

Upper Spencer Gulf Common Purpose Group

CONSTITUTION

1. NAME

The name of the Association shall be the Upper Spencer Gulf Common Purpose Group hereinafter called “the Association”.

2. OBJECT

The object of the Association shall be: -

- 2.1 To identify, develop and implement strategies that will bring about a significant and continuous improvement to the Upper Spencer Gulf economy by 2010.
- 2.2 To do all such things as may be incidental to the attainment of such objects.

3. MANAGEMENT

3.1 Management of the Association shall be vested in the Board. The members of the Board shall be the members of the Association and shall comprise:

- The Mayor or the nominee of the City of Port Augusta.
- The Mayor or the nominee of the City of Port Pirie.
- The Mayor or the nominee of the City of Whyalla.
- The Chief Executive or the nominee of the City of Port Augusta.
- The Chief Executive or the nominee of the City of Port Pirie.
- The Chief Executive or the nominee of the City of Whyalla.
- The Chief Executive or the nominee of the Northern Regional Development Board.
- The Chief Executive or the nominee of the Port Pirie Regional Development Board.
- The Chief Executive or the nominee of the Whyalla Economic Development Board.
- The Chairperson or the nominee of the Upper Spencer Gulf Combined Chambers of Commerce.
- The Secretary or the nominee of the Upper Spencer Gulf Combined United Trades and Labour Council.
- The Director or the nominee of the Spencer Institute of TAFE.
- The Dean or the nominee of the Whyalla Campus of the University of South Australia

3.2 The Office Bearers of the Association shall be the Chairperson, Secretary and Treasurer who shall be elected by the Board from its members for a term of one year at the Annual General Meeting of the Board.

3.3 An Office Bearer or member of the Board shall cease to hold such office upon resignation in writing delivered to the Chairperson of the Association.

- 3.4 The Board shall meet as often as may be required to conduct the business of the Association and not less than six (6) times each financial year.
- 3.5 The quorum shall be one half plus one of the Board members.
- 3.6 The Chairperson or two (2) other members of the Board shall have the power to call a meeting of the Board.
- 3.7 Notice of meetings shall be given at the previous Board meeting or by seven (7) days written notice distributed to all Board members or in an emergency by other notice as shall be ratified by the Board.
- 3.8 Vacancies unfilled or arising in the Office Bearers may be filled by the Board by co-opting other Board members for the un-expired remainder of the term.
- 3.9 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 3.10 The Board may appoint committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.
- 3.11 The Board may appoint an Executive of the Office Bearers together with one other Board member who shall meet to carry out day-to-day business delegated by the Board and who shall report to the subsequent Board meeting.
- 3.12 The Board shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board.
- 3.13 The Board members shall upon nomination become members in their own right. They may express the views and interests of the organization which they represent, but must vote in the interests of the Association and to carry out its objectives.
- 3.14 Board members must not vote in any decision which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves or for a close associate.

4. GENERAL MEETINGS

- 4.1 The Annual General Meeting shall be held at least once in each calendar year and not more than four (4) months after the close of the financial year.
- 4.2 The business of the Annual General Meeting shall be:-
 - 4.2.1 To confirm the minutes of the proceeding Annual General Meeting;
 - 4.2.2 To receive the Chairperson's Report for the previous financial year;

- 4.2.3 To receive the Treasurer's Report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;
- 4.2.4 To announce the commencement of the term of nominated and representative members.
- 4.2.5 To elect the Office Bearers.
- 4.2.6 To appoint an Executive.
- 4.2.7 To conduct any other business placed on the agenda before the commencement of the meeting.
- 4.3 The Annual General Meeting shall be open to the public but the General Meetings shall not be.
- 4.4 Members shall each be entitled to one vote at any General Meeting at which they are present.
- 4.5 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen (14) days. The quorum for such adjourned meeting shall be reduced to five (5), at which the meeting will lapse altogether.

5. POWERS

- 5.1 The powers of the Association shall be the powers contained in the Associations Incorporation Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 5.2 The committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

6. VOTING

- 6.1 Voting shall be by show of hands except that:
 - 6.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
 - 6.1.2 The meeting may by show of hands require any other vote to be by secret ballot;

- 6.2 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

7. CHAIRPERSON

- 7.1 The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Board and in the presence of two (2) Board members including at least one Office Bearer.
- 7.2 The Chairperson shall chair Board and Executive meetings except that in the absence of the Chairperson or at the request of the Chairperson or a majority of a meeting another member may be elected as chairperson for that meeting.
- 7.3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 7.4 The Chairperson together with the Secretary shall prepare the agenda for Board meetings.
- 7.5 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 7.6 The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board.

8. TREASURER

- 8.1 The Treasurer shall ensure that all monies received are paid into an account authorized by the Board in the name of the Association. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom there shall be no more than three (3) appointed by the Board. Major or unusual expenditures shall be authorized in advance by the Board.
- 8.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- 8.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Board meeting.
- 8.4 The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year, which shall commence on 1 July and end on 30 June unless altered at a Board meeting.
- 8.5 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Board.

9. SECRETARY

- 9.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- 9.2 The Secretary shall ensure that records are kept of the Association 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 Association.
- 9.3 In the absence of the Secretary or at the request of the Secretary or a majority of the meeting another member shall be elected as minutes secretary.

10. AMENDMENT OF CONSTITUTION AND RULES

The Board by three-fourths majority vote may repeal or amend this constitution and may make, repeal or amend Rules or bylaws for the proper administration of meetings or business provided that such Rules, and such repeal or amendments, shall be notified to the subsequent General Meeting.

11. LIABILITY, PROPERTY AND DISSOLUTION

- 11.1 Persons who with the authority of the Board incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 11.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 11.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:-
 - 11.3.1 Such other body shall be also prohibit the distribution of income and property to the members to the extent stated herein;
 - 11.3.2 If the Association shall have been approved pursuant to Section 78 of the Income Tax Assessment Act then such other body shall also be so approved; and
 - 11.3.3 The Association shall not be dissolved except by approval of not less than three-fourths of the members present and voting at a meeting called for that purpose of which not less that one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.