

Lodged with the Office of Consumer and Business Affairs on

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CERTIFIED TRUE COPY

[Signature]

A VALID COPY OF THE CORPORATE RECORDS ACT 2001

DATE 22/9/2023

MOUNT TORRENS AND DISTRICTS COMMUNITY ASSOCIATION CONSTITUTION (1ST JULY, 2004)

1. NAME

- 1.1 The body shall be known as the "Mount Torrens and Districts Community Association"

2. INTERPRETATIONS

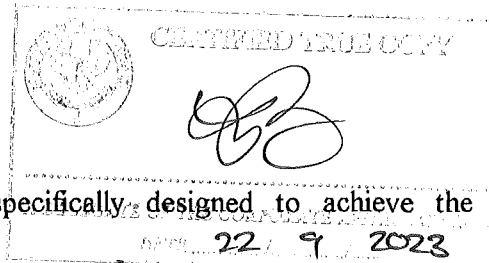
- 2.1 In these rules unless the contrary appears -
"Association" means The "Mount Torrens and Districts Community Association"
"Committee" means the Committee of Management of the Association
"Member" means a member of the Association
"Meeting" means a general meeting of members convened in accordance with these rules.
"the Act" means the Associations Incorporation Act 1985
- 2.2 In these rules any reference to one gender will be interpreted as a reference to both genders.

3. OBJECTS AND PURPOSE

- 3.1 Promote and encourage the sensitive preservation of the Districts lifestyle, buildings and environment.
- 3.2 Be a link between the Adelaide Hills Council, the Heritage Consultant and the Community.
- 3.3 Help prioritise preservation projects.
- 3.4 Lobby for and seek funding for restoration and other associated community projects.
- 3.5 Acknowledge achievements in restoration and ensure recognition.
- 3.6 Be a voice to the authorities to help minimise anti-social behaviour.
- 3.7 Encourage the use of the Mount Torrens soldiers Memorial Hall and the Mount Torrens Centenary Park as focal points for community activities.
- 3.8 Help develop and promote projects to involve the youth of the town.

4.

POWERS



- 4.1 To seek funding for projects specifically designed to achieve the Association's objects and purpose.
- 4.2 To appoint, employ and remunerate such persons, officers, servants, agents, employees, consultants and contractors and specifically a project officer, where remuneration has been specifically applied for and approved as part of project funds.
- 4.3 To enter into any contracts, agreements, arrangements and understandings considered necessary by the Association to achieve its objects and purpose.
- 4.4 To take all reasonable measures to effectively achieve the objects and purpose of the Association in accordance with sound technical, environmental, financial, social and economic practices.
- 4.5 To create subcommittees and/or working parties in order to carry out the objects of the Association acting upon the instructions of the committee. All deliberations of the said committees and / or working parties are required to be presented to the committee and ratified by the committee in a committee 51 % majority vote before becoming Association policy.
- 4.6 To do all things necessary or considered desirable by the Association for the purpose of achieving or carrying into effect any of the foregoing.
- 4.7 The following duties are to be observed while exercising the powers of the Association:
 - 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 objective of the Association; and
 - to act in accordance with the guidelines in the Association Constitution and the Incorporated Associations Act

5

INCORPORATION

- 5.1 The Association shall be incorporated according to the regulations of the Associations Incorporation Act 1985.

6

MEMBERSHIP

- 6.1 Membership of the Association shall be open to all persons who are residents in or own property within the district area or near environs and to persons who represent a relevant body or Association within the district area or near environs.

- 6.2 Membership of the Association is by expression of interest lodged with the secretary of the committee and on acceptance of the application by the committee.

- 6.3 The Association shall keep a register of members, known as "Members Register" and details of all members are to be recorded there in.

- 6.4 To assist the Association in achieving its objectives and purpose committee membership may be extended to :
An officer of a relevant Government department
A representative of the Adelaide Hills Council
However, unless compliance with sub rule 6.1 is evident that committee member may not hold any voting rights.

- 6.5 Members of the Association will not be held liable, accountable or responsible for any decisions or actions instituted by the committee on behalf of the Association.

7 SUBSCRIPTIONS

- 7.1 The subscription fees for membership shall be such a sum as the members shall determine from time to time in general meeting.
- 7.2 Subscription fees for membership shall be payable annually on 1st July or at such time as the committee shall determine from time to time.
- 7.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

8 RESIGNATION

- 8.1 A member may resign from membership of the Association by giving written notice thereof to the secretary of the Association. Upon acknowledgment and acceptance of the resignation by the committee that member's name may be struck from the "Members Register"
- 8.2 A member shall be deemed to have resigned from membership of the Association if they no longer comply with subrule 6.1. That member's membership may be terminated without notice and the same struck from the "Members Register".

9 EXPULSION OF A MEMBER

- 9.1 Subject to giving a member an opportunity to be heard or make written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests and goodwill of the Association.

9.2 Particulars of the charge shall be communicated to the member at least fourteen days before the meeting of the committee at which the matter shall be determined.

9.3 The determination of the committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to sub rule 9.4 cease to be a member and struck from the "Members Register" fourteen days after the committee has communicated its determination to the member.

9.4 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 days after the determination has been communicated to the member.

9.5 In the event of an appeal under subrule 9.4, the appellant's membership shall not be terminated unless the determination of the committee to expel the member is upheld by a 51 % 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.

10 COMMITTEE

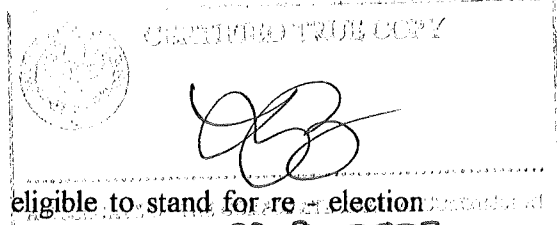
10.1 The affairs of the Association, including assets and liabilities of the Association, shall be managed and controlled exclusively by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

10.2 The committee has the management and control of the funds and other property of the Association.

10.3 The committee shall comprise of a Chairperson, Vice - Chairperson, Secretary, Treasurer and a minimum of two other committee members all of whom shall be members of the Association. The maximum number of committee members shall be ten.

10.4 The first committee of the Association shall be comprised of such persons as hold office prior to the adoption of this first constitution dated 1st July 2004. The first committee shall hold office until the first annual general meeting at which time all of the members of the committee shall retire from the committee but be eligible for re - appointment. At each subsequent annual general meeting all of the members of the committee shall retire and be eligible for re - appointment.

10.5 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 and shall be eligible for re - appointment.



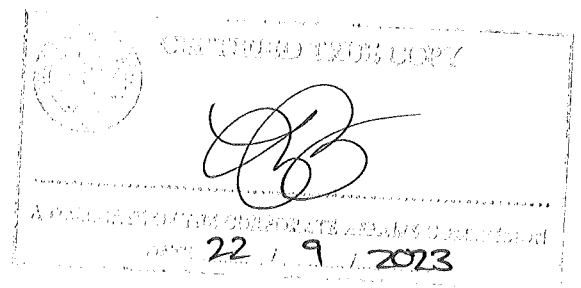
- 10.6 A retiring committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated that person in writing and delivered the nomination of that person to secretary of the committee before the vote is called for that office at the annual general meeting. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 10.7 If only the required numbers of persons are nominated to fill existing vacancies, the Secretary of the committee shall report accordingly to the annual general meeting and the Chairperson shall declare such persons duly elected as committee members.

11 DISQUALIFICATION OF COMMITTEE MEMBERS

- 11.1 The office of committee member shall become vacant if a committee member is:
expelled under these rules
ceases to be eligible for membership under sub rule 6.1 or 6.4
incapacitated by ill - health
liable to be dealt with in any way under the laws relating to mental health
absent without apology for more than three consecutive meetings, or
more than four committee meetings in any one financial year.

12 PROCEEDINGS OF COMMITTEE

- 12.1 The committee shall meet together for the dispatch of business at least six times per calendar year and in such a place and at such a time that is convenient to a 51% majority of committee members.
- 12.2 Notice of each meeting together with an agenda and copies of any papers for discussion shall be provided to each committee member at least seven days prior to the next committee meeting.
- 12.3 A quorum for a meeting of the committee shall be set at 5 committee members.
- 12.4 Questions arising at any meeting shall be decided by a majority of votes and in the event of equality votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 12.5 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 as soon as possible, in writing, the nature and extent of the conflict and interest and shall not vote in respect to that issue.
- 12.6 No committee member may hold more than one office concurrently except in an acting capacity.



13

RULES

- 13.1 Subject to approval by a resolution of members of the Association at a general meeting, these rules may be altered (including an alteration to name), or be rescinded and replaced by substitute rules.
- 13.2 The rules shall bind the Association and every member of the Association to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

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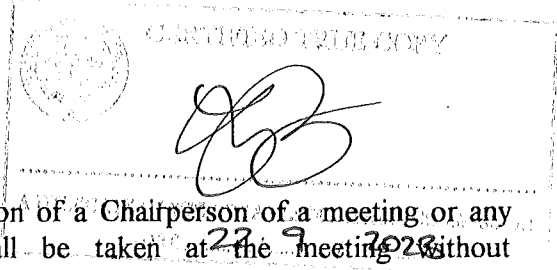
MEETINGS

- 14.1 The committee may call a special general meeting at any time and shall call an annual general meeting in accordance with these rules.
- 14.2 Notice of an annual general meeting shall be provided to each member at least twenty eight days prior to the meeting.
- 14.3 The first annual general meeting shall be held within six months after the adoption of this first constitution dated 1st July 2004 and thereafter in November of each year.
- 14.4 Upon a requisition in writing of not less than 20% of the total number of members of the Association the committee shall within one month of receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 14.5 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 14.6 If a special general meeting is not convened within one month as required in sub rule 14.4 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 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 a meeting shall be borne by the Association.
- 14.7 Subject to subrules 14.2 and 14.8 at least fourteen 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. In the case of an annual general meeting the order of the business at the meeting shall be - the consideration of the accounts and reports of the committee and auditors, the appointment of auditors and committee members and any other business requiring consideration of the Association in general meeting.

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- 14.8 Notice of meeting at which a special resolution is to be proposed shall be given at least twenty one days prior to the date of the meeting.
- 14.9 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 to the address shown in the "Members Register".
- 14.10 Where notice is sent by post, service of this notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre - paid mail or placed in their postal box for collection by an authorised employee of Australia Post.

15 PROCEEDINGS AT MEETINGS

- 15.1 A quorum at any general meeting shall be 30% of all registered members.
- 15.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon 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 same place and if at such an adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.
- 15.3 The Chairperson of the committee or if there shall be no Chairperson then the Vice - Chairperson of the committee, or in their absence or in their declining to take or retiring from the chair, one of the committee members chosen by meeting shall preside as Chairperson at every general meeting of the Association.
- 15.4 The Chairperson with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.5 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 15.6 At any general meeting a resolution put to a vote shall be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of or against the resolution.
- 15.7 If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting, except in the case of a special resolution where a majority vote of not less than 75% of members present at the meeting and entitled to vote do so personally or by proxy, is required.



- 15.8 A poll demanded on the election of a Chairperson of a meeting or any question of adjournment shall be taken at the meeting without adjournment.

16 **MINUTES**

- 16.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 16.2 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 after acceptance by the committee as being a true and accurate record of that meetings proceedings.

17 **VOTING RIGHTS**

- 17.1 Subject to these rules each member present or by proxy shall be entitled to one vote.
- 17.2 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

18 **PROXIES**

- 18.1 A member shall be entitled to appoint in writing a natural person to be his proxy and to attend and vote at any meeting of the Association.

19 **FINANCIAL YEAR**

- 19.1 The first financial year of the Association shall end on 30th June 2005 and thereafter the financial year shall end on the 30th June of each and every year.

20 **ACCOUNTS**

- 20.1 The Association shall keep all such accounting records as are required by the Associations Incorporation Act 1985 and any sponsoring body and as necessary to correctly record and explain the financial transactions and financial position of the Association.

21

AUDIT

- 21.1 The accounts and activities of the Association shall be subject to audit as specified by the Act.
- 21.2 An auditor shall be appointed at the annual general meeting.
- 21.3 The report of the Auditors and the accounts of the Association shall be submitted to the Annual General Meeting of the Association which shall be held within five months after the end of its financial year.

22

ASSETS AND INCOME

- 22.1 The assets and income of the Association shall be applied solely in the furtherance of the Associations objects and purpose and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 22.2 If after the winding up of the Association there remains any assets, such assets shall be vested in the following proportions one third Mount Torrens CFS, one third to the Mount Torrens Soldiers Memorial Hall and one third to the Mount Torrens Centenary Park excepting any unspent portion of a grant from a sponsoring body which shall be refunded to the sponsoring body.

23

DISSOLUTION

- 23.1 Subject to a resolution at a special general meeting, the association may be dissolved or wound up by one of the following methods:
- Winding Up
 - Members Voluntary Winding Up
 - Voluntary Administration
 - Deregistration

in accordance with the Association Incorporation Act 1985."

"This is the annexure marked 'A' referred to in the statutory declaration of

Conrad M. Adams King

made on the 23RD day of JUNE 2004

Before me *MG Rippin* JP 24436
MG Rippin