be applied towards the promotion of the Association's objects and no member of the committee of the Association is entitled to remuneration or benefit from such income.

#### **14. PUBLIC OFFICER**

The Public Officer of the Association will be elected at the AGM or appointed by the Committee from among their number for the purposes of the Associations Incorporation Act, 1985 (Section 5.3.4 of this constitution refers)

#### **15. NON-PROFIT CLAUSE**

The income and property of the Association shall be applied solely towards promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit, to members or relatives of members of the Association, provided that nothing herein shall prevent the

payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association for a service actually rendered to the Association, or reasonable and proper rental for premises let by any member of the Association.

## **16. RULES**

These rules may be altered (including an alteration to the association's name) by resolution at any Annual General Meeting or Special General Meeting of the association. This includes rescission or replacement by substitute rules. Notice of any proposed change to the Rules shall be given to the Secretary at least 14 days before the meeting in question.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.