

**Chinatown Adelaide of South Australia  
INCORPORATED**

**CONSTITUTION**

**31 May 2016**

## Table of contents

1.	Name .....	1
2.	Definitions .....	1
3.	Objects of the associations are:- .....	1
4.	Powers of the association .....	1
5.	Membership .....	1
6	The Committee .....	3
7	The Seal .....	4
8	General meetings .....	4
9	Minutes .....	7
10	Dispute resolution .....	7
11	Financial reporting .....	7
12	Prohibition against securing profits for members .....	8
13	Winding up .....	8
14	Application of surplus assets .....	8
15	Rules .....	8

# **RULES OF CHINATOWN ADELAIDE OF SOUTH AUSTRALIA INC.**

## **1. Name**

The name of the incorporated association is Chinatown Adelaide of South Australia Inc. referred to herein as “the association”.

## **2. Definitions**

“committee” means the committee of management of the association

“general meeting” means a general meeting of members of the association convened in accordance with these rules

“member” means a member of the association

“the Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution as defined in the Act

“month” shall mean a calendar month.

## **3. Objects of the associations are:-**

The objects of the association are :

- 3.1 To assist members and to coordinate with government in the promotion of business development within Chinatown Adelaide
- 3.2 To facilitate the exchange of trade information
- 3.3 To promote the economic status of members
- 3.4 To provide recreational, cultural, social and business promotional activities for members
- 3.5 To be a non-profit making organisation
- 3.6 To promote and foster better relations between members and other business and social communities
- 3.7 Any other objectives as the Annual General Meeting shall determine from time to time.

## **4. Powers of the association**

The association shall have all the powers conferred by section 25 of the ACT.

## **5. Membership**

- 5.1 Types  
Any natural person or any body corporate who/which is a stake-holder of the City of Adelaide including any trader, property owner or resident who/which supports the objects of the association and agrees to be bound by these rules and who/which applies in writing for membership of the association shall be proposed by one member and seconded nby another member. Upon the

committee's acceptance of the application and upon payment of the first annual subscription the applicant shall be a member of the association.

## 5.2 Subscriptions

5.2.1 The subscription fees for membership shall be such sum as the members shall determine from time to time in general meeting. In the mean time, the subscription fees for membership shall be gratis.

5.2.2 The subscription fees shall be payable annually on 1 July.

5.2.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided that the committee may reinstate such a person's membership on such terms as it thinks fit.

## 5.3 Resignations

5.3.1 A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

5.3.2 Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

## 5.4 Expulsion of a member

5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

5.4.2 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.

5.4.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to rule 5.4.4 below) cease to be a member 14 days after the committee has communicated its determination to the member.

5.4.4 It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention of the appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

5.4.5 In the event of an appeal under rule 5.4.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association. In such event membership shall be terminated at the date of the general meeting at which the determination of the committee is upheld.

## 5.5 Register of members

A register of members must be kept and contain:

5.5.1 the name and address of each member;

5.5.2 the date on which each member was admitted to the association; and

5.5.3 if applicable, the date of, and reason(s) for, termination of membership.

# 6 The Committee

## 6.1 Powers and duties

6.1.1 The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may also exercise all such powers and do all such things which are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

6.1.2 The committee has the management and control of the funds and other property of the association.

6.1.3 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

6.1.4 The committee shall appoint a public officer as required by the Act.

## 6.2 Appointment

6.2.1 The committee shall comprise of a president, three (3) vice presidents, an honorary secretary, an honorary treasurer and not more than five committee members.

6.2.2 A committee member shall be a natural person.

6.2.3 The first committee of the association shall be appointed by the promoter of the association, or be comprised of such persons who hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.

6.2.4 A financial member of six months standing shall be eligible to stand for election to any of the positions stated in rule 6.2.1 upon accepting nomination in writing by another member and delivered to the honorary secretary of the association 14 days before the meeting.

6.2.5 Notice of all persons seeking election to the committee shall be given to all members of the association in the notice of meeting.

6.2.6 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

6.2.7 A member may not be elected as President for more than two consecutive terms.

### 6.3 Proceedings of committee

6.3.1 The committee shall meet for the dispatch of business at least once in every three months.

6.3.2 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chair shall have both a deliberative vote and a casting vote.

6.3.3 A quorum for a meeting of the committee shall be one half of the committee members. In the absence of a quorum the meeting shall be adjourned to the same day of the following week at the same time and place. If at such adjourned meeting there is again no quorum after thirty (30) minutes of the appointed time the members present shall constitute the required quorum.

6.3.4 A member of the committee who has 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 committee as required by the Act. Such member of the committee shall not vote in respect of such proposed contract or contract. The same disclosure shall be made to the next annual general meeting of the association.

### 6.4 *Disqualification of committee member*

The office of a committee member shall become vacant if a committee member is:-

6.4.1 Disqualified from being a committee member under the Act.

6.4.2 Expelled as a member under these rules.

6.4.3 Permanently incapacitated by ill health.

6.4.4 Absent without leave of the committee for more than three (3) meetings of the committee.

6.4.5 No longer the duly appointed representative of a corporate member.

## **7 The Seal**

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

7.2 The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minute book of the association.

7.3 The affixing of the seal shall be witnessed by the chair and the secretary.

## **8 General meetings**

8.1 Annual general meetings.

- 8.1.1 The committee shall convene an annual general meeting in accordance with the Act and these rules.
- 8.1.2 The first annual general meeting shall be held within eighteen (18) months after the incorporation of the association, and thereafter within five (5) months after the end of each financial year.
- 8.1.3 The business to be transacted at an annual general meeting shall be:-
  - 8.1.3.1 Confirmation of the minutes of the previous annual general meeting and of an special general meeting held since the previous annual general meeting.
  - 8.1.3.2 Consideration of the accounts and reports of the committee and the auditor's report.
  - 8.1.3.3 Election of committee members.
  - 8.1.3.4 Appointment of an auditor
  - 8.1.3.5 Any other business requiring consideration by the association in general meeting.

## 8.2 Special general meeting

- 8.2.1 The committee may call a special general meeting at any time.
- 8.2.2 Upon a written requisition signed by no less than 50 percent of the total membership of the association, the committee shall within one (1) month of receiving the requisition convene a special general meeting for the purpose specified in the requisition.
- 8.2.3 Requisitions for a special general meeting must state the purpose thereof.
- 8.2.4 If a special general meeting is not convened within one (1) month in accordance with rule 8.2.2. the members who signed the requisition may convene a special general meeting. Such a meeting shall be convened in the same manner or as nearly as practical as a meeting convened by the committee. For this purpose the committee shall supply full membership details to the requisitioners at the cost of the association. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## 8.3 Notice of general meetings

- 8.3.1 Subject to rule 8.3.2 at least 14 days' notice to any general meeting shall be given to members. The notice shall set out the venue, date and time and the order of business to be transacted.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days before the meeting.
- 8.3.3 A notice may be given by the association to any member by serving the member personally with the notice, or by sending it by ordinary pre-paid post to the address appearing in the register of members.
- 8.3.4 A notice duly sent shall be deemed to have been effected at the time at which it would have been delivered in the ordinary course of post.

## 8.4 Proceedings at general meetings

- 8.4.1 Six members present shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2 If after thirty (30) 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 all other cases the meeting shall stand adjourned to the same day of the next week, at the same time and place. If at such adjourned meeting there is again no quorum after thirty (30) minutes of the appointed time the members present shall constitute the required quorum.
- 8.4.3 Subject to rule 8.4.4 the chair of the association shall preside at all general meetings of the association.
- 8.4.4 If the chair is not present within five (5) minutes after the appointed time for a general meeting or declines to preside the members may choose a committee member or any member to preside.
- 8.5 Voting at general meetings
- 8.5.1 Subject to these rules, every financial member of the association of six months standing has only one vote at a meeting of the association.
- 8.5.2 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.
- 8.5.3 Unless a poll is demanded by at least five (5) members present, a question for decision at a general meeting must be determined by a show of hands.
- 8.5.4 A member being a body corporate shall be entitled to appoint a person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.
- 8.6 Poll at general meetings
- 8.6.1 If a poll is demanded by at least five (5) members present, 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.
- 8.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately. Any other poll may be conducted at any time before the close of the meeting.
- 8.7 Special and ordinary resolutions
- 8.7.1 A special resolution is one as defined in section 3 of the Act.
- 8.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## 9 Minutes

- 9.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee as the case may be, at the next meeting.
- 9.3 The minutes kept pursuant to this rule shall be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting at which the minutes are confirmed.
- 9.4 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 be valid.

## 10 Dispute resolution

- 10.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between a member and another member, and a member and the association.
- 10.2 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.
- 10.3 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 party agreed to by the parties.
- 10.4 In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

## 11 Financial reporting

### *Financial year*

- 11.1 The first financial year of the association 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.

### *Accounts to be kept*

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

### *Accounts and reports to be laid before members*

- 11.3 The accounts, together with the auditor’s report on the accounts, the committee’s statement and the committee’s report, shall be laid before members at the annual general meeting.

### *Annual return*

- 11.4 The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement and the committee's report.

*Appointment of auditor*

- 11.5 At each annual general meeting of the association, the members shall appoint a person to be the auditor of the association. The auditor shall hold office until the next annual general meeting. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

## 12 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be applied 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.

## 13 Winding up

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

## 14 Application of surplus assets

- 14.1 If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organization which has similar objects and has rules which prohibit.
- 14.2 Such organization or organizations shall be identified and determined by a resolution of members in general meeting.

## 15 Rules

- 15.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- 15.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 15.3 The registered rules shall bind the association 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.