

American River Progress Association Incorporated
(ASSOCIATIONS INCORPORATION ACT 1985)

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1. NAME

The name of the incorporated association is **AMERICAN RIVER PROGRESS 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 Associations Incorporation Act 1985

"Special resolution" means a special resolution as defined in the Act

"Month" shall mean a calendar month

"Township" means the township of American River

"Corporate" A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the association are as follows:

- i) To promote public interest in the township of American River and its immediate surroundings,
- ii) To improve and beautify the township and foreshore and to establish, maintain and improve public amenities,
- iii) To promote and foster the welfare of the residents and visitors to American River and its surroundings,
- iv) Utilising the means of advertisement or otherwise to attract tourists and others to the township,
- v) To raise, collect hold and expend moneys for the furtherance of any of the objects of the Association,
- vi) To erect, construct, buy, own, hold and acquire both personal and real property in connection with any of the objects of the Association,
- vii) To foster and encourage plans and schemes for the betterment and beautification of the township and district by planting trees and maintaining gardens;
- viii) To encourage establishment and maintenance of a book lending service, sporting services and facilities, boat mooring and slipping facilities, jetties and landing stages, camping areas and similar improvements in and about the township and District;
- ix) To join with, assist and cooperate with any other association or associations on Kangaroo Island having similar objectives;
- x) Without limiting the generality of the foregoing, to do, promote and foster all such acts and things as may be considered likely to be beneficial to the township and its surroundings.

4. POWERS OF THE ASSOCIATION

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

5 MEMBERSHIP

5.1 Ordinary Membership

Any person who ordinarily resides in and or is the owner of real property within a radius of 20 kilometres from the American River post office and who applies for membership of the association, shall upon payment of the annual subscription become a member of the association. Other persons may be admitted at the discretion of the committee and membership.

5.2 Subscriptions

The subscription fees for membership shall be determined at the Annual General Meeting.

The subscription fees shall be payable at this date or at such other time as the committee shall determine.

5.3 Resignations

A 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 may be recovered as a debt due to the association.

5.4 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 appeal), 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 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 the member.

In the event of an appeal, 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.

5.5 Register of Members

A register of members must be kept and contain:

- i) The name and address of each member
- ii) The date on which each member was admitted to the association; and
- iii) If applicable, the date of, and reason(s) for, termination of membership.

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 thing 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 powers and duties for the management and control of the funds and other property of the association.

The committee shall have authority to interpret the meanings 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 president, secretary, treasurer and vice president.

A committee member shall be a natural person.

That committee shall hold office until the Annual General Meeting when all members shall retire and a new committee shall be elected.

A retiring committee member shall be eligible to stand for re-election.

Nominations for Committee Members shall be in writing and received by the Secretary at least 14 days prior to the Annual General Meeting. However, in the event that no written nominations for a particular committee

post be received by the due date, then verbal nominations may be accepted from the floor at the Annual General Meeting for that position.

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 the election to the committee.

6.3 Proceedings

The committee shall meet together with all members who wish to attend at the meetings for the dispatch of business at least once every 2 months. All members may attend at these meetings and participate in the proceedings as follows:

- i) Members who want to raise any new matter for the meeting to consider must do so in writing at least 1 week prior to a general meeting to ensure that the matters can be included in the agenda for the meeting.
- ii) Members may introduce and speak in support of or against a motion at a meeting for no longer than 5 minutes.
- iii) New items not mentioned on the agenda can be raised in General Business, but only if time permits.

Where urgent business arises, the committee shall be empowered to make the necessary decisions and seek ratification at the next meeting.

Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.

A quorum for a general meeting shall consist of at least two (2) members of the committee and at least five (5) ordinary members of the Association.

A member of the association 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.

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 more than three meetings in a financial year.
- v) No longer the duly appointed representative of a corporate member.

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 book of the Association. The president and the secretary shall witness the affixing of the seal.

8. GENERAL MEETINGS

8.1 Annual General Meeting

The committee shall call an Annual General Meeting each year in April in accordance with the Act and these rules.

The order of the business at the Annual General 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 auditor's report (if auditor's report is required);
- iii) The election of committee members;

iv) Any other business requiring consideration by the association in general meeting.

Only members who were financial on 31st March in the year of an Annual General Meeting may vote at that year's Annual General Meeting.

8.2 Special General Meeting

A special general meeting may be called at any time by at least 10 members of the association.

Upon a requisition in writing of not less than 10 members of the association, the committee shall within one month of the receipt, 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 one month, as required by the 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 the 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.

8.3 Notice of General Meeting

At least 7 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.

Notices may be given by the association to any member by serving the member with the notice personally, by public notice in the press or as may be directed by the committee, including sending it by post to the address appearing in the register of members.

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 packet would be delivered in the ordinary course of post.

8.4 Proceedings at a General Meeting

If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon 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 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.

The president shall preside as chairperson at a general meeting of the association.

If the president declines to take or retires from the chair, the vice president becomes chairperson, or if not present, 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 Meeting

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.

Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. The corporate member shall appoint that person by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at General Meetings

If a poll is demanded by at least five 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.

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 special resolution is a special resolution as defined by the Act.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 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.

A member may hold a proxy for one other member of the Association at a meeting

9. MINUTES

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 minute books kept for the purpose.

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.

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.

Where the 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.

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10 FINANCIAL REPORTING

10.1 Financial Year

The financial year of the association shall be the period from 1 April to 31 March of each year.

10.2 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.

10.3 Appointment of Auditor

At the Annual General Meeting an auditor shall be appointed, or in default shall be appointed by the committee.

11 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.

12. WINDING UP

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

13. 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 alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, 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.
