

**RULES OF THE PORT VINCENT PROGRESS ASSOCIATION INCORPORATED**

**Registration Number A3580**

**Definitions within these Rules**

- a. 'Committee' means the Committee of Management of the Association Incorporated.
- b. 'General meeting' means a general meeting of Members of the Association Incorporated in accordance with these Rules.
- c. 'Member' means a member of the Association Incorporated.
- d. 'Month' shall mean a calendar month.
- e. 'Special Resolution' means a special resolution defined in the Act.
- f. 'Act' means the Associations Incorporation Act 1985.
- g. 'Regulations' means Associations Incorporation Regulations 2023.
- h. 'Association Incorporated' means the Port Vincent Progress Association Incorporated.
- i. 'Prescribed Association' is an incorporated association with gross receipts exceeding \$500,000 in a financial year, excluding member subscriptions. These associations face stricter regulations and have specific reporting requirements under the Associations Incorporation Act 1985.
- j. 'Council' is the Yorke Peninsula Council.
- k. 'Qualifying Address' means the address of the property within the Port Vincent environs at which a Member or applicant permanently resides, pays rates, or owns/operates a business which is physically located within Port Vincent for the purpose of clause 3.1.
- l. 'General Member' means a Member eligible under clause 3.1 who is not a Committee member.



**1. Objects**

The objects of the Port Vincent Progress Association Incorporated shall be:

- a. To promote an active interest in the welfare and 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 formed for the benefit of the district and town of Port Vincent.
- c. To assist and co-operate with the Council, including any Memorandums of Understanding entered into by the Committee and the Council.
- d. To hire, employ and pay persons in return for services rendered to the Association Incorporated, salaries, wages, gratuities and to purchase plant and equipment for the purposes of the Association Incorporated.
- e. To raise and obtain monies for expenditure in accomplishing the objects of the Association Incorporated, and to expend such monies when raised in such manner as it deems fit, subject to Council approval if necessary.
- f. To invest and deal with the monies of the Association Incorporated not immediately required upon such securities and in such manner as may from time to time be determined by the Committee of the Association Incorporated.
- g. To lease land and buildings for the purpose of the Association Incorporated and to sub-let or assign the same.
- h. To form, establish, and alter from time to time, rules and regulations as may be deemed necessary or expedient to promote the best interests of the Association Incorporated, incidental or subsidiary to the above objects or any of them, and such rules will be stored electronically for that purpose.

**2. Powers of the Association**

The Association Incorporated shall have all the powers conferred by section 25 of the Act to further the objects of the Association Incorporated.

### 3. Membership

#### 3.1 Membership Eligibility

A person is considered eligible for membership if they:

- a. permanently reside within the Port Vincent environs; or
  - b. are a ratepayer of a property (commercial, residential or rural) within the Port Vincent environs;
  - c. own or operate a business physically located within the Port Vincent environs;
- and
- d. support the objects of the Association Incorporated and agree to be bound by its Rules.



#### 3.1.1 Eligibility Outside Port Vincent Environs but Within Yorke Peninsula Council Area

A person who meets the membership criteria but resides or operates outside the Port Vincent environs, yet within the Yorke Peninsula area, may be accepted as a Member if approved by the Committee.

#### 3.1.2 Change in Eligibility Status

If a Member no longer resides or pays rates within Port Vincent, the Committee will determine whether membership may continue. The Committee may resolve at any time that continued membership is no longer appropriate.

#### 3.2 Application Process

Applications for membership must be submitted in writing, either via the Association Incorporated's membership application form or by providing the required information via email or post to the Association Incorporated's official address.

Upon the acceptance of the application by the Committee, and upon payment of the first annual subscription (if applicable, see Clause 3.5), the applicant becomes a Member of the Association Incorporated.

#### 3.3 Information Required

An application for membership must include: the applicant's name, Qualifying Address, postal address (if different), email address, and phone number.

#### 3.4 Change of Qualifying Address

Members must notify the Committee as soon as possible if their Qualifying Address changes.

#### 3.5 Subscription

The subscription fees for membership (if any) shall be determined by the Committee at the Annual General Meeting.

Subscription fees (if any) shall be payable annually on a date determined by the Committee.

A Member whose subscription remains unpaid for more than three months after the due date shall cease to be a Member, unless the Committee reinstates membership on terms it sees fit.

#### 3.6 Resignations

A Member may resign by giving written notice to the Association Incorporated's email or postal address. Any resigning Member remains liable for outstanding subscriptions (if applicable) which may be recovered as a debt due to the Association Incorporated.

#### 3.7 Register of Members

A register of Members must be kept (in electronic form) and record:

1. the name and address of each Member
2. the email address of each Member
3. the phone number of each Member
4. the date of admission or resignation
5. the date of and reason(s) for termination of membership (if applicable).

### 3.8 Expulsion of a Member

- a. Subject to procedural fairness and the right to be heard, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association Incorporated. The Rules of Natural Justice will be preserved as per the Act.
- b. Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- c. The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 3.8(d) below), cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- d. A Member may appeal an expulsion by giving written notice to the Secretary or Public Officer within 14 days of receiving the Committee's determination.
- e. Upon receipt of a valid notice of appeal, the Committee shall convene a Special General Meeting within 30 days to consider the appeal.
- f. Notice of the Special General Meeting must include particulars of the charge and the Committee's determination. Notice must be given at least 14 days prior to the meeting.
- g. Only Members who meet the membership eligibility criteria under clause 3.1(a), (b) or (c) at the date of the notice are entitled to vote.
- h. The motion at the Special General Meeting shall be: "That the Committee's expulsion of [Member] be upheld." The motion shall be deemed carried if supported by a simple majority of eligible Members present and voting.
- i. All eligible Members present are required to vote. Voting shall be by show of hands unless the Chair determines that a secret ballot is necessary.
- j. The appellant shall have the right to be heard before the vote is taken.
- k. Any Committee member involved in investigating or making the expulsion decision may attend the meeting but must not vote on the appeal.
- l. A quorum for a Special General Meeting convened to consider an expulsion shall be the greater of:
  - (i) ten (10) eligible Members; or
  - (ii) 5% of eligible Members.
- m. If a quorum is not achieved, the meeting must be adjourned and reconvened within 21 days. At the reconvened meeting, the eligible Members present shall constitute a quorum.

## 4. The Committee

### 4.1 Powers and Duties

- a. The affairs of the Association Incorporated shall be managed and controlled by the 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 Association Incorporated, and are not by the Act or by these Rules required to be done by the Association Incorporated in a General meeting.
- b. The Committee has the management and control of the funds and other property of the Association Incorporated.
- c. The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association Incorporated on which these Rules are silent.
- d. The Committee shall appoint a Public Officer as required by the Act.

### 4.2 Appointment

- a. The Committee shall be comprised of a President, Vice President (optional role), Secretary, Treasurer, and Public Officer (these will be referred to as the Executive Committee) and up to nine other Committee members. Executive members may also take the role of the Public Officer if this position cannot be filled by other Committee members. Additional assistant roles may be appointed by the Committee if/when required.
- b. A councillor or their representative shall be invited to represent the Council as an ex officio Committee member with non-voting rights.
- c. A Committee member shall be a natural person.



- d. All Committee positions shall be subject to re-election at each Annual General Meeting.
- e. Nominations for vacancies on the Committee shall be received from Members, present at the Annual General Meeting; and non-attending Members who have submitted in writing their apology for non-attendance and willingness to stand for nomination to fill vacancies on the Committee for a term.
- f. If at the time of nomination, the nominations for any vacancies on the Committee are in number required, the election of the persons to fill such vacancies shall be held by means of a 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.
- g. Any vacancy occurring in the members of the Committee (eg due to resignation) may be filled by the Committee and any such persons so chosen shall hold office for the balance of the term of the Committee member in whose place they are elected.
- h. 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 may continue in office as a member of the Committee until his/her successor has been appointed. If the vacancy is an Executive Committee position, then a pre-nominated Committee can fill this position until the next Annual General Meeting.
- i. Nominations will be accepted in writing to the Secretary prior to the Annual General Meeting and also accepted from the floor.
- j. The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Association Incorporated and shall be eligible to re-nominate for the Committee if they wish.
- k. The Committee may appoint Sub-Committees for such objects and purposes and with such powers as the body appointing such Sub-Committee shall determine, and the determinations of any Sub-Committees shall be subject to the confirmation of the Committee, except in the cases where the Sub-Committee is given full power to act. A member of the Committee shall be an ex-officio member of all such Committees.

#### 4.3 Proceedings of Committee

- a. The Committee shall meet together for the dispatch of business as deemed necessary at least 10 times in each calendar year.
- b. Questions arising at any meeting of the Committee shall be decided by a majority of votes.
- c. A quorum for a meeting of the Committee shall be 50% of the Committee members. If 50% is a fraction (eg 6.5) then the number required will be rounded down (eg 6).
- d. 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 and voted upon. Absent Committee members will be advised of the outcome (the numbers for or against the proposal) electronically. A period of 1 week will be given for Committee members to ratify or defeat the proposal/s. If no reply is received it will indicate acceptance of the proposal/s. When a proposal has been adjourned to the following meeting for consideration, if a Committee member voted on the proposal when raised at the first meeting, and he/she is unable to attend the subsequent meeting, then they can nominate a proxy to vote for them.
- e. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association Incorporated must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote 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 Association Incorporated.

#### 4.4 Disqualification of Committee member

The office of a Committee member shall become vacant if a Committee member is: disqualified from being a Committee member by the Act, expelled as a Member under these Rules, permanently incapacitated by ill health, absent without apology from more than four meetings in a financial year, or no longer the duly appointed representative of a corporate member.

## 5. Meetings

### 5.1 Annual General Meeting Rules

- a. The Committee shall call an Annual General Meeting in accordance with the Act and these Rules.
- b. The Annual General Meeting shall be held between July and October each year.
- c. The order of the business at the meeting shall be the confirmation of the minutes of the previous Annual General Meeting and of any Special General meeting held since that meeting, the election of Committee members, the consideration of the accounts, including audit of finances (refer 8.4a and 8.4b) and reports of the Committee and Sub-Committees, and any other business requiring consideration by the Association Incorporated in a General meeting.

### 5.2 Special General Meeting

- a. The Committee may call a Special General Meeting of the Association Incorporated at any time.
- b. Upon a requisition in writing of not less than 5 members of the Association Incorporated, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by 5.2b above, 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 Association Incorporated.

### 5.3 Notice of General meetings

- a. Subject to 5.3b, at least 14 days' notice of any General meeting shall be given to Members. 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.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice of a General meeting may be given by the Association Incorporated to any Member by serving the Member with the notice personally, on the Association Incorporated's website, or by sending it by email or post to the address appearing in the Register of Members (refer 3.7).
- d. Where a notice is sent by post the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice, and unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

### 5.4 Proceedings at General meetings

- a. A quorum for the transaction of business at any General meeting shall be a number of Members equal to 50% of the elected Committee members (rounded as per clause 4.3c). If no General Members are present within 20 minutes of the scheduled start time, the Committee members present may proceed with the meeting, and any decisions made shall be valid.
- b. Subject to 5.4c the President shall preside as Chairperson at a General meeting of the Association Incorporated.
- c. If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee member of their own number to be the Chairperson of that meeting.
- d. An agenda will be prepared by the Secretary prior to a General meeting which will outline the order of business to be discussed and reports to be presented.
- e. A virtual meeting link will be made available upon request. Virtual attendance by a Member is considered equivalent to in-person attendance for all purposes, including voting and quorum.



### 5.5 Voting at General meeting

- a. Subject to these Rules, every Member of the Association Incorporated has only one vote at a meeting of the Association Incorporated by show of hand.
- b. Subject to these Rules, a question for decision at a General meeting, other than a special resolution, shall be determined by a majority of Members who vote in person or, where proxies are allowed, by show of hands.
- c. Unless a poll is demanded by at least five Members, a question for decision must be determined by a show of hands.
- d. If there is a tie in voting, the motion is lost.

### 5.6 Poll at General meetings

- a. If a poll is demanded by at least 5 Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding 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.

### 5.7 Special and ordinary resolution

A special resolution as defined in the Act. An ordinary resolution is a resolution passed by a simple majority at a General meeting.

### 5.8 Proxies

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association Incorporated as their proxy to attend and vote at any General meeting of the Association Incorporated.

### 5.9 Attendance & Participation of Members at Committee meetings

- a. General Members are encouraged to attend Committee meetings to remain informed and engaged with the activities of the Association.
- b. General Members may attend Committee meetings as observers unless the Committee resolves to meet in confidence.
- c. General Members may speak at a Committee meeting only at the invitation of the Chair. The Chair may set reasonable time limits and conditions for such contributions to ensure meetings proceed efficiently.
- d. General Members have no right to move motions, second motions, vote, or otherwise participate in decision-making at Committee meetings, except as expressly provided in these Rules (e.g. expulsion appeals).

### 6. Minutes

- a. Proper minutes of all proceedings of General meetings of the Association Incorporated and of meetings of the Committee, shall be entered on hard drives kept for this purpose. and electronically stored within one month after the relevant meeting.
- b. The minutes kept pursuant to this rule must be confirmed by the Members of the Association Incorporated or the members of the Committee (as relevant) at a subsequent meeting.
- c. 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.
- d. 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.
- e. The minutes must be available to all Members of the Association Incorporated free of charge.
- f. Hard copies of documents will not be available if the records were created and stored electronically.

### 7. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between a member and another member, a member and the Association Incorporated.



- 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 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.



## 8. Financial Reporting

### 8.1 Financial Year

The first Financial Year of the Association Incorporated 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.

### 8.2 Accounts to be kept

The Association Incorporated shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association Incorporated in accordance with the Act.

### 8.3 Accounts and reports to be laid before members.

The accounts, together with the report of an audit on the accounts, the Committee's statement and the Committee's report, shall be laid before members at the Annual General Meeting.

### 8.4 Appointment of a person to audit the accounts.

- a. At each Annual General Meeting, the Members shall appoint an independent third party to audit the accounts.
- b. The financials must be recorded by the Treasurer of the Association Incorporated, or their representative. If the Association Incorporated is deemed to be a Prescribed Association under the Act, then the Association Incorporated must have the financial statements audited annually by a registered company auditor, a Certified Practising Accountant, a Chartered Accountant, or someone approved by the Corporate Affairs Commission. If not a Prescribed Association, then the Association Incorporated's financials will be 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 Incorporated within 5 months of the 30th (of) June each year.
- c. The person appointed to audit the books shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- d. If an appointment is not made at an Annual General Meeting, the Committee shall appoint a person to audit the books for the current financial year.

## 9. Prohibition against securing profits for Members

The income and capital of the Association Incorporated 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 Association Incorporated.

## 10. Rules

- a. These Rules may be altered (including an alteration to the Association Incorporated's name) by special resolution of the Members of the Association Incorporated. This includes revision or replacement by substitute Rules.
- b. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c. The registered rules shall bind the Association Incorporated 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.

## 11. Winding up

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

**12. Application of surplus assets**

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be transferred to Council who shall use or provide the assets for the benefit of the township of Port Vincent.

**13. Indemnity**

- a. The Committee of the Association Incorporated shall be indemnified out of the property and assets of the Association Incorporated against any liability incurred by them in their capacity as Committee members in defending any proceedings, whether civil or criminal.
- b. The Association Incorporated shall indemnify its Committee members against all damages and losses (including legal costs) for which any such Committee member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Association Incorporated.

The foregoing Rules were approved and adopted at a Special Public Meeting called for the purpose at Port Vincent on 4<sup>th</sup> September 2025 and shall take effect forthwith.

Signed on:

..... 2-11-2025 DATE

By:

.....  PRESIDENT

PAM HICKMAN

.....  PUBLIC OFFICER

SUSAN HALL

PORT VINCENT PROGRESS ASSOCIATION INCORPORATED

