

The Rules of Uraidla & Summertown H & F Society Incorporated.

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Original = GREEN

Proposed = YELLOW

Uraidla & Summertown H & F Society Inc. Constitution

1. NAME

- 1.1. The name of the incorporated association is “Uraidla & Summertown H & F Society Inc.”, hereafter called the Society.

2. DEFINITIONS

In this constitution, unless the contrary appears –

- 2.1. “Act” means the Associations Incorporation Act 1985.
- 2.2. “The Society” means Uraidla & Summertown H & F Society Inc.
- 2.3. “Committee” means the Committee of Management of the Society.
- 2.4. A “Member” means a fully paid up member of the Society.
- 2.5. “Meeting” means a general, annual, special or committee meeting of members convened in accordance with this constitution.
- 2.6. “Community” means both the residents and any other persons involved in the cultural life of the district.
- 2.7. “District, location or region” means the townships of Uraidla, Summertown and surrounds.
- 2.8. “Cultural life” means activities that enhance the social, welfare, educational, commercial and sporting wellbeing of the community.
- 2.9. “The show” refers to the annual event operated by the Society.
- 2.10 An application for membership means **an written** application on the appropriate application **form**.

3. OBJECTIVES of the SOCIETY

The objectives of the Society are:

- 3.1. To assist in promoting and supporting the cultural life of the local community in Uraidla, Summertown and surrounds.
- 3.2. To develop, promote and manage the annual Uraidla and Summertown district show for the benefit of the region’s producers, industry, the community and visitors alike.
- 3.3. To encourage and foster greater participation by the community, and especially young people, in the annual show.
- 3.4. To promote and aspire for the show to become a major annual Adelaide Hills tourist attraction.
- 3.5. To promote and encourage a greater use of the Society’s assets throughout the year.

- 3.6. To be financially self-sustaining, with surplus funds being used for the maintenance and improvement of the Society's assets.
- 3.7. To do all such things as may be to the attainment of such objectives.

4. POWERS of the SOCIETY

For the purpose of carrying out its objectives, the Society may, subject to the Associations Incorporation Act 1985 and its rules:

- 4.1. Acquire, hold, deal with, and dispose of any real or personal property, apart from any land and improvements that the Society operates on.
- 4.2. Administer any property on or in trust.
- 4.3. Open and operate bank accounts.
- 4.4. Invest its moneys
 - in any security in which trust moneys may, by an Act of Parliament, be invested;
 - or
 - in any other manner authorised by the rules of the Society.
- 4.5. Borrow money upon such terms and conditions as the Society thinks fit.
- 4.6. Give such security for the discharge of liabilities incurred by the Society as the Society thinks fit.
- 4.7. Appoint agents to transact any business of the Society on its behalf.
- 4.8. Enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1. Eligibility

- 5.1.1. Membership of the Society shall be open to any person who fully supports the objectives of the Society and agrees to be bound by its rules and pays the prescribed fees.

5.2. Types

- 5.2.1. Full membership --- subject to clause 5.1.1. is open to any person 18 years or older at the date of application and upon acceptance of their written application by the committee.
- 5.2.2. Junior membership --- subject to clause 5.1.1 is open to any person under the age of 18 years of age on the first day of the annual show.
- 5.2.3. Life membership --- can be conferred on a full member by the management committee, and accepted at an Annual General Meeting, in recognition for having given outstanding service to the association. A life member shall continue to receive the rights and privileges of a full member, but shall be exempt from paying the annual membership fee.

5.3. Membership

5.3.1. Only fully financial members and Life members of the Society are able to vote and stand for office.

5.3.2. The committee may from time to time confer other rights to members that are consistent with the rules of the Society.

5.3.3. Membership status, once granted, will be continuous from one year to the next upon the conditions determined from time to time by the committee.

5.3.4. The committee shall have the power to admit organisations and incorporated bodies as members. This shall be under such terms and conditions that the committee shall determine.

5.3.5. Where membership status has been granted by the committee to an incorporated organisation or a body corporate, that body shall be entitled to appoint one person to represent it at general meetings of the Society. Such a person shall be deemed to be a member of the Society for all purposes, including voting, until the authority to represent the corporate body or organisation is revoked or the corporate body or the organisation ceases to be a member as and when determined by the committee.

5.3.6. The committee may from time to time grant member status to any other person on conditions consistent with the rules of the Society.

5.4. Members Register

5.4.1. The committee shall keep a register of members known as a "Members Register" with name, address and contact details recorded therein.

5.4.2. The Members Register should identify the joining date of the member and the cessation date of the membership, including the reason for cessation.

5.5. Subscriptions and Levies

5.5.1. The subscription fees for membership or other levies shall be such a sum as the committee shall determine from time to time.

5.5.2. Subscription fees for membership shall be payable annually at a date that the committee determines and shall be receipted.

5.5.3. Any member whose subscription is outstanding for more than three months after the due date for payment shall be sent a reminder. If after a further month the subscription has not been paid they shall cease to be a member of the Society. The committee may reinstate a person's membership on such terms as it thinks fit.

5.6. Resignation of members

5.6.1. A member may resign from membership of the Society by giving written notice thereof to the Secretary of the Society.

5.6.2. A member shall be deemed to have resigned from membership of the Society if they no longer comply with Section 5.5.3. That member's membership may be terminated without notice and the name struck from the "Members Register".

5.7. Expulsion of a member

- 5.7.1. Subject to giving a member an opportunity to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests and goodwill of the Society.
- 5.7.2. Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the committee at which the matter shall be determined.
- 5.7.3. The determination of the committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to Section 5.7.5., cease to be a member and be struck from the "Members Register" fourteen (14) days after the committee has communicated this determination to the member.
- 5.7.4. It shall be open to the member to appeal to the Society in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the committee within fourteen (14) days after the determination has been communicated to the member.
- 5.7.5. In the event of an appeal under clause 5.7.4., the appellant's membership shall not be terminated unless the determination of the committee to expel the member is upheld by a majority of the members of the Society 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.

6. MANAGEMENT COMMITTEE

6.1 Structure

- 6.1.1. The management committee of the Society shall be comprised of a President, Vice-President, Junior Vice-President, Secretary and Treasurer, and a minimum of ~~four (4)~~ eight (8) and a maximum of ~~eight (8)~~ sixteen (16) other members who shall be elected at the Annual General meeting.
- 6.1.2. The Committee may co-opt persons, whether members or not, to participate in its discussions, but with no voting rights.
- 6.1.3. The committee may appoint sub-committees and/or other appropriate persons for specific purposes, who shall meet as they see fit or as directed by the committee, and shall report to the committee.

6.2. Election

- 6.2.1. At each Annual General Meeting half of all the members of the committee shall retire. Elected committee members will be appointed for a term not exceeding two years. All nominations for the committee shall either be proposed in writing prior to, or from the floor at the meeting, and be seconded by a member.
- 6.2.2. Committee members are eligible for subsequent re-election, re-nomination or re-appointment.

- 6.2.3. 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 Society.
- 6.2.4. Any member may stand for election to the committee and be included in the election, provided, if they are not present at the election, they have affirmed their willingness to stand beforehand as per clause 6.2.1.
- 6.2.5. If the number of candidates is the number required to fill any position and if they comply with clause 6.2.1., they shall be declared duly elected. Where an election is required, this shall be done by secret ballot at a special general meeting, or the Annual General Meeting, employing a simple majority voting system.

6.3. Committee Code of Conduct

6.3.1. The committee shall take all reasonable measures to achieve the objective of the Society in accordance with sound ethical, environmental, financial and social practices.

6.3.2. The following duties of care shall be observed at all times while exercising the powers of the committee:

- To act honestly and in good faith;

- To act with due care, diligence and must never behave in a manner likely to bring discredit to the position or to the Show Society;

- To always exercise strict decorum in dealing with other Committee members, other voluntary workers, Trade Space occupiers and the general public;

- Accept that confidential information received as a member of the Committee remains the property of the Society and may not be disclosed or allowed to be disclosed by a Committee member unless that disclosure is authorised by the Committee;

- Not to gain by improper use of position and power;

- Only to act to further the objectives of the Society; and

- To act only within the guidelines in the Society Constitution and in the Act.

6.3.3. Conflict of Interest

A member of the committee having any personal pecuniary interest in a contract or project or a proposed contract or project of the Society must disclose to the committee the nature and extent of the conflict of interest at or before the beginning of any discussion and shall not vote in respect of that issue.

6.3.4. During Committee meetings, a Committee member must be prepared to adhere to the agenda to respect others and their opinions by genuinely listening to avoid monopolizing discussion and never making derogatory or inflammatory remarks.

6.3.5. A Committee member has a duty to be independent in judgement and to take all reasonable steps to be satisfied of the soundness of all decisions including policy, practice and financial ones taken by the Committee but must accept majority decisions made after proper formal discussion.

6.3.6. In order to foster the continuity and prosperity of the Society each Committee member must participate in giving recognition to the efforts of other Committee members, members and volunteers as well as being welcoming towards new Committee members, especially young ones and, at the same time, open to new ideas and suggestions.

~~6.3.4-6.3.7.~~ Committee reports at the Annual General Meeting shall include disclosure of committee members, who have received any benefit, and the nature of that benefit.

~~6.3.5-6.3.8.~~ An employee of the Society shall (notwithstanding that employee be entitled to be a member of the Society, the committee, or any sub-committee) not take part in decisions relating to employment, and at the request of a majority of the committee shall remain absent from deliberations relating to any employee.

6.3.9. Resignation or disqualification

6.3.9.1. A Committee member shall cease to hold office upon
- resignation in writing delivered to the premises of the Secretary of the Society, or
- being absent from ~~three~~ (3) consecutive meetings without explanation acceptable to the committee.

6.3.9.2. Subject to giving a committee member the right to be heard or to make a written submission, the committee may, by unanimous vote, resolve to expel a committee member upon a charge of misconduct detrimental to the interests of the Society.

6.3.9.3. Disqualification by the committee at a duly constituted committee meeting may be revoked by majority vote at a subsequent committee meeting.

6.3.9.4. The Committee may function validly, notwithstanding any vacancies, so long as its number is not reduced below a quorum.

6.4. Proceedings of Committee

6.4.1. The committee shall meet together for the dispatch of business at least six (6) times per calendar year and in such a place and at such a time that is convenient to a majority of committee members.

6.4.2. Notice of each meeting shall be provided when possible to each committee member at least seven (7) days prior to the committee meeting.

6.4.3. A quorum for a meeting of the committee shall be set at ~~seven (7)~~ ~~nine (9)~~ ~~ten (10)~~ committee members.

6.4.4. A summary of the outcomes from each meeting shall be ~~posted on the website of the Society~~ available from the secretary within a reasonable time after the relevant meeting.

6.4.5. The ~~notes or minutes~~ and any ~~amendments~~ amendments kept pursuant to this rule shall be endorsed by the committee or sub-committee and recorded as approved in the notes or minutes of the next meeting.

6.4.6. Public Officer. The Committee shall appoint one of the Society's full members to be the Public Officer of the Society for the purpose of the Associations Incorporation Act 1985.

7. GENERAL MEETINGS

- 7.1. The Committee may call a general meeting at any time and shall call an Annual General Meeting in accordance with this constitution.
- 7.2. Notices from the committee to members shall be by way of email to the addresses shown in the Members' Register, unless otherwise requested and agreed to.
- 7.3. The Annual General Meeting shall be held at least once in each calendar year and within five (5) months after the end of the Society's financial year, which shall become the calendar year, commencing the first of January 2017.
- 7.4. At least fourteen (14) days notice of any general meeting, including an Annual 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 as per clause 8.1.3.
- 7.5. In the case of an Annual General Meeting, the business at the meeting shall include acceptance of the minutes and any admendmentsamendments of the previous Annual General Meeting and of the last general meeting, the President's report for the previous financial year, the Treasurer's reports, the election of office bearers and committee members, appointment of an auditor, nominations for life members (if applicable) and any other business requiring consideration of the Society in a general meeting.
- 7.6. A quorum at any general meeting shall be fifteen (15) twenty five (25) members.
- 7.7. If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting, then a majority of the members present may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meeting shall be reduced to ten (10) fifteen (15), failing which, the meeting will lapse altogether.

7.8. Special General Meetings

7.8.1 A Special General Meeting shall be called by the Secretary within twenty one (21) days of receipt of a directive of the committee, or of a written request by eight (8) committee members, or twenty five (25) members of the Society, specifying the business to be conducted at the meeting

7.8.2 Twenty one (21) days written notice must be given for any Special General Meeting called and a quorum of twenty five (25) members shall apply.

- 7.9. The following acknowledgement shall be affirmed at the commencement of all meetings: "We want to acknowledge that we are meeting/gathering on the traditional lands of the Peramangk people, and pay our respects to the Peramangk elders, past and present. We want to acknowledge that the Peramangk people's cultural and spiritual connections to their lands is ongoing and as strong today as it has ever been."

8. OFFICE BEARERS

- 8.1. The President

- 8.1.1. The Chairperson of any meeting shall have a personal deliberative vote and the right to exercise a casting vote if votes are equal. Should the Chairperson elect not to exercise the casting vote, the motion shall be deemed lost.
- 8.1.2. The President shall chair committee and General Meetings except in the absence of the President or at the request of the President, or a majority of the meeting, the Vice-President or another committee member may be elected as Chairperson for that meeting.
- 8.1.3. The President together with the Secretary shall prepare the agenda for committee and general meetings.
- 8.1.4. The Chairperson shall encourage full balanced participation in all meetings by members and shall decide on matters of order.

8.2. The Treasurer

- 8.2.1. The Treasurer shall be responsible in ensuring all moneys received shall be paid into an account authorized by the committee in the name of the Society. Payments shall be as petty cash, cheque or electronic bank transfer, signed (or approved) by two-two (2) authorized signatories of whom there shall be no more than three-three (3) appointed by the committee.
- 8.2.2. The Treasurer shall be responsible in ensuring accurate records are kept of all receipts and payments and other financial transactions which shall be available for inspection by any member.
- 8.2.3. The Treasurer shall prepare financial budgets and statements and shall submit a report on the finances to each committee meeting.
- 8.2.4. The Treasurer shall present the financial accounts (audited as required by the Society) to the Annual General Meeting.

8.3. The Secretary

- 8.3.1. The Secretary shall be responsible in ensuring notices of meetings are issued in accordance with the provisions of the constitution.
- 8.3.2. The Secretary shall be responsible for keeping accurate records of the business of the Society, including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by, or on behalf of, the committee.
- 8.3.3. In the absence of the Secretary another committee member shall be elected as minute secretary.

9. VOTING

- 9.1. Only financial members have voting rights at General Meetings, and each person is entitled to one (1) vote only, subject to clause 9.3.1.
 - 9.1.1. General meetings shall be open to the public.

9.2. Voting shall be by show of hands except that:

9.2.1. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.

9.2.2. Any meeting may, by show of hands, require any other vote to be by secret ballot.

9.3. Proxies

9.3.1. Voting members shall be entitled to appoint in writing a natural person who is also a member of the Society to be their proxy, and attend and vote at any general meeting of the Society.

9.3.2. A committee member shall be entitled to appoint in writing a natural person who is also a member of the committee to be their proxy and attend and vote at committee meetings.

10. FINANCIAL MANAGEMENT and INDEMNITY

10.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Society shall be held indemnified against any personal loss in respect of such liability.

10.2. All moneys raised by the Society shall be used and applied to the promotion of the Society's objectives.

10.3. Consistent with clause 10.2. above, the committee shall determine and budget for annual administrative, management and promotion costs.

10.4. The committee may pay, transfer or reimburse members or other persons who perform specific services identified, and requested by the committee in furtherance of the Society's objectives.

10.5. Consistent with clause 10.2., the committee may, through a majority vote, allocate from any surplus funds an amount as a grant or donation towards enhancing the cultural life of the district.

10.6. The committee shall have the powers to seek funding for projects specifically to achieve the Society's objectives.

11. AMENDMENT of the CONSTITUTION

11.1. Is subject to approval by a special resolution of members of the Society in a Special General Meeting called for this specific purpose, where at least twenty-one (21) days notice has been giving as per clause 7.8. Where such a resolution is passed by at least three quarters of those present and entitled to vote, plus three quarters of the committee, the Constitution of the Society may be altered, including an alteration to the Society's name, or be rescinded and replaced by a substituted Constitution. Such an alteration shall be registered with the office of Consumer and Business Affairs within one month of the resolution being passed.

12. WINDING UP

12.1. The Society shall not be dissolved except by the approval of at least three quarters of members present and entitled to vote, plus three quarters of the committee at a Special General Meeting called for that purpose of which not less than twenty one (21) days written notice including notice of the proposed dissolution has been given (as per Clause 7.8.2) to all members and appropriately publicised in the community. Such an alteration shall be registered with the office of Consumer and Business Affairs within one month of the resolution being passed.

~~The Society shall not be dissolved except by the approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than twenty one days written notice including notice of the proposed dissolution has been given to all members and appropriately publicised in the community. On dissolution, all property, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other incorporated body formed by promoting similar objectives, or a registered charity as shall be approved by the committee, provided that:~~

12.2. On dissolution, all property, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other incorporated body formed by promoting similar objectives, or a registered charity as shall be approved by the committee, provided that:

~~Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein; and~~

12.3. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein. ~~The Society shall not be dissolved except by the approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than twenty one days written notice including notice of the proposed dissolution has been given to all members and appropriately publicised in the community.~~

“A”

**URAILLA & SUMMERTOWN H & F SOCIETY INC.
CONSTITUTION**

This is the annexure marked “A” referred to in the statutory declaration of

.....
.....

made on theday of 20.....

before me.....

**THE RULES OF
URAILLA & SUMMERTOWN H & F SOCIETY INC.**

14th September 2016