

MICHELAGO REGION COMMUNITY ASSOCIATION INCORPORATED

CONSTITUTION

1. NAME

The name of the Association is Michelago Region Community Association Incorporated ("Association").

2. OBJECT

The object of the Association is to represent and work for people residing in Michelago and surrounding regions (with the exception of surrounding regions for which an organisation exists with similar objects to the object of the Association) ("Region") regarding:

- a) The development and maintenance of public and community places and services (such as roads, parks, rivers, community halls, aged care);
- b) Subject to "(a)", the furtherance of the objects of fire brigade, sporting, educational, environmental, business and recreational organisations that are located in the Region ("Community Organisations"); and
- c) Subject to "(a)" and "(b)", the progress of business's located in the Region.

3. MEMBERSHIP

- a) A member of the Association ("Member") shall pay a membership fee ("Membership Fee") in each calendar year (\$5 or such other amount that has been resolved by Members at the previous annual general meeting).
- b) A Member is a person:
 - i. Over the age of 18 years;
 - ii. Who is either a resident or ratepayer in the Region;
 - iii. Who has submitted to the Association a membership application setting out their name, address, telephone number, e-mail address, and, if their address is not in the Region, the address of the property in the Region for which the person pays rates; and
 - iv. Who has paid to the Association the membership fee for the calendar year.
- c) A person ceases to be a Member upon the person:
 - i. No longer being a resident or ratepayer in the Region;
 - ii. Resigning as a Member;
 - iii. Being expelled by the Committee; or
 - iv. Failing to pay by the later of 31 March of a calendar year, or one month after the conclusion of the annual general meeting at which audited

financial statements for the last financial year were presented, the Membership Fee for the calendar year.

4. MEMBERS' LIABILITY

Members are not required to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

5. COMMITTEE

- a) The Association shall have its affairs controlled and managed by a committee ("Committee").
- b) The Committee can comprise a chairperson, a president, a vice-president, a secretary, a treasurer and three other persons ("Officers").
- c) Officers shall be elected at each annual general meeting.
- d) The Committee may appoint a person to fill a vacancy.
 - i. If the vacancy is that of chairperson the appointed person need not be a Member.
 - ii. If the vacancy is that of president the appointed person must be a Member.
 - iii. If the vacancy is that of any other Officer the appointed person need not be a Member if:
 - A. The person is over the age of 18 years; and
 - B. Following the appointment of the person, the majority of the Officers that can vote at Committee meetings are Members.
- e) Each Officer shall hold office from election or appointment until the next annual general meeting.
- f) Retiring Officers are eligible for re-election.
- g) An Officer shall cease to be an Officer upon:
 - i. Resignation in writing;
 - ii. Absence from three successive Committee meetings without approval of the Committee; or
 - iii. If the Officer is a Member, the Officer ceasing to be a Member.
- h) The Committee shall meet at least once each month at such place and time as the chairperson may determine.
- i) The chairperson or any three Officers may convene additional committee meetings.
- j) The quorum for meetings of the Committee shall be three Officers.

- k) The Committee may function validly provided it has at least three Officers. Should there be less than three Officers the Committee may act only to appoint new Officers.
- l) The chairperson cannot vote at a committee meeting. Each other Officer has one vote at committee meetings. A Committee resolution is passed if a majority of votes present at the meeting are in favour of the resolution. If the votes are tied the president shall have a casting vote.
- m) Representatives of Community Organisations are entitled to attend Committee meetings but do not have a vote at committee meetings.
- n) Notice of Committee meetings shall be given to Officers and representatives of Community Organisations by such means as the chairperson decides.

6. DISCIPLINING OF MEMBERS

- a) The Committee shall determine the procedure for disciplining Members. Anyone who wishes to appeal against a decision expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.
- b) The Committee shall put in place a Code of Conduct. Within two weeks of election or appointment an Officer shall sign the Code of Conduct. By signing the Code of Conduct the Officer is acknowledging that the Officer will abide by the Code of Conduct.

7. GENERAL MEETINGS

- a) An annual general meeting of the Association shall be held each year in the month of either January or February.
- b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within two (2) months of receiving a written request to do so from at least ten (10) per cent of the Members.
- c) At least fourteen (14) day's notice of all general meetings and notices of motion shall be given to Members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to Members at least twenty-one (21) days before the meeting.
- d) In the case of the annual general meeting the following business shall be transacted:
 - i. Confirmation of the minutes of the last annual general meeting and any special general meeting that occurred after the previous annual general meeting;
 - ii. Receipt of the President's report on the activities of the Association in the last calendar year;
 - iii. Election of Officers;
 - iv. Receipt and consideration of audited financial statements for the last financial year (being the last calendar year) from the Treasurer, which

have been approved at a Committee meeting, are not misleading and give a true and fair view of the Association's income and expenditure in the financial year, and assets and liabilities as at 31 December of the financial year. The audit of the financial statements shall be undertaken by a person who is neither a Member or an Officer;

- v. Setting of membership Fees.
- e) Nomination and election of Officers will occur in the following order: chairperson, president, vice president, secretary, treasurer, other Officers.
- i. A person nominated to be chairperson need not be a Member.
 - ii. A person nominated to be president must be a Member.
- vi. A person nominated to be one of the other Officers need not be a Member if:
- A. The person is over the age of 18 years; and
 - B. Following the appointment of the person, the majority of the Officers at that stage elected that can vote at Committee meetings are Members.
- f) The quorum for a general meeting shall be ten (10) Members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- g) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters that must be decided by special resolution where a two-thirds majority is required.
- h) All votes shall be given personally and there shall be no voting by proxy.
- i) In the case of an equality of votes the resolution will fail.
- j) Nominations of persons for election as Officers may be made at the annual general meeting or in such other ways as may be determined by the Association at a general meeting.
- k) Notice to Members (including notice of special resolution) shall be given by:
- i. the posting of the notice on any two of the Michelago Community Notice Board, the door of the Michelago General Store and the window of the Michelago Service Station; or
 - ii. by posting a summary of the notice, and details of a contact person from whom a full notice can be obtained, in the public notices column of a Saturday Canberra Times.

8. OFFICE BEARERS

- a) The chairperson is not allowed to perform the duties of any other Officer and shall ensure that committee meetings are conducted regularly, efficiently and effectively.

- b) The chairperson, or, in the chairperson's absence, the president, and in both the chairperson's and president's absence, the vice-president, shall chair each general meeting and Committee meetings of the Association.
- c) If the chairperson, president and vice-president are absent from a meeting or unwilling to act, the Officers present at the meeting shall elect one of their number to chair the meeting.
- d) The president shall be the spokesperson for the Association.
- e) The secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any Member and shall be held in the custody of the Secretary.
- f) The secretary shall record all matters brought before the Association and shall enter same in the official minute book of the Association.
- g) The secretary shall keep a register of Members showing the name, address, telephone number and e-mail address of Members, date of commencement of membership, and, if applicable, date of cessation of membership.
- h) The treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.
- i) The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any Member and shall be held in the custody of the treasurer.

9. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
 - i. A change of the Association's name;
 - ii. A change of the Association's rules;
 - iii. A change of the Association's objects;
 - iv. An amalgamation with another Incorporated Association;
 - v. To voluntarily wind up the Association and distribute its property;
 - vi. To apply for registration as a Company or a Co-operative.
- b) A special resolution shall be passed in the following manner:
 - i. Notice must be given to Members advising that a general meeting is to be held to consider a special resolution;
 - ii. The notice must give details of the proposed special resolution and give at least 21 day's notice of the meeting;

- iii. A quorum must be present at the meeting; and
- iv. At least two-thirds of those present must vote in favour of the resolution.

10. PUBLIC OFFICER

- a) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- b) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is a Member and a resident in the Region.
- c) The Public Officer is required to ensure that the Association complies with all regulatory requirements of the government body responsible for the incorporation of the Association.

11. MISCELLANEOUS

- a) The Association shall effect and maintain insurance as is required by law or regarded as necessary by the Committee.
- b) The funds of the Association shall be derived from the fees of Members, donations, fundraising, grants and such other sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two Officers.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with the law.
- e) Service of documents on the Association is affected by serving them on the Public Officer or by serving them on two Officers.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the Association shall be used only for the promotion of the objects of the Association and shall not be paid or transferred to Members by way of dividend, bonus or profit.