

Constitution of BIG SING McLAREN VALE INC

This document is subject to all rules as defined by the INCORPORATED ASSOCIATIONS ACT 1985

Revision History

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Public Officer	Julie Morgan
Postal Address	PO Box 507 Willunga SA 5172
Email	hello@bigsing.org.au

Adaptation

This document is an adaptation of ‘An Example of Rules for an Incorporated Association’ which outlines an example set of rules for an incorporated association in accordance with Section 23A of the Associations Incorporation Act 1985.

Big Sing McLaren Vale Inc
PO Box 507 Willunga SA 5172

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1. Name

The name of the incorporated association is BIG SING McLAREN VALE INC referred to herein as The Association

2. Definitions

- ‘Committee’ means the Committee of Management of The Association
- ‘General Meeting’ means a general meeting of members or The Association convened in accordance with these rules
- ‘Member’ means a member of The Association
- ‘The Act’ means the Associations Incorporation Act 1985
- ‘Special Resolution’ means a special resolution as defined in the Act
- ‘Month’ shall mean a calendar month.

3. Objectives of The Association

The Principal Purpose of The Association is:

A To plan, run and encourage community music events which promote and further community participation in music, and promote music throughout the general community of the McLaren Vale region.

4. Powers of The Association

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

5. Membership

5.1 Eligibility

Ordinary Members

(a) As from the date of the adoption of these Rules, the only persons entitled to become Ordinary Members of the Association shall be the Committee Members.

(b) A person who becomes an Ordinary Member of the Association in accordance with clause 5.1(a) shall remain a Member of the Association only for so long as they remain a member of the Committee.

5.2 Resignations

A member may resign from membership of the association by giving written notice to the committee of the association.

5.3 Expulsion of a member

- 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.
- Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the committee of the association within 14 days after the determination of the committee has been communicated to the member.
- In the event of an appeal under 5.4d above, 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 by the members of The Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. The committee

6.1 Powers and duties

- The affairs of the association shall be managed and controlled 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.
- The committee has the management and control of the funds and other property of the association.
- The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- The committee shall be comprised of a number of committee members, the roles of which will be set at each AGM.
- A committee member shall be a natural person.

- All committee positions shall be subject to re-election at each AGM. Committee members shall hold office from the time they are appointed to the committee until the next AGM.
- A retiring committee member shall be eligible to stand for re-election without nomination. Other persons shall be eligible to stand for election if nominated by a member at or before the AGM.
- Notice of all persons seeking election to the committee shall be given to all members of the association at or before each AGM.
- The committee may appoint a 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 election to the committee without nomination.

6.3 Proceedings of committee

- The committee shall meet together for the dispatch of business at least every 2 months.
- Questions arising at any meeting of the committee shall be decided by a motion followed by a vote. In the event of equality of votes, the motion shall be considered defeated.
- A quorum for a meeting of the committee shall be one half plus one of the members of the committee.
- A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall abstain from any vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting

6.4 Disqualification of committee members

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

- i. Disqualified from being a committee member by the Act
- ii. Expelled as a member under these rules
- iii. Permanently incapacitated by ill health
- iv. Absent without apology from two or more meetings in a row

7. General meetings

7.1 Annual General Meetings of The Association.

- The committee shall call an annual general meeting in accordance with the Act and these rules.
- The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special

- general meeting held since that meeting
- ii. The consideration of the accounts and reports of the committee and the auditors report
- iii. The election of committee members
- iv. The appointment of auditors (if required)
- v. Any other business requiring consideration by The Association in a General Meeting.

7.2 Special general meeting

- The committee may call a special general meeting of The Association at any time.
- Upon a requisition in writing of not less than 15%, of the total number of members of the association, the committee shall, within two months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- If a special general meeting is not convened within two months, as required by 7.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose. The committee shall ensure that the requisitionists are supplied 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.

7.3 Notice of General Meetings

- Appropriate 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.
- Notice of a meeting at which a special resolution is to be proposed shall be given at least 14 days prior to the date of the meeting.
- A notice may be given by The Association to any member by serving the member with the notice by sending it via email to the email address appearing in the register of members. (See rule 5.5.)

7.4 Proceedings at General Meetings

- Six members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the next convenient date, time and place. 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.
- The committee shall select a chairperson to preside at a General Meeting of The Association.

- The members may choose one of their own number to be the chairperson of that meeting in cases where the committee has not selected a chairperson.

7.5 Voting at general meetings

- Subject to these rules, every member of the association has only one vote at a meeting of the association.
- Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- Questions for decision at a general meeting must be put to the floor as a motion and shall be determined by a majority vote by: unanimous consent, a show of hands or a secret ballot. The meeting chairperson shall decide which method of voting is most appropriate for each motion.

7.6 Special and ordinary resolutions

- a. A special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.7 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of The Association to be their proxy, and attend and vote at any general meeting of the association.

8. Minutes

- Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be kept and stored by the committee in a manner deemed appropriate.
- The minutes kept pursuant to this rule must be confirmed by the members of The Association or the members of the committee (as relevant) at a subsequent meeting.
- Minutes 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.

9. Dispute resolution

- The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i. A member and another member
 - ii. A member and The Association.
- The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss before an independent third person agreed to by the parties.
- In this rule ‘Member’ includes any person who was a member not more than six months before the dispute occurred.

10. Financial reporting

10.1 Financial year

The financial year of The Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 Accounts to be kept

i. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Association in accordance with the Act.

ii. The Association has a Public Fund for donations to be made. These funds are used solely for the principal purpose of The Association.

- Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
- The public is invited to contribute to the fund via our website.
- The fund is administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Big Sing McLaren Vale.
- No monies/assets in this fund will be distributed to members or office bearers of The Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund’s continuing Deductible Gift Recipient status.
- The company must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.
- Receipts for gifts to the public fund must state:
 - The name of the public fund, and that the receipt is for a gift made to the public fund
 - The Australian Business Number of the company
 - The fact that the receipt is for a gift, and
 - Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*

10.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

10.4 Appointment of auditor

- At each Annual General Meeting, the members shall appoint a person to be auditor of The Association.
- The auditor shall hold office until the next Annual General Meeting, and is eligible for re-appointment.
- If an appointment is not made at an Annual General Meeting, the committee shall appoint an auditor for the current financial year.

11. Profiteering and Not For Profit

The income and capital of The Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

- The Association must not pay any of its profits or financial surplus, or give any of its property, to its members.
- The Association must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for The Association's principal purpose.

12. Winding up

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

13. Application of surplus assets

- If, upon the winding-up or dissolution of the public fund listed, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*.910
- Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

14. Rules

These rules may be altered (including an alteration to The Association's name), by special resolution of the members of The Association. This includes rescission or replacement by substitute rules.

The registered rules shall bind The Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of The Association unless other provision is made in the rules.