

THE ASSOCIATIONS INCORPORATED ACT, 1985.

RULES OF THE

PORT VINCENT PROGRESS ASSOCIATION INCORPORATED

ADOPTED the 21st day of July, 2015.

1. NAME

The name of the Association shall be
PORT VINCENT PROGRESS ASSOCIATION INCORPORATED (hereinafter referred to
as "The Association".)

2. OBJECTS.

(a) The objects of the Association shall be to promote an active interest in the welfare
and the progress of the district and town of Port Vincent.

(b) To encourage and foster any public body and any institution, Society or Club
which may be for the benefit of the town of Port Vincent.

(c) To assist and co-operate with the Yorke Peninsula Council.

(d) To consult and liaise with the Yorke Peninsula Council for the purposes of
furthering the interests of the residents of the Township of Port Vincent and of the Yorke
Peninsula Council

(e) To raise and obtain monies and to borrow or raise and give security for money for
expenditure in accomplishing the objects of the Association and to expend such money
when raised.

(f) To invest and deal with the monies of the Association not immediately required
upon the securities and in such a manner as the Association may from time to time
determine.

(g) To purchase, lease or acquire land and buildings for the purpose of the
Association and to sell, let or otherwise dispose of the same.

(h) To hire and employ servants and to pay them and to the other persons in return for
services rendered to the Association, salaries, wages and gratuities and to purchase plant
and equipment for the purpose of the Association.

(i) To form, establish and alter from time to time, rules and regulations as may be deemed necessary or expedient to promote the best interest of the Association, incidental or subsidiary to the above objects or any of them.

3. THE ASSOCIATION is situated at Port Vincent.

4. PROPERTY AND INVESTMENTS.

The Association by its corporate name Port Vincent Progress Association Incorporated may hold funds, property or investments which have or may be converted or transferred to it for any of the purposes of the Association (subject to all existing trusts which may have been declared in respect thereof) and may also purchase, lease and hold real and personal property in the name of the Association and for the purpose thereof may mortgage, charge, let, sell or otherwise dispose of the same and execute mortgages, charges, transfers and leases thereof and raise or borrow money upon such terms and in such manner and upon such securities or security (if any) as the Association shall think fit and secure the same or the repayment or performance of any debt, liability, contract or engagement incurred or to be entered into by the Association In any way, and may purchase, pay off or redeem any such security, and generally may use and exercise all of the powers, privileges and authorities conferred by the Associations Incorporation Act 1956 1963 or any amendment or re-enactment thereof.

5. THE FUNDS of the Association may be invested in or upon any of the Public Stocks or Funds or Government Securities of the Commonwealth of Australia or any of the Australian States or upon freehold or buildings any freehold or leasehold Securities in the Commonwealth of Australia or in or upon the Funds, Debentures, Debenture Stock, Mortgages or Unsecured Deposits, Registered notes, Obligations or Securities or the guaranteed preference or-ordinary stock or shares or ordinary or preferred to deferment to other stock or shares of any Company, Public, Municipal or Local body or authority in the Commonwealth of Australia with power to vary or transpose any such investments from time to time.

6. MANAGEMENT.

The affairs of the Association shall be governed by an Executive Committee hereinafter termed and referred to as "The Committee" consisting of a Secretary and up to 12 members elected by the residents of the town of Port Vincent present at Annual General Meetings of the Association.

(a) At each Annual General Meeting of the Association, the Secretary and half the members who shall have been longest in office shall retire but shall be eligible for re-appointment.

(b) Nominations for vacancies on Committee shall be residents of Port Vincent and district present at the A.G.M. and non attending residents of Port Vincent and district who have submitted in writing their apology for non attendance and willingness to stand for nomination to fill vacancies on the Committee.

(c) If at the time of nomination, the nominations for any vacancies on the Committee are in excess of the number required, the election of the persons to fill such vacancies shall be held by means of a secret ballot, and the Chairperson presiding at the Annual General Meeting shall declare elected the successful candidates in accordance with results of such nominations and /or ballot.

(d) Any casual vacancy occurring in the members of the Committee may be filled by the Committee and any such persons so chosen shall hold office for the balance of the term of the member in whose place he is elected.

(e) If for any reason any vacancy in the Committee which should have been filled at an Annual General Meeting is not so filled then the member of the Committee who should have retired at such Annual General Meeting but whose office was not filled shall continue in office as a member of the Committee until his successor has been appointed.

7. COMMITTEE.

(a) The Committee shall annually at the first meeting of the Committee held after each Annual General Meeting elect from their number

(1) A President

(2) A Vice President

(3) A Treasurer

The Secretary may hold office of Treasurer as determined by the Committee and each of these officers shall hold office until their respective successors have been appointed at the first meeting of the Committee held after the next Annual General Meeting of the Association.

(b) Any casual vacancy in the above position may be filled by the Committee and any person so appointed shall hold office for the same period as the person to whose office he has been appointed.

(c) The President and in his absence the Vice President and in the absence of the President and the Vice President a Committee member appointed by those present, shall preside as Chairperson over all meetings of the Association or Committee and when so

presiding shall be entitled to a deliberative vote and a casting vote in the event of an equality of votes.

(d) It shall be the duty of the President to consult at all reasonable times with the Secretary and his Committee regarding all matters concerning the welfare and work of the Association which the Secretary shall place before him for his consideration and opinion.

(e) The Committee shall meet together for the dispatch of its business at least 10 times in each calendar year.

8. VACATION OF OFFICE.

The office of a Committee member shall become vacant if the Committee member gives notice of his or her resignation in writing to the President and in the case of the President to the Committee, or if the Committee member;

- (a) Is disqualified from holding office by the Associations Incorporations Act 1985;
- (b) Is permanently incapacitated by ill health;
- (c) Is absent without apology for 4 consecutive meetings of the Committee.

Any person who has ceased to be a member of the Committee is eligible for re-appointment to the Committee.

9. POWERS OF COMMITTEE.

The Association and the property and affairs thereof shall be under the control and management of the Committee.

10. IN ADDITION to all other powers hereby expressly conferred upon them and without detracting from the generality of their powers under the last preceding or any other regulations the Committee shall have the following powers, namely:-

(a) To expend the funds of the Association in such a manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association or in the names of Trustees any part thereof as the Committee shall think fit and to direct the sale or transpossession of any such investments and to expend the proceeds of any such sale for the purposes of the Association.

(b) (1) To acquire in the name of the Association, or in the names of Trustees, build upon,

pull down, rebuild, add to, alter, repair, improve, sell or dispose of or otherwise deal with any land, buildings or premises under the ownership or control of the Association; and

(2) With the consent of the Yorke Peninsula Council, to build upon, pull down, rebuild, add to, alter, repair, improve, maintain and manage any land, building or premises under the ownership or control of the Yorke Peninsula Council and to formulate in consultation with Yorke Peninsula Council plans and proposals for the use of such land, buildings and premises for the benefit of Port Vincent.

(c) To enter into any contracts on behalf of the Association.

(d) To borrow money upon the security of any of the property of the Association or otherwise and to grant or direct to be granted mortgages or debentures for securing the same and to accept deposits and to pay interest thereon at such rate as the Committee may think fit.

(e) To lease or let for such period as the Committee may think fit, the whole or any part of the property of the Association.

(f) To authorise the affixing of the Common Seal of the Association to any deed, instrument, or other document the Committee may think fit.

(g) To make and from time to time repeal or alter laws, as to the management of the Association and the affairs thereof and as to the duty of any officers or employees of the Association and as to the conduct of business by the Committee or any sub-committee or as to any of the matters or things within the powers or under the control of the Committee provided that the same shall not be inconsistent with these rules and regulations.

(h) Generally do all things necessary or expedient for the conduct of the affairs of the Association not herein otherwise provided for.

(i) To exercise all the powers conferred by section 25 of the Associations Incorporation Act 1985 to the extent that such powers are not excluded or modified by implication by the provisions contained herein.

11. COMMON SEAL.

The Common Seal of the Association shall be used only with the authority of the Committee and shall only be affixed to a document in the presence of two members of the Committee who shall be appointed by the Committee, both of whom shall sign such documents.

12. SUB-COMMITTEES.

The Committee may appoint sub-committees for such objects and purposes and with such powers as the body appointing such sub-committees shall determine and the determination of any sub-committee shall be subject to the confirmation of the Committee except in cases where the sub-committee is given full power to act. The President shall be, ex officio, a member of all such sub-committees.

13. QUORUM. (refer Annexure C)

(a) At meetings of the Committee, half the number of the duly elected Committee members plus one (50% + 1) shall form a quorum.

(b) If, within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting may proceed. Business for consideration may be discussed and proposals made. Absent Committee Members will be advised of these suggested proposals electronically. A period of 1 week will be given for member to ratify or defeat proposal. If no reply is received it will indicate acceptance of proposal. When a proposal has been adjourned to the following meeting for consideration if a member is in agreement with the proposal however he/she is unable to attend they can nominate a proxy to vote for them.

14. ANNUAL GENERAL MEETING.

The Annual General Meeting of the Association shall be called three weeks prior the proposed date of the Meeting. It will be held as early as convenient in the month of July each year for the following purposes:-

(a) To receive from the Committee a report of the proceedings of the Committee, Balance Sheet and Statement of accounts duly audited for the preceding financial year.

(b) To fill vacancies in the Committee.

(c) To appoint an Auditor or Auditors for ensuing year.

(d) To deal with other business of which due notice shall have been given in writing 7 days before the advertised day for the meeting.

(e) To deal with any other business the President may direct.

15. EXTRAORDINARY GENERAL MEETINGS.

(a) Extraordinary General Meetings may be convened by the Committee at any time and the Committee shall on the requisition in writing of 15 residents of Port Vincent, convene an Extraordinary General Meeting for any specific purpose. Such requisition

shall be delivered to the Secretary and shall specifically state the objects of the meetings proposed to be called and no resolution shall be passed at such meeting the subject matter of which has not been specified in such notice.

(b) If the Committee shall not within 30 days of such requisition being delivered, convene such Extraordinary Meeting, the requisitionists may themselves convene an Extraordinary General Meeting.

16. PROCEDURE.

(a) All debates shall be governed by rules as laid down by regulations 1984 of Local Government Act relevant to meeting procedure.

(b) All questions for a decision at a General Meeting or at a Committee Meeting must be duly proposed and seconded and shall be determined by a show of hands except where provided for nomination to be determined by a secret ballot. A declaration by the Chairperson that a resolution has been carried or lost at any General Meeting or at a meeting of the Committee shall, unless determined by a secret ballot, be conclusive evidence of the fact, without proof of the number of proportion of votes recorded in favour, or against the resolution,

17. ASSOCIATION FUNDS AND FINANCE.

(a) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

(b) All funds of the Association shall be properly deposited in the banking accounts of the Association by the Treasurer and all payments shall be made by cheque or orders drawn on the Association's banking account, such cheques or orders shall be signed by any two of the following; President, Secretary, two members of the Committee or Treasurer, and any one of them may endorse cheques or orders payable to the order of the Association and paid to the credit of the Association's banking accounts. No cheque or order whether payable to the Association or to bearer, to the Association or order crossed or crossed not negotiable or specially crossed, shall be negotiated other than directly to the credit of the Association's banking accounts.

18. ASSOCIATION ACCOUNTS.

The Association's accounts shall be made up to the 30^h day of June in each year. The

Committee shall caused to be prepared, audited and printed every year a statement of receipts and expenditure and a balance sheet made up to the 30th day of June which shall be submitted to the Association at the next Annual General Meeting, and a copy of the same shall be made available to any member on application to the Committee.

19. FINANCIAL YEAR

The financial year of the Association shall be the 12 month period ending on 30th June in each year.

20. AUDITOR – **Refer Annexure D**

~~An Auditor or Auditors not being members of the Committee shall be appointed each year at the Annual General Meeting and shall hold office for one year and be eligible for re-election. It shall be his/her/their duty to audit all books and accounts of the Association and report thereon at such intervals as the Association may decide. A vacancy in the office of Auditor during the year shall be filled by the Committee.~~

21. PUBLIC OFFICER.

The Committee shall appoint a Public Officer of the Association and such appointment may be made annually or at the will of the Committee or for any term and such Public Officer shall carry out such duties as are imposed upon him by the Associations Incorporation Act 1985

22. BY-LAWS.

The Association shall have power to make by-laws which shall be recorded in a book to be kept for that purpose as from time to time be found necessary and not inconsistent with these rules.

23. ALTERATION OF RULES.

No alteration, amendment or addition shall be made to these Rules unless a resolution in favour of such alteration, amendment or addition has been passed by the Committee at a Committee meeting and three quarters (75%) of the residents of Port Vincent present at an Annual General Meeting or an Extra-ordinary General Meeting held for such purpose and have voted in favour of such alteration, amendment or addition.

24. WINDING UP.

(a) Should it at any time become necessary in the opinion of the Committee to wind the affairs of the Association this may be done only by calling a special meeting for that purpose. If no members are present to vote on this point the decision shall be in the hands of the Committee.

(b) If upon winding up of the Association there remains after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall be given or transferred to the Yorke Peninsula Council who shall use or provide the assets for the benefits of the Town of Port Vincent.

In the interpretation of these Rules, words importing the singular include the plural and vice versa, words importing the masculine gender include the feminine gender and vice versa and references to persons include partnerships, Associations and Corporations.

The foregoing Constitution and Rules were approved and adopted at the Annual General Meeting, duly advertised, at Port Vincent on the 21st day of July, 2015 and shall take effect forthwith.

President of the Port Vincent Progress Association.

President: _____

Signed in the presence of:

Port Vincent Progress Association Incorporated Constitution
Items for alteration

Annexure A

Each reference to District Council of Yorke Peninsula now reads Yorke Peninsula Council

Annexure B

6. MANAGEMENT.

(a) At each Annual General Meeting of the Association, the Secretary and half the members who shall have been longest in office shall retire but shall be eligible for re-appointment.

Annexure C

13. Quorum

(a) At meetings of the Committee, half the number of the duly elected Committee members plus one (50% + 1) shall form a quorum.

(b) If, within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting may proceed. Business for consideration may be discussed and proposals made. Absent Committee Members will be advised of these suggested proposals electronically. A period of 1 week will be given for member to ratify or defeat proposal. If no reply is received it will indicate acceptance of proposal. When a proposal has been adjourned to the following meeting for consideration if a member is in agreement with the proposal however he/she is unable to attend they can nominate a proxy to vote for them.

Annexure D

Approved at a Special Meeting dated 5th May 2022.

20. Recording and checking of the Association's financial position:

"The financials of the Port Vincent Progress Association must be recorded by the Treasurer of the Association, or their representative, and checked by a financially qualified external party for authenticity and correctness. The reviewed and authorised financials must be presented to a meeting of the Association within 5 months of the 30th June each year. "