

Annexure A

Rules of Northern Turners Incorporated under the Associations Incorporation Act of South Australia (1985)

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This is the annexure marked 'A' referred to in the statutory declaration of Kenneth Trevor Allen

made on the

day of

2007 before me

.....
Justice of the Peace

Rules of Northern Turners Incorporated

1. NAME

The name of the incorporated association is Northern Turners Incorporated hereinafter called the Club

2. DEFINITIONS

- 2.1. "committee" means the committee of management of the Club
- 2.2. "member" means a member of the Club
- 2.3. "the Act" means the Associations Incorporation Act 1985 as amended
- 2.4. "special resolution" means a special resolution defined in the Act
- 2.5. "month" shall mean a calendar month.
- 2.6. "Writing" includes all written correspondence whether it is by registered post, ordinary prepaid post, facsimile transmission and hand delivery. It shall only include electronic mail where receipt is confirmed by the recipient.

3. OBJECTS OR PURPOSES OF THE CLUB

The objects of the Club are

- 3.1. To provide opportunities for people in the broader community to develop wood working skills and social networks while raising the standards and profile of wood crafts.
- 3.2. To foster, encourage, educate and train, from entry to advanced levels, people interested in working with wood.
- 3.3. To assist people develop a broader knowledge of timber, wood working materials and related topics.
- 3.4. To be a source of information and facilitate the sharing of ideas, knowledge and skills amongst people with similar interests.
- 3.5. Where appropriate, to use the skills of the woodworker for charitable purposes.
- 3.6. To be active in the community in promoting woodcraft by raising the standards and recognising the work being done by woodworkers.
- 3.7. To foster awareness of the conservative use of our natural wood resources including the usefulness of recoverable and recyclable wood.
- 3.8. To foster safe working practices and provide appropriate training in the use of relevant woodworking machinery.

4. POWERS OF THE CLUB

For the purpose of carrying out its objects, an incorporated Club may, subject to the Act and its rules—

- i) acquire, hold, deal with, and dispose of, any real or personal property; and
- ii) administer any property on trust; and

- iii) open and operate bank and investment accounts; and
- iv) invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested; or
- v) in any other manner authorised by the rules of the Club; and
- vi) borrow money upon such terms and conditions as the Club thinks fit;
- vii) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- viii) appoint agents to transact any business of the Club on its behalf;
- ix) enter into any other contract it considers necessary or desirable.
- x) raise money by organising events either independently or in partnership.
- xi) Make such by laws as are necessary for the good management of the Club

5. MEMBERSHIP

5.1. TYPES OF MEMBERSHIP

5.1.1. **A member** is any person who supports the objects of the Club, agrees to its rules, applies in writing and pays the appropriate membership fee.

5.1.2. Categories of membership may be defined by By Laws

5.2. MEMBERSHIP FEES

5.2.1. The membership fee for members shall be determined each year by the Management Committee

5.2.2. Membership fees shall fall due on 30th June each year.

5.2.3. Any member of the Club whose membership fee is outstanding for more than two (2) months after the due date for payment shall cease to be a member of the Club, provided always that the committee may reinstate any such member on terms as it thinks fit.

5.3. RESIGNATIONS

5.3.1. A member may resign from membership of the Club by giving written notice thereof to the secretary of the Club. Any member so resigning shall be liable for any outstanding membership fees.

5.4. TERMINATION OF MEMBERSHIP

5.4.1. A member may be expelled or suspended from the membership of the Club for a period of time if that member is found to have acted in a way that is injurious, prejudicial or brings discredit upon the Club provided that:

5.4.1.1. any complaint against a member is lodged in writing;

5.4.1.2. the member against whom the complaint is lodged is notified in writing and given fourteen days to respond to that complaint and may address the Committee; and

- 5.4.1.3. the Committee has resolved to expel or suspend the member from membership by a majority of not less than two thirds of the Committee members present.
- 5.4.1.4. Any member who is expelled or suspended from the membership of the Club may appeal to the next Annual General or Special General Meeting called for that purpose by giving notice in writing of intention to appeal to the President within fourteen days of the communication to that member of the Committee's decision to expel or suspend.
- 5.4.1.5. The Annual or Special General meeting shall be called not more than twenty-eight days after the receipt of the notice of appeal.
- 5.4.1.6. The notice of appeal to an Annual or Special General meeting shall be included in the notice calling that meeting.
- 5.4.1.7. The members present at the Annual or Special General meeting shall decide the appeal by a majority vote that shall be final.
- 5.4.1.8. The Club shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

5.5. MEMBERSHIP RECORDS

- 5.5.1. 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 Club; and
 - iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1. General operation

- 6.1.1. The affairs of the Club 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 Club, and are not by the Act or by these rules required to be done by the Club in general meeting. The Committee has the management and control of the funds and other property of the Club.
- 6.1.2. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 6.1.3. A committee member shall be a natural person.
- 6.1.4. The Committee shall be comprised of a President, secretary, treasurer and such other officers and committee members as the Club deems fit at each annual general meeting. The committee shall be appointed at the annual general meeting.
- 6.1.5. All Office Bearers, may be sought from the members of the Club who are 18 years old or more on the date of election.
- 6.1.6. The Committee will meet at least three (3) times per year.

- 6.1.7. The president or any two members of the committee shall have the power to call a committee meeting. Notice of meeting shall be given at the previous committee meeting or by seven days written notice distributed to all committee members or in an emergency by telephone or email.
- 6.1.8. The first committee of the Club shall be appointed from the promoters of the Club, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.
- 6.1.9. At each subsequent annual general meeting all positions of the committee shall be declared vacant and office holders shall be eligible for reappointment.
- 6.1.10. Nomination to the committee or to any office shall be made and seconded by financial members of the Club at the annual general meeting and agreed to by the nominee.
- 6.1.11. The committee may appoint subcommittees of members of the Club for specific purposes and they shall meet as directed by the committee and report to the committee.

6.2. Vacancies

- 6.2.1. The office of a committee member shall become vacant if that 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 four meetings in a financial year.
- 6.2.2. The committee may appoint a member to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club
- 6.2.3. The committee may function validly notwithstanding any vacancies as long as it consists of at least three persons.

6.3. Voting

- 6.3.1. VOTING - At committee meetings, each committee member shall have one deliberative vote and in the case of a tie the president shall have a casting vote. Motions shall be resolved by simple majority. No proxy voting will be permitted
- 6.3.2. QUORUM – A quorum for the committee shall be fifty (50) per cent of committee members.

6.4. Conflict of interest

- 6.4.1. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote, be present at the vote or be included in deliberations 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 of the Club.

7. DUTIES OF OFFICERS

7.1. President

- 7.1.1. The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two office bearers
- 7.1.2. The President shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 7.1.3. The President shall cause meetings to be called in accordance with the provisions of this constitution.

7.2. Secretary

- 7.2.1. The Secretary shall cause records to be kept of the business of the Club including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Club.

7.3. Treasurer

- 7.3.1. The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Club. The committee shall authorise signatures to the account.
- 7.3.2. Major or unusual expenditures shall be authorised in advance by the Committee.
- 7.3.3. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member upon written request.
- 7.3.4. The Treasurer shall cause financial budgets and statements to be prepared and shall submit a report on the finances to each Committee Meeting.
- 7.3.5. The Treasurer shall present financial statements to the Annual General Meeting (which if required by the Act or the Annual General Meeting shall be audited).

8. MEETINGS OF MEMBERS

8.1. Ordinary general meetings

- 8.1.1. The business of ordinary general meetings shall be to inform the committee in their running of the Club.
- 8.1.2. General Meetings of members shall be held as determined by the Committee.

8.2. The Annual General Meeting

- 8.2.1. The first Annual General Meeting of the Club shall be held by 31st October 2008 and thereafter during the month of October each year.
- 8.2.2. The business of the Annual General Meeting shall be to:
 - 8.2.2.1. Confirm the minutes of the previous Annual General Meeting.

- 8.2.2.2. Receive the report of the Committee
- 8.2.2.3. Approve the financial statements (audited if required by the Act or resolution of the annual general meeting).
- 8.2.2.4. Appoint an Auditor (if required by the Act or resolution of the annual general meeting)
- 8.2.2.5. Conduct the Elections of the Committee as provided for in this constitution.
- 8.2.2.6. Consider any other business referred to it by the Committee.

8.3. Special General Meetings

- 8.3.1 Special general meetings deal with matters of high importance and matters defined by the Act or these rules as requiring a special general meeting.
- 8.3.2 Calling a special general meeting
 - 8.3.2.1 The committee may call a special general meeting of the Club at any time or
 - 8.3.2.2 Upon a requisition in writing of not less than 5% of the total number of members of the Club, the committee shall
 - I. within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
 - II. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
 - 8.3.2.3 If a special general meeting is not convened within one month, 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 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 Club.

8.4 Protocols for annual and special general meetings

- 8.4.1 Only the business as specified in the notice of meeting shall be dealt with at that meeting.
- 8.4.2 At least fourteen (14) days notice of the Annual General Meeting and any special general meeting shall be given to members unless there is a special resolution where twenty one (21) days notice is required by the Act. 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.
- 8.4.3 A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the registry of members or by email.
- 8.4.4 Where a notice is sent by post, service of the letter shall be deemed to be effective if it is properly addressed and posted to the member by ordinary prepaid mail.
- 8.4.5 Where the notice is sent by email a return receipt by email shall be deemed proof of delivery.

9. PROCEEDINGS OF MEETINGS

- 9.1. Fifty percent of financial members present shall constitute a quorum at any general meeting.
- 9.2. If within thirty 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 thirty minutes of the time appointed for the meeting the members present will form a quorum. If convening such a meeting is not feasible, a notice of time and place of meeting shall be issued within seven days and the reconvened meeting held within one month of the date of the original meeting.
- 9.3. The president of the Club shall preside at meetings. If the office of president is vacant or the president is absent or declines to preside, then either the vice president (if there is one) or one of the committee chosen by the members present shall preside at that meeting.
- 9.4. If there is not such a chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- 9.5. The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting to another time and or place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.6. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

10. VOTING AT GENERAL MEETINGS

- 10.1. 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 at that meeting. Proxy votes are not permitted.
- 10.2. Subject to these rules, every member of the Club has only one vote at a meeting of the Club.
- 10.3. At any General Meeting, a resolution put to a vote shall be decided on a show of hands and a declaration by the chairperson of the meeting that a resolution has been carried or lost.
- 10.4. If the meeting or the chairperson requires a count shall be made and the motion decided according to a simple majority for an ordinary resolution or for a special resolution as defined by the Act the vote, three quarters of the members present shall be required.
- 10.5. The chairperson at any meeting shall have a casting as well as a deliberative vote.

11. THE PUBLIC OFFICER

- 11.1. The Club shall have a public officer as defined by the Act. The public officer shall be appointed by the committee. Changes in the details of the public officer must be notified to the Commissioner in writing with 28 days of the change occurring. The public officer may, but need not be, a member of the committee.

12. THE SEAL

- 12.1. The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- 12.2. The President or the Public Officer shall keep the Common Seal, which shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Club. The President and one other office bearer of the committee shall witness the affixing of the seal.

13. MINUTES

- 13.1. Proper minutes of all proceedings of general meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 13.2. The minutes kept pursuant to this rule shall be confirmed by the members of the Club or the members of the committee at a subsequent meeting.
- 13.3. 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.
- 13.4. Where 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.

14. FINANCIAL REPORTING

- 14.1. The first financial year of the Club 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.
- 14.2. The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- 14.3. At each annual general meeting, the members may appoint a person to be auditor of the Club.
- 14.4. The auditor (if appointed) 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 and is deemed necessary by the committee, the committee may appoint an auditor for the current financial year.

15. FINANCE AND PROPERTY

- 15.1. The income and capital of the Club 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 Club.
- 15.2. Members who by authority accept or incur any pecuniary liability on behalf of the Club shall be held indemnified against any personal loss in respect of such liability.

Liability of officers is defined by the Act clauses 12, 21 and 49B

16. WINDING UP

- 16.1. The Club may be wound up in the manner provided for in the Act.
- 16.2. If after the winding up of the Club there remains "surplus assets" as defined in 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.
- 16.3. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

17. AMENDMENT TO THE CONSTITUTION

17.1. This constitution may be repealed, altered or amended by special resolution of the members of the Club with two thirds of members present and voting at a General Meeting of which not less than twenty-one days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all members. 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 Club 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.