

BRUNY ISLAND COMMUNITY ASSOCIATION INC.

ABN 50 847 581 523



CONSTITUTION

(As amended 14 November 2021)
www.bica.org.au

1. Name of the Association

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

2. Interpretation

(1) In this Constitution, unless the contrary intention appears:

'**Accounting Standards**' means the accounting standards applicable to not-for-profit entities as published from time to time by the Australian Accounting Standards Board.

'**AGM**' means the annual general meeting of the Association to be held in accordance with Rule 11.

'**Act**' means the *Associations Incorporation Act 1964 (Tas)* and regulations made thereunder.

'**Auditor**' means the person appointed to that role in accordance with Rule 9(1).

'**Committee**' means the committee of management of the Association formed under Rules 18 and 20.

'**Executive**' means the office bearers within the Committee.

'**General Meeting**' means a meeting of the members held in accordance with Rule 12 and where the context permits includes the AGM.

'**in attendance**' means that a person is physically present at a meeting at all relevant times or person is taken to be part of a meeting as if they were attending in person and:

(2) if the meeting is a General Meeting, the person has connected to the meeting by video link (or with the permission of the meeting via telephone), the chair of that meeting has identified the person and advised the Secretary to record their attendance and the person remains connected via the link or telephone at all relevant times during the meeting; or

(3) for any other type of meeting relevant to the Association, the person has connected to the meeting as in paragraph (a) or attendance is accepted by any other process approved by a majority of those constituting the meeting.

'**Life Membership**' means an honorary non-voting title given by the Association as a mark of recognition to a person (whether entitled to otherwise be a member or not) and '**Life Member**' has a corresponding meaning.

'**Objects**' means those objects and purposes set out in Rule 3.

'**Special Resolution**' means a resolution put to a General Meeting that requires a 75% majority of those in attendance in order to be passed.

'**Sub-Committee**' means a sub-committee formed by the Committee under Rule 31.

(4) accordance with the provisions of the Acts Interpretation Act 1931 (Tas) and the Act as in force on the date on which these rules are adopted by the Association.

3. Objects

- (1) The Objects are:
- (2) to maintain and develop the quality of life on Bruny Island;
- (3) to preserve the important elements of the special character of Bruny Island;
- (4) to initiate and/or promote activities for the benefit of Bruny Island and its residents;
- (5) to advocate for and/or represent the interests of residents of Bruny Island in relation islanders' wellbeing;
- (6) to disseminate relevant information of interest or concern to islanders by way of publication, meetings or fora; and
- (7) 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.
- (8) It is expressly declared that the Objects do not include any activity:
- (9) which might be carried on for the purpose of trading or securing pecuniary profit for its members; and
- (10) which might reasonably be construed as political or political support of any person, campaign or organisation, where that activity has not been specifically sanctioned by prior Special Resolution.
- (11) In order to achieve the Objects:
- (12) encourage amalgamation or affiliation with associations, organisations, committees and other community groups having similar or related objectives; and
- (13) make such representations to Federal, State and Local Government and to persons and organisations as may be appropriate.
- (14) The Objects shall be deemed to include:
- (15) 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;
- (16) the buying, selling, and supplying of, and dealing in goods of all kinds;
- (17) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the Objects;
- (18) the accepting of any gift, whether subject to a special trust or not, for anyone or more of the Objects;
- (19) 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, publishing, sale and distribution of such newspapers, periodicals, books, leaflets, or other documents, including by electronic and web-based applications, as the Committee or the members in General Meeting may think

desirable for the promotion of the Objects;

- (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 (Tas)*, the investment of any moneys of the Association not immediately required for any of its Objects 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 status as a charity has been granted and the entity is registered by the Australian Charities and Not-for-Profits Commission, or its successor;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the Objects;
- (l) the amalgamation of the Association with other groups which are formed for any of the Objects 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 Objects.

4. Membership of the Association

- (20) Membership of the Association shall be open to any ratepayer of, or resident of Bruny Island.
- (21) The Secretary will maintain a register of current financial members, which will include details for communication between the Association and the member.
- (22) The amount of the annual subscription may be altered from time to time by the members by resolution at an AGM.
- (23) The annual subscription of a member is due the first day of the financial year of the Association and payable before the AGM.
- (24) 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.
- (25) A member will cease to be a member if that person gives notice to the Secretary that they wish to resign, the person is no longer qualified under Rule 4(1), the person is expelled following the passing of a Special Resolution, or the person dies.
- (26) The title of Life Member may be given to any person thought fit as resolved by

a Special Resolution. For the removal of doubt a Life Membership is an honorary title only and confers no right of membership of the Association. Life Membership can be held by person who is also a member simultaneously, and their rights of membership are unaffected.

5. Dissolution of the Association

(1) Subject to Sections 32 and 33 of the Act:

- (a) the Association may be dissolved by a Special Resolution. 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.

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 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 the 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:
 - (1) 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;
 - (2) 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
 - (3) 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:
 - (1) 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
 - (2) of the property, credits, and liabilities of the Association; and
 - (3) 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.
- (5) For the purposes of Rules 7, 8(1) to (4) inclusive and 10, any financial transaction, record or reporting contemplated by those provisions may be made, transacted or recorded by electronic means accepted by the then current Accounting Standards.

9. Auditor of the Association

- (1) At each AGM of the Association, the members in attendance shall appoint a person as the Auditor, who shall be a professionally qualified accountant..
- (2) A person so appointed shall hold office until the next AGM t, and is eligible for re-appointment.
- (3) If an appointment is not made at an AGM the Committee shall appoint an Auditor for the then current financial year of the Association.
- (4) The Auditor may only be removed from office by Special Resolution.
- (5) If a casual vacancy occurs in the office of the 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 AGM.

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 in accordance with the Accounting Standards and shall report thereon to the members in attendance at the AGM.
- (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 their 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. AGM

- (1) The Association shall, in each year, hold an AGM.
- (2) The AGM 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 AGM shall be specified as such in the notice convening it.
- (4) The ordinary business of the AGM shall be:
 - (a) to confirm the minutes of the last preceding AGM;
 - (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 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 AGM may transact special business of which notice is given in accordance with these rules.

12. General Meetings

- (1) The Executive may, whenever it thinks fit, convene a General Meeting.
- (2) The Executive shall, on the requisition in writing of not less than ten members, convene a General Meeting.
- (3) A requisition for a General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and delivered to the Secretary 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 General Meeting to be held within twenty-one days from the date on which a requisition was delivered, 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 delivery of the requisition to the Secretary.

- (5) A 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 General 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 all General Meetings a notice shall be placed in the 'Bruny News' or other local publications, including on social media 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 in attendance 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 an AGM or General Meeting of the Association.

16. Votes

- (1) Upon any question arising at a General Meeting, a member in attendance has one vote only.
- (2) All votes shall be given by the person in attendance on their own behalf and votes will be recognised by the chair of that meeting, acting reasonably and having regard to the method attendance.
- (3) In the case of an equality of voting on a question the chair 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 at an AGM or General Meeting, by a motion prepared by the Committee or by way of a requisition for a General Meeting that includes details of the amendment, delivered to the Secretary in accordance with Rule 12(1) (Proposed Amendment) provided that:

- (1) the Proposed Amendment is submitted to the Secretary at least four weeks before the meeting;
- (2) a notice setting out the Proposed Amendments is communicated to all members eligible to vote at the meeting and that details of those amendments are available

at least two weeks prior to the meeting;

- (3) a Special Resolution shall be required to enact the 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; and
 - (c) subject to the Act and these rules, has power 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, and
 - (d) a Treasurer.
- (2) The Officers shall be elected by the members in attendance at the AGM. The roles of the Officers shall include those matters specified in the Schedule and any Officer may delegate their role to another Officer on a temporary basis if authorised by the Committee, but not for a period exceeding 2 months.
- (3) Each Officer shall hold office until the next AGM following their 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 next AGM following their appointment.

20. Constitution of the Committee

- (1) The Committee shall consist of:
 - (a) the Officers of the Association, who collectively constitute the Executive;
 - (b) four other members;
 - (c) a nominee of any body which becomes an affiliated member of the Association; and nominee of the 'Bruny News' production team.
- (2) The members as mentioned in (1)(a) and (1)(b) above shall be elected at the

AGM of the Association in each year.

- (3) The election for members shall be held in such a manner as the chair shall propose and members in attendance at the meeting shall approve.
- (4) Each member of the Committee shall, subject to these rules, hold office until the next AGM following their election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Committee, 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 next AGM.

21. Election of Members of Committee

- (1) Nominations of candidates for election as member of the Committee, including the Executive, may be made orally or in writing but if that candidate is not in attendance at the meeting their consent must be evidenced before they become 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, a member of the Committee's position becomes vacant if the person:

- (1) ceases to qualify as a member of the Association under Rule 4(6);
- (2) 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 their estate for their benefit; or
- (3) 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 3 times each year.
- (2) 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 in attendance at the meeting. Notwithstanding, discussion of business may proceed before it is adjourned until a time and place agreed by members in attendance and subsequently endorsed by the Committee.
- (4) 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 in attendance, shall preside.

- (5) Any votes on questions arising at meetings of the Committee or of any Sub-Committee may be made and will be accepted as valid if it is recognised by the chair of that meeting, acting reasonably, and having regard to the method of attendance.
- (6) Each member in attendance at a meeting of the Committee or of any Sub-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.
- (7) Notice of each Committee or of any Sub-Committee meeting shall be given to each member at a reasonable time before the meeting:

24. Disclosure of Interest in Contracts, Conflicts of Interest etc.

- (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association or who might reasonably be taken to have a conflict of interest 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 or on any matter in which they have a conflict of interest.

25. The Executive

- (1) The Executive 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 shall be held at the discretion of its members.
- (3) No business shall be transacted unless a quorum of three members are in attendance at the meeting. Notwithstanding, discussion of business may proceed before it is adjourned until a time and place agreed by those in attendance and subsequently endorsed by the Committee

26. Financial Year

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

27. Notices

- (1) A notice may be served by or on behalf of the Association upon any member:
 - (a) personally,
 - (b) by sending it through the post in a prepaid letter addressed to the member at their usual or last-known place of abode,
 - (c) by forwarding it as a facsimile to the person's last known fax number, or
 - (d) by sending it as an email to the person's last known email address

- (2) Any notice given in accordance with Rule 27(1) will be deemed to have been served on the earlier of receipt of the notice and that date which is 3 business days after the notice is given.

28. Disputes

- (1) Subject to this rule, a dispute between a member of the Association, in their 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) Any association, organisation or body may affiliate with the Association and be known as an affiliated body;
 - a. The fee for affiliation shall be ten dollars per annum;
 - b. The effect of affiliation shall be to establish reciprocity between the Association and the affiliating body as determined by the respective committees of management;
- (4) Prior to or at the AGM 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.

31. Sub-Committees

- (1) The Committee may at any time appoint not less than 2 people, one of whom must be a member of the Committee, to constitute a Sub-Committee.
- (2) The Committee shall instruct the members of the Sub-Committee of the purpose, scope, duration (subject to Rule 31(1) and reporting requirements of the Sub-Committee.
- (3) Any Sub-Committee will be responsible to the Committee and, unless authority is specifically delegated to that Sub-Committee, it may not make any representations on behalf of the Association or enter into any arrangement that would be binding on the Association.
- (4) A Sub-Committee will be deemed to have ceased to operate at the date of any AGM following its creation.

President

Secretary

Treasurer

Public Officer

Date

SCHEDULE: OFFICERS' ROLES

For the purposes of Rule 19(2), the roles and functions of the Officers, include:

President

- to chair meetings in which they are participating unless there is a conflict of interest or the person declines;
- offer leadership and guidance to the Committee and the Association;
- subject to the approval of the Committee and consistent with any Rules, regulations or policies, act as the spokesperson or representative of the Association with any external bodies.

Vice President

- to act as President in the absence of the President or by prior agreed delegation authorised by the Committee, but otherwise is an ordinary Committee member.

Secretary

- perform the usual functions of company secretary and act as the public officer
- issue notices or other communications on behalf of the Association;
- act as the keeper of records and important documents;
- undertake minute taking at General Meetings;
- undertake calling of and preparation for General Meetings, including preparation of agendas and distribution of relevant material;
- act as central recipient and distributor of Association mail;
- undertake preparation and filing of statutory returns.

Treasurer

- is to act as the first financial officer of the association;
- maintain all financial records;
- act as signatory to all banking and like accounts or facilities (subject to any conditions required by the Committee);
- prepare financial summaries as required including P&L and balance sheets,
- liaise with financial institutions on behalf of the association;
- issue all invoices and purchase orders;
- undertake day to day or other approved financial transactions for the association.