

# CONSTITUTION

## Eudunda Business and Tourism Association Inc.

Amended 29<sup>th</sup> January 2002.

This is the Annexure marked 'A (2)' referred to in the statutory declaration of Mr B.W. Hoffmann made on the 13<sup>th</sup> day of February 2002,

before me *R. E. Dooling J.P. 11766*  
*CURMERS BAY DUNDIG*

## **Article of Association for Eudunda Business & Tourism Association**

1. The name of the Incorporated Association is EUDUNDA BUSINESS AND TOURISM ASSOCIATION Incorporated referred to herein as "the Association".
2. In these rules unless the contrary intention appears –  
"Committee" means the Committee of Management of the Association;  
"meeting" means a general meeting of members of the Association convened in accordance with these rules;  
"Business member" means any business or corporate body that has been accepted by the committee and is a financial member of the Association; Anyone who has an Australian Business Number registered with the Australian Taxation Office is eligible to become a business member of the association.  
"Ordinary member" are those people paying rates and/or residing in the hundreds of Neales and Julia Creek, and part hundreds of English, Brownlow, Bower, Dutton within the Regional Council of Goyder are eligible to be an ordinary member of the association.  
the "Act" means the Associations Incorporated Act, 1985.

### **3. OBJECTS AND PURPOSES**

To provide an organisation for the promotion of local tourism.

To work for the improvement of local facilities and attractions.

To raise funds for the purpose of projects of general benefit to the town and district.

To provide support and encouragement to local business.

To encourage a close partnership between the Goyder Council and the Eudunda Community.

Any other purpose or intent the membership may decide upon for the betterment of the Association, provided it is not contrary to the above objects and purposes.

### **4. POWERS**

The Association shall have all the powers conferred by section 25 of the Act.

### **5. MEMBERSHIP**

- a) Any business or body corporate that applies for membership of the Association shall be proposed by one business member and seconded by another business member. The application for membership shall be in such form, as the Committee shall prescribe from time to time. Upon the acceptance of the application by the Association and upon payment of the first annual subscription the applicant shall be a business member of the Association.
- b) Any person paying rates and/or residing in the hundreds of Neales and Julia Creek, and part hundreds of English, Brownlow, Bower, Dutton within the Regional Council of Goyder are eligible to be an ordinary member of the association.

### **6. SUBSCRIPTIONS**

- 1) The subscription fees for business membership shall be determined by the committee members.
- 2) Business members will pay an annual subscription to subsidise costs of those projects designed primarily for those businesses. Ordinary members will be subsidised by the Regional Council of Goyder's annual donation.
- 3) The subscription fees shall be payable annually on 1st July, or at such other time as the Committee shall determine from time to time.
- 4) Any Business member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### **7. RESIGNATION**

A business member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association.

## 8. EXPULSION OF A MEMBER

- 1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- 3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (4) cease to be a member 14 days after the Committee has communicated its determination to the member.
- 4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to a member.
- 5) In the event of an appeal under sub-rule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## 9. THE COMMITTEE

- 1) The affairs of the Association shall be managed by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 3) The Committee shall be comprised of a Chairperson, vice-Chairperson, Secretary and Treasurer, and six committee members all of whom shall be members of the Association.
- 4) Five business members will be elected to the committee; by the business members nominating candidates, and five ordinary members will be elected to the committee by the ordinary members nominating candidates.  
There being more than five standing then an election will be held by secret ballot.
- 5) The duly elected committee will then appoint the Chairperson, vice-Chairperson, Secretary and Treasurer.
- 6) The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- 7) A retiring committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him at least 14 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 8) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 9) If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

## 10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- I. Disqualified by the Act.
- II. Expelled under these rules.
- III. Permanently incapacitated by ill health
- IV. Absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year.
- V. No longer the duly appointed representative of a business member.

## 11. PROCEEDINGS OF COMMITTEE

- 1) The Committee shall meet together for the dispatch of business at least six times per year.
- 2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 3) A quorum for a meeting of the Committee shall be six persons.
- 4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

## 12. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on 30<sup>th</sup> June, 1995, and thereafter ending a period of 12 months in each year.

## 13. BORROWING POWERS

- 1) The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Association sees fit, and may secure the repayment thereof by charging the property of the Association.
- 2) Subject to section 53 of the Act the association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.
- 3) Any borrowing shall be approved by at least 70% of members or by proxy vote.

## 14. RULES

- 1) Subject to approval by a resolution of the members of the Association at a special meeting called specifically for that purpose and after due notice is given to members of the Association in accordance with Article 16 of the Constitution, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- 2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

## 15. THE SEAL

- 1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two of the Committee.
- 3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

**16. MEETINGS**

- 1) (a) The Association shall meet for dispatch of business at least six times per year.  
(b) The Committee shall call an annual general meeting in accordance with the Act.
- 2) The first annual general meeting shall be held within eighteen (18) months after the Incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 3) Upon a requisition in writing of not less than six of the total number of Committee members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 5) If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 6) Subject to sub-rule (7) at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration of the Association in general meeting.
- 7) Notice of meeting at which a special resolution is to be proposed shall be given at least 21 days notice prior to the date of the meeting.
- 8) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by advertising in a newspaper circulating in the area or by posting notice at the Eudunda Post Office.
- 9) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

**17. PROCEEDING AT MEETINGS**

- 1) Six Committee members present personally or by proxy shall constitute a quorum at any committee meeting.
- 2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 3) The chairperson of the Committee or if there shall be no chairperson, then the vice-chairperson of the Committee or in their absence, one of the Committee members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- 4) If there is no such chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- 5) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- 8) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 9) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

#### 18. MINUTES

- 1) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

#### 19. VOTING RIGHTS

- 1) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- 2) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association.

#### 20. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his/her proxy, and to attend and vote at any meeting of the Association.

#### 21. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

#### 22. WINDING UP

The Association may be wound up in the manner provided for in the Act.

#### 23. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed as the members of the Association deem appropriate, bearing in mind the objects and purposes of the Association.