

# THE BRUNY ISLAND COMMUNITY ASSOCIATION INC.

---

## **CONSTITUTION**

(As amended 11<sup>th</sup> October 2015)

### **1. Name of the Association**

The name of the association shall be the "Bruny Island Community Association' Inc." (in this Constitution called 'the Association ').

### **2. Interpretation**

- (1) In this Constitution, unless the contrary intention appears:  
'The Act' means the Associations Incorporation Act 1964 and regulations made thereunder.  
'Committee' means the committee of management of the Association.  
'Executive' means the office bearers within the committee of management of the Association.  
'Committee person' means a member of the committee to who paragraph (b) of sub-rule (1) of Rule 20 applies.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

### **3. Objects and Purposes of the Association**

- (1) The basic objects of the Association are:
  - (a) to maintain and develop the quality of life on Bruny Island;
  - (b) to preserve the important elements of the special character of Bruny Island; and
  - (c) to support any development of or alteration to the attributes and qualities of the Island that contribute in a positive way to the enhancement of its character.
- (2) It is expressly declared that the objects of the Association do not include any activity which might be carried on for the purpose of trading or securing pecuniary profit for its members.
- (3) In order to achieve the above objects:
  - (a) encourage amalgamation or affiliation with associations, organisations, committees and other community groups having similar or related objectives; and
  - (b) make such representations to Federal, State and Local Government as may be appropriate.
- (4) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
  - (b) the buying, selling, and supplying of, and dealing in goods of all kinds;
  - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) the accepting of any gift, whether subject to a special trust or not, for anyone or more of the objects or purposes of the Association;
  - (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (g) the representation at any organisation of conferences, seminars, classes and workshops, and the exchange of information between the Association and similar Associations or bodies;
  - (h) the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;

- (i) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- (j) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-1964 of the Commonwealth relates;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the amalgamation of the Association with other groups which are formed for any of the basic objects of the Association or the acceptance of the affiliation with the Association of any other body whose purposes are in any way related to those of the Association;
- (m) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- (n) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

#### **4. Membership of the Association**

- (1) Membership of the Association shall be open to any ratepayer of, or resident of Bruny Island and any member of his or her family.
- (2) The Secretary will maintain a register of current financial members.
- (3) The amount of the annual subscription may be altered from time to time by the members by resolution at an annual general meeting.
- (4) The annual subscription of a member is due the first day of the financial year of the Association and payable before the annual general meeting.
- (5) The committee may propose to confer upon any members of the Association membership for life, provided that such proposal is confirmed by resolution at a general meeting held in accordance with these rules.

#### **5. Dissolution of the Association**

- (1) (a) Subject to Section 32 of the Act, the Association may be dissolved by a three-quarters majority of members present at either an annual general meeting or a special general meeting. Notice of a motion to dissolve the Association must be given 90 days before the meeting and widely advertised in the community; and
- (b) if upon the dissolution of the Association there remains any property or assets the same shall not be distributed or paid to any member of the Association, but dispersed to such Associations, groups or societies, which have like objects and purpose to the Association in manner decided upon by a majority of the members at the general meeting which passes the motion of dissolution and subject always to Section 33 of the Act.

#### **6. The Income and Property of the Association**

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- (2) The Association shall not pay to any member of committee any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in this rule prevents the payment in good faith to a servant or member of the Association of:
  - (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;

- (b) interest at a rate not exceeding an amount determined by the Executive from time to time on moneys lent to the Association by the servant or member; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **7. The Accounts, Receipts and Expenditure of the Association**

- (1) True accounts shall be kept:
  - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Association,and those accounts shall be open to the inspection of the members of the Association on request.
- (2) The Treasurer of the Association shall faithfully keep all general records and accounts connected with the operations and business of the Association in such form and manner as the committee may direct.

## **8. Banking and Finance**

- (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and provide a receipt if requested.
- (2) The committee shall maintain a bank account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) No payments shall be made without the authorisation of the committee.
- (4) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two officers from those authorised as account signatories by the committee.

## **9. Auditor of the Association**

- (1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association and such auditor shall be a registered company auditor within the meaning of the Corporations Act 2001.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- (3) If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- (4) The auditor may only be removed from office by special resolution in accordance with Section 23 of The Act.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

## **10. Audit of Accounts**

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the Auditor.
- (2) The Auditor shall certify as to the correctness of the accounts of the association and shall report thereon to the members present at the annual general meeting.
- (3) In the report, and in certifying to the accounts, the Auditor shall state:
  - (a) whether the information required has been received;
  - (b) whether, in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information as shown by the books of the Association; and
  - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer of the Association shall cause to be delivered to the Auditor, a list of all the accounts, books and records of the Association.
- (5) The Auditor:

- (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
- (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his or her duties as auditor;
- (c) may employ persons to assist in investigating the accounts of the Association; and
- (d) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

## **11. Annual General Meeting**

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the committee may determine.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting;
  - (b) to receive from the committee, auditor, and servants of the Association reports on the transactions of the Association during the preceding financial year;
  - (c) to elect the committee persons as provided in rules 20 and 21;
  - (d) to appoint the auditor; and
  - (e) to determine the remuneration of any servants of the Association.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.

## **12. Special General Meetings**

- (1) The executive may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The executive shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and delivered to the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition delivered to the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

## **13. Notice of General Meetings**

For annual general meetings, general meetings and special general meetings a notice shall be placed in the 'Bruny News' or other local publications as appropriate at least 14 days before the date fixed for holding the meeting, specifying the place, day and time for the holding of the meeting.

## **14. Business and Quorum at General Meetings**

No item of business shall be transacted at a general meeting unless a quorum of eight members entitled under these rules to vote is present during the time when the meeting is considering that item. Notwithstanding, discussion of business may proceed before being adjourned until the next meeting

## **15. President to Chair General Meetings**

The President, or in the President's absence, the Vice-President, or in the absence of both, any member of the executive shall preside as chair at a general meeting of the Association.

## **16. Votes**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

## **17. Change of Constitution**

Amendment to any part of the Constitution may be proposed only at the Annual General Meeting provided that:

- (1) Such proposed amendment shall be submitted to the Committee at least four weeks before the annual general meeting;
- (2) that the proposed amendments are agreed by the committee;
- (3) a notice that amendments are proposed be communicated to all members eligible to vote at the annual general meeting at the previous general meeting and that details of those amendments are available two weeks prior to the annual general meeting;
- (4) a three quarters majority of members present and voting at the annual general meeting shall be required to effect such proposed amendments, provided always that such alteration shall comply with the provisions of Sections 18 and 23 of the Act.

## **18. Affairs of Association to be managed by a Committee**

- (1) The affairs of the Association shall be managed by a committee of management constituted as provided in rule 20.
- (2) The committee:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
  - (c) subject to the Act and these rules, has powers to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

## **19. Officers of the Association**

- (1) The officers of the Association shall be:
  - (a) a President
  - (b) a Vice-President
  - (c) a Secretary
  - (d) a Treasurer
  - (e) a Public Officer
- (2) The officers of the Association shall be elected by the members present at the annual general meeting.
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

## **20. Constitution of the Committee**

- (1) The committee shall consist of:
  - (a) the officers of the Association;
  - (b) four other members;
  - (c) a nominee of any body which becomes an affiliated member of the Association; and

- (d) a nominee of the 'Bruny News' production team.
- (2) The members as mentioned in (1)(a) and (1)(b) above shall be elected at the annual general meeting of the Association in each year.
- (3) The election for members shall be held in such a manner as the Chairman shall propose and members present at the meeting shall approve.
- (4) Each committee person shall, subject to these rules, hold office until the annual general meeting next after the date of election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the office of a committee person, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the annual general meeting next following the date of appointment.

## **21. Election of Members of Committee**

- (1) Nominations of candidates for election as committee persons may be made orally or in writing but if that candidate is not present at the meeting his consent must be evidenced before he becomes eligible for election.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a vote shall be held.

## **22. Vacation of Office**

For the purposes of these rules, the position of an officer of the Association or an ordinary committee person becomes vacant if the officer or committee person:

- (a) resigns or is deceased;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with creditors, or makes any assignment of the estate for their benefit; or
- (c) fails, without leave granted by the committee, to attend three consecutive meetings of the committee, unless that member is representing an affiliated organisation;

## **23. Meetings of the Committee**

- (1) The committee shall meet at least at least 3 times each year.
- (2) Special meetings of the committee may be convened by the President, or any four of its members.
- (3) No business shall be transacted unless a quorum of four members are present at the meeting. Notwithstanding, discussion of business may proceed before it is adjourned until a time and place agreed by the committee unless the meeting was a special meeting, in which case it lapses.
- (5) At meetings of the committee:
  - (a) the President, or in the President's absence, the Vice-President; or
  - (b) if the President and the Vice-President are absent, such one of the remaining members of the committee as may be chosen by the members present, shall preside.
- (6) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (7) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (8) Notice of each committee meeting shall be given to each member of the committee at a reasonable time before the meeting:

## **24. Disclosure of Interest in Contracts etc.**

- (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest

- (2) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which they are interested.

## **25. The Executive Committee**

- (1) The President, the Vice-President, the Secretary, the Treasurer and the Public Officer constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.
- (2) Meetings of the executive committee shall be held at the discretion of its members.

## **26. Financial Year**

The financial year of the Association is the period beginning on 1st September in each year and ending on 31<sup>st</sup> August next following.

## **27. Notices**

A notice may be served by or on behalf of the Association upon any member personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last-known place of abode.

## **28. Disputes**

- (1) Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- (2) Nothing in this rule affects the operation or effect of Rule 30.

## **29. Seal of the Association**

- (1) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word 'seal'.
- (2) The seal of the Association shall be affixed to any instrument by the authority of the committee, and the affixing thereof shall be attested by the signatures of two members of the committee of the Association or such other person as the committee may appoint for that-purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (3) The seal shall remain in the custody of the public officer.

## **30. Amalgamation and Affiliation.**

- (1) Any existing association or organisation resolved upon amalgamating with the Association may do so at the discretion of the Committee in the following way:
  - (a) by placing before the Committee a copy of the resolution so resolving;
  - (b) by resolution handing over to the Committee any surplus assets after dissolution, providing that in the case of an association incorporated according to the Act, Sections 32 and 33 of the Act have been complied with; and
  - (c) by dissolving that association or organisation according to law.
- (2) The Committee may, in its discretion, admit members of the amalgamating body as members of the Association without nomination provided that at the time of dissolution they were financial members of the said body.
- (3)
  - (a) Any association, organisation or body may affiliate with the Association and be known as an affiliated body;
  - (b) The fee for affiliation shall be ten dollars per annum;
  - (c) The effect of affiliation shall be to establish reciprocity between the Association and the affiliating body as determined by the respective committees of management;

- (d) Prior to or at the annual general meeting of the Association in each year, the affiliated body shall advise the public officer of the person appointed as its nominee to serve as a member of the committee for the ensuing twelve months.

**SEAL**

.....  
PRESIDENT

.....  
VICE PRESIDENT

.....  
SECRETARY

.....  
TREASURER

.....  
PUBLIC OFFICER

11 October 2015