

## Constitution of City South Association Inc.

### 1. Name

The name of the incorporated association is City South Association Inc. ('CSA').

### 2. Definitions

In this Constitution, unless the contrary intention appears:

**'Act'** means the Associations Incorporation Act, 1985 (as amended);

**'City South Precinct'** means the southwest corner of the City of Adelaide being the area bounded by South Terrace, Pulteney Street, Gouger/Angas Streets and West Terrace;

**'Committee'** means the committee of management of CSA;

**'Committee Member'** means a member of the Committee as appointed under the Constitution;

**'Constitution'** means the Constitution of CSA in power from time to time;

**'General Meeting'** means a general meeting of the Members of CSA convened in accordance with the Constitution;

**'Member'** means a member of CSA, whether Business Member, Resident Member, Concession Member or Honorary Member;

**'Officer'** means each person set out in the definition of Officer in Section 3 of the Act and includes a Committee Member, the Public Officer or a person who takes part in the management of CSA;

**'Regulations'** means the Association's Regulations, 2008 (as amended);

**'Special Resolution'** means a special resolution as set out in Section 3 of the Act.

### 3. Objects and Purposes

The principal object and purpose of CSA is to build a vibrant community in the CSA Precinct. To achieve this aim, CSA's further objects and purposes in the CSA Precinct are to:

- a) Represent and promote the interests of the residents, businesses, visitors and workers of the CSA Precinct;
- b) Advocate for improved resources and infrastructure;
- c) Promote local businesses and enhance enterprise;
- d) Promote the arts and community events;
- e) Provide a forum for discussing and resolving local issues;
- f) Promote sustainability and the environment; and
- g) Do such other things as may be conducive to fulfilling CSA's objects and purposes.

#### **4. Powers**

CSA has all the powers conferred by Section 25 of the Act.

#### **5. Membership**

- a) There will be the following classes of Members:
  - i. Business Members whose businesses have an interest in the CSA Precinct and possess a current Australian Business Number (ABN);
  - ii. Resident Members and Concession Members both of which must reside in the CSA Precinct;
  - iii. Property Owner Members who fully or part own a property, which must be situated in the CSA Precinct; and
  - iv. Honorary Members, at the discretion of the Committee, comprising either:-
    - 1. A relevant Community Group representative; or
    - 2. Adelaide City Councillors during the time they hold office as such.
- b) The rights and entitlements afforded to Business Members, Property Owner Members and Resident/Concession Members are:-
  - i. The right to attend and vote at all General Meetings; and
  - ii. The right to appoint the Committee.
- c) The rights and restrictions afforded to Honorary Members are:-
  - i. The right to attend all meetings but no right to vote; and
  - ii. No right to appoint the Committee.
- d) Subject to the Constitution, and at the discretion of the Committee, all persons who qualify to apply for membership and pay the annual subscription fee are Members.

#### **6. Subscriptions**

- a) The Committee determines the subscription fee for each class of membership annually.
- b) The subscription fee is due and payable annually on 1 July or at such other time as the Committee may determine from time to time.
- c) Any Member whose subscription is outstanding for more than three months after the due date for payment will cease to be a Member of CSA, provided always that the Committee may reinstate such a person's membership on terms as it considers fit.

#### **7. Resignation of Members**

A Member may resign from membership of CSA by written notice to the Secretary or Public Officer. Any Member so resigning will be liable for any outstanding subscriptions, which may be recovered as a debt due to CSA.

#### **8. Expulsion of a Member**

- a) The Committee has the right to terminate the membership of a Member if the Member:
  - i. Is found to be ineligible under the terms of the Constitution; or
  - ii. Acts in a manner which is adverse to the objects and purposes of CSA; or
  - iii. Upon a charge of misconduct detrimental to the interests of CSA.

- b) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member under the terms of clause 8(a).
- c) Particulars of the charge will be communicated to the Member at least two weeks before the meeting of the Committee at which the matter will be determined.
- d) The determination of the Committee must be communicated to the Member. In the event of an adverse determination the Member will cease to be a Member 14 days after the determination has been communicated.
- e) However, the Member may appeal the expulsion to CSA at a General Meeting. The intention to appeal will be communicated to the Secretary or Public Officer of CSA within 14 days after the determination of the Committee has been communicated to the Member.
- f) In the event of an appeal under the above, the appellant's membership of CSA must not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of CSA in a General Meeting after the appellant has been heard by the Members of CSA. In such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 9. Register of Members

- a) A Register of Members must be kept by the Secretary and contain:
  - i. The name, address, telephone contact and email address (if any) of each Member;
  - ii. The date on which each Member was admitted to CSA; and
  - iii. If applicable, the date of and reason(s) for termination of membership.
- b) Should there be any changes to the details recorded for a Member, then the Member must provide these details to the Secretary as soon as practicable and the Secretary will make the amendments to the Register of Members.

## 10. The Committee

- a) The affairs of CSA are managed and controlled exclusively by the Committee. In addition to any powers and authorities conferred by the Constitution, the Committee may exercise all such powers and do all such things as are within CSA's objects, and are not by the Act or by the Constitution required to be done by CSA in a General Meeting.
- b) The Committee has the management and control of the funds and other property of CSA.
- c) The Committee has the power to appoint officers and employees to carry out the objects and purposes of CSA.
- d) The Committee will appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer will be lodged within one month after the change with Consumer and Business Services.
- e) The Committee is comprised of a President, a Vice-President, a Secretary, a Treasurer and up to eight Committee Members all of whom must be Members of CSA. With respect to the offices of Vice-President, Secretary and Treasurer, one person can be appointed to up to two of these roles.
- f) Where this Constitution is adopted as CSA's Constitution at a General Meeting which is not the following next Annual General Meeting, the Committee in office at that time will remain in office until the next following Annual General Meeting after adoption of the Constitution (at which time one half of the Committee, who will be chosen by ballot, must retire from the Committee but will be eligible for reappointment).

- g) At each subsequent Annual General Meeting one half of the Committee being the longest serving Committee Members must retire but will be eligible for reappointment.
- h) The Committee may appoint a natural person to fill a casual vacancy, who will hold office until CSA's next Annual General Meeting and will be eligible for reappointment.
- i) A retiring Committee Member is eligible to stand for re-election without nomination.
- j) No other person will be eligible to stand for election unless a Member has nominated that person in writing by delivering the nomination of that person to the Secretary at least 21 days before the meeting. The nomination must be signed by the proposer and by the nominee to signify willingness to stand for election. A digital signature is acceptable for this purpose.
- k) Notice of all persons seeking election to the Committee will be given to all Members along with the Notice of the Annual General Meeting at which the election is to take place.
- l) If only the required number of persons are nominated to fill existing vacancies, the Secretary will report accordingly to the Annual General Meeting, and the Chair of the meeting will declare the persons duly elected as Committee Members.
- m) The Committee will have the power to appoint Sub-committees, known as Task Groups, under such terms and conditions as the Committee may determine from time to time. A Task Group will report to the Committee and may include persons who are not Members of CSA. Appointment of a person to a Task Group does not confer any right to vote at any meeting of CSA or the right to elect the Committee as a result of their appointment to the Task Group.

## **11. Disqualification of Committee Members**

The office of a Committee Member becomes vacant if a Committee Member is:

- a) Disqualified by the Act;
- b) Expelled under the Constitution;
- c) Permanently incapacitated by ill health;
- d) Absent without apology from more than three consecutive Committee meetings, or more than three Committee meetings in a financial year;
- e) No longer the duly appointed representative of a Business Member; or
- f) No longer a Member.

## **12. Proceedings of Committee**

- a) The Committee will meet as often as it deems fit, but at least once every three months.
- b) The President will preside at Committee meetings. However, if the President is not available then the Committee Members may elect one of their number to preside at the meeting.
- c) Questions arising at any Committee meeting are decided by a majority of votes, and in the event of equality of votes the Chair of the meeting will have a casting vote in addition to a deliberative vote.
- d) A quorum for a Committee meeting is one half plus one of the total number of the Committee.
- e) A document circulated in hard copy or by email and signed by all of the Committee Members confirming that they are all in favour of a resolution contained in the document will have the effect that the resolution is passed on the date of the last person signing. For the purposes of this clause, two or more such identical documents which together record the resolution and the signatures of all Committee Members will be evidence of the passing of the resolution.

- f) A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with CSA must disclose that interest to the Committee as required by the Act, and must not vote with respect to that contract. The Committee Member must disclose the nature and extent of his or her interest in the contract to the Members at CSA's next Annual General Meeting.

### **13. Financial Year**

The financial year of CSA is the 12 month period ending on 30 June in each year.

### **14. Dispute Resolution**

- a) The dispute resolution procedure set out in this clause applies to disputes under this Constitution between –
  - i. A Member and another Member of the same class; or
  - ii. A Member and CSA.
- 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 of the 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 clause 'Member' includes any person who has been a Member for at least six months prior to the dispute occurring.

### **15. Borrowing Powers**

- a) Subject to this clause, CSA may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment of the loans by charging the property of CSA.
- b) Subject to Section 53 of the Act CSA may invite and accept deposits of money from any person on the terms and conditions determined by the Committee from time to time.

### **16. Accounts**

- a) CSA will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of CSA in accordance with the Act.
- b) The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, will be laid before Members at the Annual General Meeting.

### **17. Auditor**

- a) The Members will appoint, or confirm the prior appointment of, an auditor of CSA at each Annual General Meeting.
- b) The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.

- c) If an appointment is not made at an Annual General Meeting, the Committee may appoint an auditor for the current financial year.

## **18. Constitution**

- a) Subject to approval by a resolution of the Members of CSA, the Constitution may be altered (including an alteration to name), or be rescinded and replaced by a substituted Constitution. Such an alteration must be registered with Consumer and Business Services, as required by the Act.
- b) The registered Constitution binds CSA and every Member to the same extent as if they had respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.
- c) Subject to any provision in the Constitution or a resolution to the contrary, an alteration to the Constitution comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of CSA which does not come into force until registered by Consumer and Business Services.

## **19. By-Laws**

- a) CSA may create By-Laws to assist in the process of achieving its objects and purposes.
- b) The By-Laws may be altered from time to time by the Committee and confirmed or otherwise by the members of CSA who are entitled to vote at the next following General Meeting.
- c) Copies of any By-Laws in force from time to time will be made available to members referred to in clause (b) above on their application to the Secretary.

## **20. The Seal**

- a) CSA has a common seal upon which its corporate name appears in legible characters.
- b) The seal must not be used without the express authorisation of the Committee, and every use of the seal must be recorded in CSA's minutes. The affixing of the seal must be witnessed by the President, or the Chair of the meeting at which authorisation of the seal was agreed, and by another Committee Member.
- c) The seal is kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

## **21. General Meetings of Members**

The Committee may call a Special General Meeting of CSA at any time, and must call an Annual General Meeting in accordance with the Act.

## **22. Annual General Meetings**

- a) The Committee will call the Annual General Meeting within five months of the end of the financial year.
- b) The order of business for the Annual General Meeting will 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;
- iii. The appointment or re-appointment of the auditor;
- iv. The election of the Committee; and
- v. Any other business requiring consideration by CSA in General Meeting.

### **23. Special General Meetings**

- a) Upon a requisition in writing of not less than 25 per cent of the total number of Members of CSA, the Committee will within 30 days of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- b) Every requisition for a Special General Meeting must be signed by the Members making the same and must state the purpose of the meeting.
- c) If a Special General Meeting is not convened within one month as required by clause 23(a) the requisitionists may convene a Special General Meeting. Such a meeting must be convened in the same manner as a meeting convened by the Committee and for this purpose the Committee must ensure 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 will be borne by CSA.

### **24. Notice of General Meetings**

- a) Subject to clause 24(b) at least 14 days notice of any General Meeting will be given to the Members. The notice will set out where and when the meeting will be held, and contain particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which Special Resolution is to be proposed must be given at least 21 clear days prior to the date of the meeting.
- c) CSA may give a notice to any Member by serving the Member with the notice personally, or by sending it by post or email to the address appearing in the Register of Members.
- d) Where a notice is sent by post, service of the notice will be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail. 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.
- e) Where a notice is sent by email the notice is taken to have been served at the time it is sent.

### **25. Proceedings at General Meetings of Members**

- a) Eight Members present in person or by proxy will constitute a quorum at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum is not present, a meeting convened upon the requisition of Members will lapse. In any other case, the meeting will 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 will constitute the quorum.
- c) The President, or if the President is not present, the Vice-President, or in their absence, or on their declining to take, or retiring from the chair, one of the Committee Members chosen by the meeting will preside at a General Meeting of CSA.

- d) If there is no President, Vice-President or Committee Member present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to preside at that meeting.
- e) The person presiding as chair at a General Meeting at which a quorum is present may with the consent of the meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if that meeting were an original General Meeting.
- g) At any General Meeting a resolution put to a vote must be decided by a show of hands and a declaration by the Chair of the meeting that a resolution has been carried or lost will be conclusive of the fact.

## 26. Poll at General Meetings

- a) If a poll is demanded by at least five Members present and eligible under the Constitution to vote, it must be conducted in a manner specified by the person presiding as Chair of the meeting. The result of the poll will be the resolution of the meeting on that question.
- b) A poll demanded for the election of the chair of the meeting 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.

## 27. Special and Ordinary Resolutions

- a) A special resolution, as defined in Section 3 of the Act, is a resolution passed at a duly convened meeting of the Members of CSA if:
  - i. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of CSA; and
  - ii. It is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such Members of CSA as, being entitled to do so, vote in person or by proxy, at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

## 28. Minutes

- a) Proper minutes will be maintained of all proceedings of General Meetings and Committee meetings of CSA.
- b) The minutes kept under this clause will be signed by the person presiding as chair at the meeting at which proceedings took place or by the Chair at the next succeeding.
- c) In the event that the Act is changed in the future to provide for the recording of unsigned minutes in electronic format then the following will apply:-
  - i. The minutes will be maintained in accordance with Clause 28(a) above; and
  - ii. The minutes will be ratified by those present at the following meeting prior to being recorded in electronic format.



## 29. Voting Rights

- a) Subject to the Constitution each financial Member present in person or by proxy is entitled to one vote.
- b) A Business Member, being any business with a current ABN, is entitled to appoint in writing to the Secretary one person, who need not be a Member of CSA, to represent it at a particular meeting or at all General Meetings of CSA, until that person's dismissal is notified to the Secretary in writing.

## 30. Proxies

- a) Subject to clause 29(b) a Member is entitled to appoint in writing a natural person who is also a Member to be their proxy, to attend and vote at a General Meeting of CSA.
- b) The notice of appointment will be in the form provided by CSA with the notice of the General Meeting, and signed by the appointor.
- c) All signed proxy forms must be forwarded to the Secretary at least 24 hours before the time the General Meeting will commence.

## 31. Prohibition Against Securing Profits for Members

The income and capital of CSA will be applied exclusively to the promotion of its objects and no portion will 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 CSA.

## 32. Winding Up

CSA may, by a Special Resolution, resolve that it be wound up voluntarily. On the passing of a Special Resolution, the Committee will, without delay, take all necessary steps to realise CSA's assets and to pay all debts, costs and liabilities of CSA. The surplus assets, if any, will be distributed to any organisation with similar objects as CSA, as determined by resolution of the Members.

## 33. Indemnity

- a) To the extent permitted by law, CSA hereby:
  - i. Indemnifies a person who is or has been an officer of CSA against a liability incurred by the person as such an officer to another person;
  - ii. Indemnifies a person who is or has been an officer of CSA against a liability incurred by the person in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.
- b) To the extent permitted by law, CSA may pay, or agree to pay, at the discretion of the Committee, an insurance premium in respect of insuring a person who is or has been an officer of CSA against a liability incurred by the person as such an officer.

### Document Control Page

Document Title
Constitution of City South Association Inc.

Version	Version Date	Source	Reason(s) for Change
V 01	July 2014	Coordinator – Kate Treloar; Member – Susan Collins; Acting President – David Bolton & current elected Committee Members	Previously named 'Rules of Association'. Updated and renamed 'Constitution of City South Association Inc'.
V 02	December 2016	President David Bolton, Committee Member – Bri-anne Keen, Member – Susan Collins & Coordinator Andrew Peters	<ul style="list-style-type: none"> <li>• Add new Class of Membership to Clause 5 a &amp; 5 b – <i>Property Owner Member</i> – (Page 2 of 10);</li> <li>• Add Document Control Page to formally record changes to Constitution.</li> </ul>

Proposed Review Date
As required

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