

CONSTITUTION OF THE GUILDFORD ASSOCIATION INCORPORATED

(Updated Tues 22nd August, 2017)

1. NAME

The name of the association shall be The Guildford Association Incorporated, hereinafter referred to as the Association.

2. DEFINITIONS

In these rules, unless the contrary intention appears –

“Committee meeting” means meeting of the Executive Committee;

“Executive Committee” means the management committee of the Association referred to in rule 12.1;

“Committee member” means member of the “Executive Committee”, a person referred to in rule 12.1 and 12.3;

“financial year” has the meaning given to it by section 3(1) of the Act, a reference in that section to –

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the committee” being construed as a reference to the Committee;

“meeting” means meeting convened under rule 9;

“member” means a member of the Association;

“ordinary resolution” means a resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“the Act” means the Associations Incorporation Act 1987;

“the Association” means the Association referred to in rule 1;

“the President” means –

(a) in relation to the proceedings of a Committee meeting or general meeting, or ordinary meeting, or extraordinary meeting, the person presiding at the Committee meeting or general meeting, or ordinary meeting or special meeting in accordance with rule 14.1;

“the Secretary” means the Secretary referred to in rule 12.1;

“the Treasurer” means the Treasurer referred to in rule 12.1;

“the Vice-President” means the Vice-President referred to in rule 12.1.

3. GOAL

The goal of the Association is to :

(a) preserve and promote the historic and rural nature of Guildford and its environs.

(b) Enhance and protect the quality of life of residents and rate-payers in the area.

4. OBJECTIVES

4.1 The Association is a benevolent Association and will

4.2 Provide advice and help to any resident or group in the area on matters pertaining to the Association’s goal(s).

4.3 Engage in research on matters pertaining to the Association’s goal(s).

4.4 Provide a link between individual members, groups and local/state government and their authorities and agencies.

5. POWERS

The Association shall have the following powers:-

- 5.1 To raise any monies required for the object and purpose of the Association in such a manner and on such terms and securities as shall be lawfully determined.
- 5.2 To invest and deal with the monies of the Association in such a manner as may from time to time be determined.
- 5.3 To open any account or accounts with any bank or banks and to operate by and in all usual ways, any such account or accounts.
- 5.4 To appoint, employ and pay any staff as required. The Executive Committee (hereinafter referred to as the Committee), has the powers to dismiss staff members subject to normal industrial conditions. Staff members who have been dismissed may appeal at an Extraordinary General Meeting called for that purpose. Staff who wish to appeal must give notice of intent within 2 days of their dismissal. If staff member secures two-thirds of the vote of the members present at the Extraordinary General Meeting they will be reinstated.
- 5.5 To do all such other things as are incidental or conducive to the attainment of its objectives.
- 5.6 To amalgamate, co-operate, affiliate and enter into reciprocal arrangements with any other group or association having objects wholly or in part similar to those of the Association.

6. INCOME AND PROPERTY

The income and property of the Association shall be applied solely to the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to persons, members or otherwise in return for services actually rendered to, or expenses incurred on behalf of the Association.

7. MEMBERSHIP

- 7.1 Membership shall be open to:
Any individual or group interested in promoting the objectives of the Association, Representatives of such-organisations as may be approved by the Committee.
- 7.2 The Committee shall reserve the right to cancel the Membership of any individual or group where particular circumstances warrant such action. An expelled member shall have the right to appeal to a General Meeting of members.
- 7.3 Government Agencies, Statutory Bodies and Local Governments shall not have any power to vote on, move or second motions or hold a position on the Committee. Individuals employed by these bodies are similarly excluded unless the Committee shall make a special exemption. This exemption shall be made either when the individual joins the Association or when they subsequently take employment with a Government Agency,

or Statutory Organisation or with Local Government. The exemption shall stand while the individual remains a member.

7.4 A register of members shall be kept by the Secretary pursuant to Schedule 1, Clause 4 of the Act.

The following has replaced all of clause 8 of the Constitution with the following: Changes to the Constitution – (Approved at Extraordinary Meeting, Tues 22nd August, 2017)

8. Membership fees

8.1 For the purposes of the assessment of annual fees, the financial year shall commence on the 1st day of September and the annual fees shall be due on that date.

8.2 A member who is unfinancial can become financial at any time by paying the annual membership fee, except after the start of or during the AGM. See also 8.3

8.3 Only financial members can vote, be nominated or stand for office at the AGM. Memberships can be renewed and new memberships paid up until the commencement of the AGM. Monies must be in receipt of the Treasurer or nominated recipient prior to the start of the AGM. The AGM will commence when stated by the Chairperson.

8.4 Annual membership fees can only be reviewed at the AGM each year.

8.5 In the event of a member being expelled from or withdrawing from the Association all fees paid shall be forfeited.

9. MEETINGS

9.1 An Annual General Meeting shall be held between the months of August and September each year. Notification of date, time and venue shall be advertised in a public notice in the press at least seven (7) days prior to the meeting date and express notice in writing be given to all Committee members at least 7 days prior to the meeting date.

9.2 Ordinary Meetings shall be held at such times and places as determined by a preceding Ordinary Meeting of the Association with a minimum of three (3) meetings a year, subject to Clauses 17 and 20.

9.3 Extraordinary Meetings of the Association may be convened by the President, Vice President, Secretary or by requisition of 6 members of the Association. At least seven (7) days notice of such a meeting shall be given to all members via a public notice. All members of the Committee are to be individually contacted by the convener(s) at least seven (7) days prior to the

meeting.

9.4 Sub-committees shall meet at such times as deemed necessary.

10. QUORUM

The quorum at Committee meetings shall be four (4) members personally present.

The quorum for Ordinary/Extraordinary Meetings shall be six (6) and for the Annual General Meetings it shall be eight (8).

11. VOTING

11.1 All members shall have the right to exercise one vote on any motion under discussion at meetings which they are entitled to attend.

11.2 Voting shall be carried by a simple majority.

11.3 In any event of equal voting on a motion before the Association the President shall have a casting vote.

11.4 Each member is entitled to present one proxy vote on behalf of another member not present. The proxy vote must be in writing, signed by the said member and presented to the Chair before the commencement of the meeting. The penalty for presenting a proxy vote without the approval of the said member shall be dismissal from the Association.

12. EXECUTIVE COMMITTEE

12.1 The Association shall be managed by an Executive Committee consisting of President, Vice-President, Treasurer, Secretary and up to five (5) nominated members.

12.2 The Committee shall be elected at the Annual General Meeting and subject to termination of office by resignation or otherwise shall remain in office until their successors are appointed at the Annual General Meeting following their appointment. The Committee shall have power to fill any vacancy that may occur but the proceedings of the Committee shall not be invalidated in the consequence of there being less than the required number. The retiring officers and other members of the Committee shall be eligible for re-election.

12.3 The Executive Committee will have the power to co-opt members for special purposes or where deemed necessary.

12.4 Sub-committees may be set up comprising members of the Committee and/or other persons for purposes of furthering the objectives of the Association.

12.5 Sub-committees will appoint a Convener who will be responsible to the Committee and shall be required to report on the actions of the Sub-committee.

13. ELECTION OF COMMITTEE

13.1 Any two members may nominate any other member or members

to serve on the Committee.

13.2 A member may be nominated for more than one office or position at the same election but may be elected to only one such office or position.

13.3 Voting shall be by a simple majority and every member shall be entitled to vote for as many candidates as there are offices or positions to be filled. The candidates who receive the most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the President shall have a second or casting vote.

14. DUTIES OF OFFICE BEARERS

14.1 The President or Vice-President shall preside at meetings. In the absence of both, the meeting shall elect its own Chair.

14.2 The Secretary shall keep records, take minutes, deal with correspondence and such other secretarial duties as the Committee directs.

14.3 The Treasurer shall be responsible for the finances of the Association and shall present a financial record monthly or as requested by the President.

14.4 The Treasurer shall keep a bank account. Authorisation for withdrawals shall require the signatures of two office bearers.

14.5 Other members of the Committee may be allocated special duties as the Committee directs.

15. INDEMNITY

The members of the Executive Committee and Sub-committees shall be indemnified from the funds of the Association against all charges, costs, losses, damages and expenses which they or any of them shall incur or sustain in or about the execution of the respective offices or duties, except as may be occasioned by or through their own welfare default and none of them shall be answerable for the acts of the other of them.

16. AUDITING

The Auditor shall be appointed by the members at the Annual General Meeting. Auditing of the books of account shall be conducted annually just prior to the Annual General Meeting so that an audited financial report shall be available at the meeting.

17. AMENDMENTS TO THE CONSTITUTION

The Constitution may only be amended at an Annual General Meeting or an Extraordinary Meeting called for that purpose. The consent of seventy five per cent (75%) of members voting at a meeting called to amend the Constitution shall be required to pass an amendment.

18. TRUSTEES

The Committee shall appoint two Trustees of the Association who shall be

members of the group and who shall hold office until their successors are appointed. The Committee shall have power to remove any Trustees at any time and appoint a new Trustee in his/her place.

19. INSPECTION OF RECORDS

A member may, on application to the Secretary, at any reasonable time inspect without charge the books, documents, records and securities of the Association.

20. COMMON SEAL

The Association shall have a Common Seal which shall be kept in the custody of the Secretary and shall be affixed to any deed, instrument or document by the Trustees at the direction of the Committee. Every such deed, instrument or document to which the Seal is affixed shall be signed by the Trustee and countersigned by the Secretary or by the other Trustee or by some other person appointed by the Committee for the purpose.

21. WINDING-UP

In the event the Association has insufficient members to attain a Quorum or has been inoperative for a continuous period of twelve months, or in the case of a written notice requesting the winding-up of the Association signed by at least four (4) members, public notice shall be given by the President, in a newspaper circulating in the area, of a motion to make an application for the winding-up of the Association pursuant to Section 35 of the Act. The following procedure shall then take place:-

(a) an Extraordinary General Meeting shall be called and advertised at least fourteen (14) days prior to the date of the meeting. The advertisement shall stipulate that the meeting is being called to wind up the Association.

(b) The consent of seventy five per cent (75%) of members voting at the meeting shall be required to wind up the Association. In the event that 75% of the members at the meeting vote in favour of winding up the Association the President shall take the necessary steps to effect the resolution in accordance with the provisions of the Act.

(c) If, on the winding up of the Association, any property of the association remains after the satisfaction of the debts and liabilities of the Association and costs, charges and expenses of that winding up, that property shall be distributed:-

(a) to another incorporated association having objectives similar to those of the Association; or

(b) for charitable or benevolent purposes,

which incorporated association or purpose, as the case requires shall be determined by a resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution of the surplus property of the Association.