

Leigh Creek Ratepayers Association Incorporated

Rules of the Association

September 2022

1. Name

The name of the incorporated association is Leigh Creek Ratepayers Association Incorporated, 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 of the Association convened in accordance with these rules.

'Member' means a member of the Association.

'The Act' means the Associated Incorporation Act 1985.

'Special resolution' means a special resolution defined in the Act.

'Month' shall mean one calendar month.

3. Objects of the Association

The objects of the Association are:

To promote social cohesion and wellbeing along with facilitating municipal service provision within the community that makes up the township of Leigh Creek by:

- Identifying opportunities and initiatives for the development of the township.
- Providing rate payers a forum to discuss issues of concern.
- Advancing & protecting the interests of the Leigh Creek Community.
- Encouraging, Supporting and/or undertaking projects that support the development of the township as a regional center and tourist attraction.
- Working with relevant organizations to maintain community services in the township.
- Procuring and disseminating information relevant to the Leigh Creek community.
- Procuring financial support from all appropriate sources for the purposes of supporting community development.
- Fulfilling the role as the community consultive body as recognised by the Outback Communities Authority.
- Encouraging the involvement of the community in local decision-making processes.
- Administering the funds of the Association for the benefit of the community.
- To promote the town of Leigh Creek & Community Spirit.

4. Powers of the Association

The Association will have all powers conferred from time to time by section 25 of the Act.

5. Membership

5.1 Type

Ordinary Member

Any person who:

1. Owns a property in Leigh Creek; or
2. Owns a business in Leigh Creek; or
3. Is a resident of Leigh Creek, residing in Leigh Creek for a minimum period of six consecutive months

And:

Supports the objectives of the Association

Application for membership will be made in writing, signed by the applicant, and dated.

The Association does not have the right to decline membership should the applicant meet all criteria for membership.

Once an applicant has submitted a signed and dated application that applicant shall become a member.

5.2 Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer 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:

- a) Resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b) By not attending 4 consecutive meetings without an apology.
- c) Particulars of the charge shall be communicated to the members at least one month before
- d) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the committee has communicated its determination to the member.
- e) 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 secretary or public officer of the Association within 14 days after the determination of the committee has been communicated to the member.

- f) In the event of an appeal (under 5.3e), 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 the 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.

5.4 Register of Members

A register of members must be kept and contain:

- a) The name and address of each member
- b) The date on which each member was admitted to the Association
- c) If applicable, the date of and reason (s) for termination of membership

6. 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 a general meeting.

The committee has the management and control of the funds and other property of the Association.

Shall appoint three or more signatories to operate the association bank account, one of whom must be Treasurer and one of whom must be the Chairperson.

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 chairperson, secretary, treasurer, public officer and up to five committee members.

If the number of nominations exceed the number of vacancies, a ballot will be held.

The committee member shall be a natural person.

The first committee of the Association shall hold office until the first annual general meeting. At this time all committee positions shall be declared vacant, and a new committee

shall be chosen. At each subsequent annual general meeting incumbent committee members shall vacate their positions prior to nominations and voting.

All nominations for positions must be submitted at least 28 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 the nominee.

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.

The committee may appoint a person to fill a casual vacancy. Casual appointments may hold the position for no longer than 28 days. A call for additional nominations must be made on the day of the casual appointment, with an election called no later than 28 days after the appointment.

6.3 Proceedings of the Committee

The committee shall meet for the dispatch of business at least monthly.

Questions arising at any meeting of the committee 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).

A quorum for a meeting of the committee shall be one half plus one of the committee members.

To vote committee members must be present, either physically or via phone/video link.

Proxy votes are not accepted.

If a quorum of the committee is not present within 30 minutes after the appointed time for the meeting. The meeting will be rescheduled for no more than 7 days thereafter.

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 not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his interest in the contract at the next general meeting or before a vote is cast, whichever comes first.

6.4 Disqualification of Committee Members

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

- a) Disqualified from being a committee member by the Act
- b) Expelled as a member under these rules
- c) Permanently incapacitated by ill health
- d) Absent without an apology from more than four meetings in a financial year

7. The Seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minute keeping of the Association. The affixing of the seal shall be witnessed by two office bearers.

The seal must be kept in the custody of the Secretary or, in their absence, Public Officer.

8. General Meetings

8.1 Annual General Meeting

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 12 months after the incorporation of the Association, and thereafter within 5 months after the end of its financial year.
- c) The order of 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 an independently audited financial report.
 - III. The election of committee members.
 - IV. The appointment of auditors (if required – see rule 11.5).
 - V. Any other business requiring consideration by the Association in a general meeting.

8.2 Special General Meeting

- a) The committee may call a special general meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 10% of the total number of members of the Association, the committee shall, within one month of the requisition, convene a special general meeting for the purposes specified by the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b, the requisition signatories (at least 50%) may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee. The committee shall be required to assist the requisition signatories in the

distribution of a notice of meeting to all members. The reasonable expense of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

- a) Subject to 8.3b, at least 14 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.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any member by serving the member with the notice personally, sending a notice by email, or by post to the address appearing in the register of members. (See rule 5.4).
- d) Where a notice is sent by post:
 - I) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - II) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or package would be delivered in the ordinary course of post.

8.4 Proceeding at General Meetings

- a) Half plus one committee members and three ordinary members present shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened at the 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. 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.
- c) Subject to 8.4d. the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or they are present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at General Meetings

- a) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b) Subject to these rules, a question for decision at a general meeting, other than any special resolution, must be determined by a majority of members who vote at that meeting.

- c) Unless a poll is demanded by at least 5 members, a question for decision at a general meeting must be determined by a show of hands. In the event of equality of votes, the Chairperson shall have a casting vote.

8.6 Poll at General Meetings

- a) If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 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. It requires a proposer and a seconder and shall be written as a motion in the minutes.

8.8 Proxies

No member shall be entitled to appoint a proxy. Members must attend a meeting, physically or virtually, to cast a vote.

9. Minutes

- a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in a minute's file kept for the purpose.
- b) 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.
- c) 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 at which the minutes are confirmed.
- d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, and 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.

10. Dispute Resolution

- a) 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.
- b) 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 parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that where the committee exercise any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or be a former member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

11. Financial Reporting

11.1 Financial Year

The first 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.

11.2 Accounts to be kept

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. Refer to regulation 8 of the Associations Regulations

11.3 Accounts and Reports to Be Laid Before Members

The accounts, together with the auditor's report on the accounts, the committees' statements, and the committees report, shall be laid before members at the annual general meeting.

11.4 Annual Returns

If required by the Act, the annual (periodic) return shall be lodged with Consumer and Business Services within 6 months after the end of the financial year. It must be accompanied by a copy of the accounts, the auditors' report, shall be laid before members at the annual general meeting.

11.5 Appointment of Auditor

- a) At each annual general meeting, the members shall appoint a person to be the auditor of the Association. Refer to sections 32(2)(b) and 35(4) of the Act for qualifications of auditor.
- b) The auditor shall hold office until the next annual general meeting and is eligible for reappointment.
- c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. Prohibition Against Securing Profits for Members

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.

13. Winding Up

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

14. Application of Surplus Assets

- a) If after the winding up of the Association there remains 'surplus assets' as defined by the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisations shall be identified and determined by a resolution of members in a general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of winding up to members, former members, or associates of those persons.

15. Rules

These rules may be altered (including alteration to the Associations' name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

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 these rules.