

Constitution of the Upper Spencer Gulf Common Purpose Group Inc.

effective 1st January 2017

1 NAME OF THE ASSOCIATION

1.1 The name of the Association shall be the Upper Spencer Gulf Common Purpose Group, hereinafter called "the Association".

1.2 The Trading name of the Association shall be 'Spencer Gulf Cities'.

2 DEFINITIONS

In these Rules, unless the contrary intention appears:

2.1 "Board" means the board of management of the Association

2.2 "Board meetings" means a general meeting of Directors of the Board convened in accordance with these Rules

2.3 "electronic transmission" means correspondence sent by email, internet or facsimile

2.4 "meeting" means a general meeting of members of the Association convened in accordance with these Rules

2.5 "Director" means a member of the Board, unless otherwise specified

2.6 "ordinary resolution" means a resolution passed by a simple majority of the Members present at a meeting in person or by proxy who register their vote in favour of the resolution

2.7 "poll" means the process of casting and recording of votes for the purpose of making a decision, including the election of a chairperson. Polls are to be conducted either by show of hands or by secret ballot, as determined by the Members present at the meeting.

2.8 "proxy" means a person authorised in writing by a Member to represent the Member in the absence of their nominated Director.

2.9 "secret ballot" means a method of voting in which each Director writes his or her choice on a piece of paper so no one else knows how they have voted

2.10 "special resolution" is a resolution requiring at least twenty-one (21) days written notice to all Directors and their proxies and ex officio members, and only passed by a unanimous decision of the Directors who are entitled to vote and do so personally or by proxy at the meeting.

2.11 "the Act" means the Associations Incorporations Act 1985

2.12 "the regulations" means the Associations Incorporation Regulations, 1993

2.13 "the Rules" means these rules

2.14 "The State" means the state of South Australia

2.15 Words importing the singular include the plural and vice versa.

2.16 Words importing the masculine gender includes the feminine gender.

2.17 Words importing persons include partnerships, associations and corporations.

3 PURPOSE

3.1 The purpose of the Association is to provide a forum for information sharing, collaborative action and a united voice by the regional cities of Port Augusta, Whyalla and Port Pirie.

4 POWERS OF THE ASSOCIATION

4.1 The Association shall have all the powers conferred by Section 25 of the Act and may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.

4.2 Subject to Section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

5 MEMBERS

The members of the Association are:

- 5.1 City of Whyalla
- 5.2 Port Augusta City Council
- 5.3 Port Pirie Regional Council

6 MANAGEMENT AND CONTROL OF THE ASSOCIATION

6.1 The affairs of the Association shall be managed and controlled exclusively by a board 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 Association and a meeting of the Board shall constitute a general meeting of the Association.

6.2 The Board has the management and control of the funds and other property of the Association.

6.3 The Board shall have the power to appoint such officers and employees or establish such committees as are required to carry out the objects of the Association and may delegate any of its powers to such officers, employees and committees.

7 BOARD COMPOSITION

7.1 The Board shall be comprised of the following Directors:

- 7.1.1 The Mayor of the Port Augusta City Council.
- 7.1.2 The Mayor of the Port Pirie Regional Council.
- 7.1.3 The Mayor of the City of Whyalla.

7.2 The Chief Executive Officers of the member Councils shall be ex—officio members of the Board.

8 PROXIES

8.1 Each Member shall appoint an elected member of the relevant Council to be their proxy.

8.2 Proxies may attend all meetings, but shall only be entitled to vote in the absence of the substantive board Director.

8.3 No person may act as the proxy for more than one Director.

9 CHAIR

9.1 The Board shall select a Chair from its Directors, for a term and with such conditions as the Board determines.

9.2 The role of the Chair is to:

9.2.3.1 provide leadership and strategic guidance to the Board

9.2.3.2 represent the Association as its figurehead

9.2.3.3 provide support and supervision to the Executive Officer

9.2.3.4 ensure appropriate monitoring and review of Board operations.

10 EXECUTIVE OFFICER

10.1 The Board shall appoint an Executive Officer to fulfil the role of Public Officer of the Association and to manage the business of the Board on terms and conditions agreed between the Executive Officer and the Board.

10.2 The Executive Officer is responsible to the Board for the execution of decisions taken by the Board and for the efficient and effective management of the affairs of the Association.

10.3 The Executive Officer shall cause records to be kept of all activities and financial affairs of the Association in accordance with this Constitution, in addition to other duties specified in the terms and conditions of appointment.

11 VACATION OF OFFICE

11.1 A Director of the Board (including the Chair) shall cease to hold such office if that Director:

11.1.1 Is no longer eligible to be a member of the Association

11.1.2 Resigns from the Board by notice in writing provided to the Chair/Executive Officer

11.1.3 Is disqualified by the Act

11.1.4 Is expelled under these Rules

11.1.5 Is permanently incapacitated by ill health

11.1.6 Is absent without apology from more than three consecutive Board meetings

11.2 The Board may resolve to expel a Director upon a charge of misconduct detrimental to the interests of the Association, subject to giving the relevant member Council an opportunity to be heard or to make a written submission to the Board. Particulars of the charge shall be communicated to the Council at least one calendar month before the meeting of the Board at which the matter will be determined.

12 COMMITTEES

12.1 The Board may appoint committees comprising Board Directors and/or non-board members for specific purposes, who shall meet as they see fit, or as directed by the Board and who shall report to the Board.

13 NOTICE OF MEETINGS

13.1 The Executive Officer shall, in writing, give all Directors of the Board (including proxies and ex-officio members) at least fourteen (14) days notice of any general meeting.

13.2 Meeting agendas including the time and location of the meeting, particulars of the nature and order of business and a copy of the minutes of the previous meeting, shall be provided no less than seven (7) days prior to the meeting date.

13.3 The Chairperson or two (2) other Directors of the Board shall have the power to call a special meeting of the Board.

13.4 The Board may, by resolution, call a special meeting of the Association at any time.

14 BOARD MEETING PROCEDURE

14.1 The Board shall meet as often as may be required to conduct the business of the Association but not less than once every three months.

14.2 The quorum shall be three Board Directors (or their proxies).

14.3 If, within thirty minutes after the commencement time appointed for the meeting, a quorum of members is not present, the meeting may be adjourned.

14.4 The Chairperson of the Board shall preside at every general meeting of the Board.

14.5 If the Chairperson is not present within fifteen minutes after the appointed commencement time, or at the request of the Chairperson, the meeting shall select a Director to preside at that meeting.

14.6 Each Director present at a meeting, or in their absence, their proxy, shall be entitled to one vote.

14.7 Voting shall be by show of hands except where the meeting determines a vote to be by secret ballot.

14.8 Decisions of the Board shall be made by resolution passed by a majority of votes.

14.9 The Chairperson may, with consent of any meeting at which a quorum is present, or if so directed by the meeting, adjourn the meeting from time to time and place to place.

14.10 If the meeting is to be adjourned prior to the date on which the meeting is to take place, the Executive Officer of the Association will provide all Directors, proxies and ex-officio members with at least seven days notice of the adjournment and advise of the new date and time for the meeting.

14.11 A resolution rescinding or amending a resolution of a previous meeting must be passed as a special resolution.

15 DISCLOSURE OF INTERESTS

15.1 A Director of the Board 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 Board, as required by the Act, and shall not vote with respect to that matter.

16 ANNUAL GENERAL MEETING

16.1 The Annual General Meeting of the Association shall be held at least once in each calendar year and not more than four (4) months after the close of the financial year.

16.2 The financial year of the Association shall be the period commencing 1 July and ending on 30 June in each year.

16.3 The business of the Annual General Meeting shall be to:

16.2.1 confirm the minutes of the proceeding Annual General Meeting;

16.2.2 receive the Chairperson's Report for the previous financial year;

16.2.3 receive the audited financial statements for the previous financial year, and confirm the financial budget for the current financial year.

17 KEEPING OF MINUTES

17.1 Proper minutes of all proceedings of meetings of the Board shall be kept and distributed to all Directors within two (2) weeks of the meeting.

17.2 The minutes kept pursuant to this rule must be confirmed by the Directors of the Board at a subsequent meeting.

18 KEEPING OF ACCOUNTS

18.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Association.

18.2 All cheques, drafts, bills of exchange, promissory notes, electronic transfers and other negotiable instruments must be signed by two signatories acting upon the authorisation of the Board.

19 INDEMNITY AND INSURANCE OF BOARD MEMBERS

19.1 The Association must, to the extent permitted by the Act, purchase and keep in force for seven years, insurance against any liability incurred by a Director acting in their capacity, including liability for negligence or for the reasonable costs and expenses of defending either civil or criminal proceedings.

19.2 Every Director will be indemnified out of the property of the Association against any liability incurred by such a Director in defending civil or criminal proceedings in which judgment is given in their favour, or in which they are acquitted.

19.3 The Association must give any Director, or former Director or member, access to any document or record for the purpose of any legal proceedings to which this rule applies.

20 WINDING UP AND DISTRIBUTION OF ASSETS

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

20.2 After winding up of the Association, any surplus assets shall be distributed to any organisation which has similar objects and has rules that prohibit the distribution of its assets and income to its members or is otherwise a not-for-profit organisation.

20.3 Such organisation(s) shall be identified and determined by resolution of the Board in a special general meeting.

21 RULES

21.1 Subject to approval by a special resolution of the Board, these rules may be altered (including alteration of name), or be rescinded and replaced by substituted rules. Such alteration shall be registered with the Commission as required by the Act.

21.2 The registered Rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

22 BY-LAWS

22.1 Subject to approval by a special resolution of the Board, the Board may from time to time create, alter, rescind and replace such by-laws, not being inconsistent with these Rules, as are necessary for the proper administration of the Association.

23 COMMON SEAL

23.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

23.2 The seal shall not be used without an express resolution of the Board, and every use of the seal shall be recorded in the minute book of the Association.

23.3 The affixing of the seal shall be witnessed by the Chairperson and one other Director of the Board.

23.4 The Board shall ensure the safekeeping of the Common Seal.

24 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

24.1 The income, property and funds of the Association shall be applied and used solely towards the promotion of the objects and purposes.

24.2 The Association shall not distribute any of its profits, income, capital or assets to members of the Association, or their associates.

24.3 A Director of the Association may receive reimbursement for reasonable costs incurred in the performance of their duties.

24.4 A Director employed or contracted by the Association to perform duties other than those associated with his or her duties as a Director may receive remuneration as deemed necessary and appropriate by the Board from time to time.

25 CIRCUMSTANCES NOT PROVIDED FOR

25.1 If any circumstances arise to which these rules are silent, incapable of taking effect or being implemented according to its strict provisions, the Association will have the power to determine what action may be taken to ensure the effective administration of the objects and purposes of the Association, provided that such action is determined at a meeting of the Board.