

Cittaslow Goolwa Inc Rules of Association 2020

1. NAME

The name of the association is Cittaslow Goolwa Incorporated.

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

‘Month’ shall mean a calendar month

‘Special Resolution’ means a special resolution defined in the Act

‘the Act’ means the Associations Incorporation Act 1985

‘the Regulations’ means Associations Incorporation Regulations 2008

‘Cittaslow principles’ refers to the whole of community ‘slow’ concept as enshrined in the Cittaslow International Charter

3. OBJECTS, PURPOSE AND AFFILIATION

Preamble

Cittaslow, or ‘slow town’, is a whole-of-community approach to promoting quality of life and sustainability in towns and cities based on a partnership between local government and communities. The Cittaslow movement was conceived in 1999 by a group of Town Mayors in Italy who applied the principles of ‘slow food’ in a broader way to enhance their communities. Following a collaboration between Alexandrina Council and community members to establish the Cittaslow credentials of Goolwa and districts, in 2007 ‘Goolwa, Alexandrina’ was accredited by the International Cittaslow Committee as the first member town in Australia. The not-for-profit community association Cittaslow Goolwa Incorporated was formed the same year and in 2011 became a founding member of Cittaslow Australasia together with Yea, Murrindindi and Katoomba, Blue Mountains. The Mayor of Alexandrina Council is the Patron of Cittaslow Goolwa and member of the International Coordinating Committee.

3.1 The purpose of the association is to work alongside Alexandrina Council to foster and advance Goolwa’s qualities as a Cittaslow community.

3.2 The association aims to improve the quality of life of all residents, businesses and those who work in and visit Goolwa, Alexandrina, based on Cittaslow principles, by:

- Respecting and preserving local traditions, heritage and cultural practices;
- Protection of the local natural environment and encouraging sustainable living opportunities to reduce the community’s ecological footprint;
- Celebrating and sharing skills and knowledge about the unique character of the region;
- Promoting and showcasing the skills and products of local growers and producers;

- Involving the community in growing and gaining access to good quality and nutritious food options;
- Researching and sharing information and skills in growing and preparing healthy foods;
- Fostering the contribution of local artisans and makers of arts and crafts in enhancing the local environment;
- Promoting responsible methods and use of technology in managing the agricultural and urban/built environment;
- Working cooperatively with all levels of government, schools, businesses, community groups and organisations to ensure harmonious urban and regional development and sensitive tourism opportunities;
- Engaging both members and the wider community in initiatives and events that increase social capital and promote a sense of pride and identity in the region.
- Participating in the activities of Cittaslow Australasia and the Cittaslow International Network through the sharing and dissemination of ideas.

4. POWERS

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

5. MEMBERSHIP

5.1 Types

- a) Any person, business, organisation or family who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and lodged with the Treasurer. The application is to be submitted to the following Management Committee meeting, and voted on by members present. Upon acceptance by the Committee and payment of first annual fees the applicant shall be a member of the association.
- b) Honorary membership may be conferred on a person by resolution of the Committee as it thinks fit.
- c) Life membership may be conferred upon a person by resolution of the Committee in recognition of distinguished service to the association. The award will be acknowledged and affirmed at the following Annual General Meeting.

5.2 Subscriptions

- a) The annual membership subscription fee scale for individuals, businesses, organisations and families will be determined at each Annual General Meeting of the association.
- b) 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 always that the Committee may reinstate such membership on terms it thinks fit.
- c) Life members and Honorary members shall be exempt from the payment of the annual subscription fee.

5.3 Resignations

- a) A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.
- b) A member will be deemed to have resigned if no response from the member has been received within 3 months of being contacted by the Committee to enquire about their ongoing membership status.

5.4 Register of Members

A register of members shall be kept and contain:

- a) The name and address of each member
- b) Contact details for each member
- c) The date on which each member was admitted to, or resigned from, the association
- d) The date of and reason(s) for termination of membership (if applicable).

It is the responsibility of each member to provide accurate and up-to-date contact details to the Treasurer in the form of one or more of the following: phone number, email address and postal address.

5.5 Expulsion of a member

Note: This section should be read in conjunction with Section 10 where the proposed expulsion of a member results from a dispute between members or a member and the association or the Committee.

- a) 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 and/or in breach of the Cittaslow Goolwa Code of Conduct.
- 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 5.5d of these Rules), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to 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.
- e) In the event of an appeal under 5.5d 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 a general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting.

6. THE COMMITTEE

6.1 Powers and duties

- a) 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 exercise all such powers and do all

such things as 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 a general meeting.

- b) The committee has the management and control of the funds and other property of the association and shall ensure that all relevant insurances are secured. The committee shall appoint at least four signatories for operating the associations bank accounts with any two signatories to approve all transactions.
- c) The committee shall ensure that all records of the association are stored securely and determine the means by which these are stored in accordance with the Act.
- d) 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.
- e) The committee shall appoint a public officer as required by the Act.
- f) The committee shall form working groups in the performance of its duties as deemed necessary.
- g) The committee shall approve the creation of special interest groups together with associated guidelines and budgets as appropriate to further the goals of the association and the principles of Cittaslow.

6.2 Appointment

- a) The Committee shall be comprised of a President/Chairperson, Secretary, Treasurer and Vice President(s) as officers, and at least two and no more than four other members of the association as Ordinary Members.
- b) A Committee member shall be a natural person.
- c) Each member of the Committee shall hold office until the Annual General Meeting two years after the date of their election which shall constitute one term. A retiring Committee member shall be eligible to stand for re-election without nomination and may serve a maximum of six consecutive years, equivalent to three full terms, subject to 6.2 d).
- d) A person is permitted to hold an officer position for a maximum of 2 consecutive terms, after which that person may stand for re-election in a different position, subject to 6.2 c).
- e) Other than retiring Committee members, association members shall be eligible to stand for election provided two members of the association have nominated that person at least 21 days before the general meeting by delivering the completed nomination form to the secretary of the association. The nomination shall be signed by the proposers and by the nominee.
- f) Notice of all persons seeking election to the Committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- g) If the number of nominations received is equal to or fewer than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- h) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting. The ballot shall be conducted in accordance with such usual and proper manner as the Committee may direct.
- i) 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 and shall be eligible for election to the Committee without nomination.
- j) The association at a general meeting may, by resolution, remove any member of the committee before the expiration of this person's term and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member, subject to Section 10 of these Rules and the laws of natural justice.

6.3 Proceedings of Committee

- a) The committee shall meet together for the dispatch of business, either in person or by video-conference, at least 10 times per year.
- b) 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 chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee. If within 30 minutes of the time appointed for the commencement of a meeting a quorum is not present, the meeting shall be adjourned until the next scheduled meeting or until a quorum can be convened at an earlier date.
- d) A member of the committee 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 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.

6.4 Disqualification of Committee members

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 two meetings in a financial year

7 THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two of the following officers: president/chairperson, secretary, treasurer, vice president(s).

8 MEETINGS

8.1 Annual General Meetings

- 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 within five months after the end of the financial year of the association.
- 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 appointment of auditors (if required)
 - the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - the confirmation of association subscription fees for the next financial year

- any other business requiring consideration by the association in a general meeting.

8.2 Special General Meeting

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5% of the total number of members of the association, 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 8.2b 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.

8.3 Notice of general meetings

- a) Subject to 8.3b, 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 in accordance with section 14 of these Rules.

8.4 Proceedings at general meetings

- a) 15 members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 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 any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the President/Chairperson shall preside as chairperson at a general meeting of the association.
- d) 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 or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) 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 or, where proxies are allowed, by proxy, at that meeting.

- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d) A member being a body corporate shall be entitled to appoint one 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

- a) If a poll is demanded by at least five 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.

8.7 Special and ordinary resolutions

- a) A special resolution is a resolution passed at a duly convened meeting of the members of the association if—
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and attend and vote at any general meeting of the association.

9 MINUTES

- a) 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.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association 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.

10 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
- b) The parties to the dispute shall 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 of the parties.
- c) If the parties fail to meet or are unable to resolve the dispute at the meeting to the satisfaction of all parties, one or more of the parties may request a further meeting to discuss the dispute before an independent third person who is agreed to by the parties and the Committee (regardless of whether the Committee is one of the parties). The role of this third person is to mediate discussion and to facilitate constructive communication in order to enable the parties to reach a resolution.
- d) If the dispute cannot be resolved with the involvement of the third person, the Committee may make a determination on the dispute. At this stage the procedure set out in section 5.5 of these rules may be invoked.

11 FINANCIAL REPORTING

11.1 Financial year

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.

11.2 Accounts to be kept

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.

11.3 Accounts and reports to be laid before members

The accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting. If the association becomes a prescribed association, as defined in the Act, the auditor's report shall also be laid before members at the Annual General Meeting.

11.4 Periodic Returns

If the association becomes a prescribed association the periodic (annual) return shall be lodged with the Consumer and Business Services 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.

11.5 Appointment of auditor

If the association becomes a prescribed association or the Committee decides to engage an auditor regardless then:

- a) At each Annual General Meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.
- c) 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 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.

13 RULES

- a) 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.
- 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 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.

Note:

The Act provides that subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the resolution is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by CBS.

14 NOTICES

- a) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See rule 5.4).
- b) Where a notice is sent by post:
 - the service is effected 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 effected at the time at which the letter or packet would be delivered in the ordinary course of post.

15 WINDING UP

The association may be wound up by the passing of a special resolution by the members of the association and in accordance with the Act.

16 APPLICATION OF SURPLUS ASSETS

a) 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 organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Cittaslow Goolwa Inc
Adopted 18th February 2021