

West End Village Association Inc. Constitution

1. Name

The name of the association is **WEST END VILLAGE ASSOCIATION INC. (WEVA)**.

2. Definitions

Act means the *Associations Incorporation Act 1985 (as amended)*;

Business Member has the meaning provided in Clause 7;

Committee Member means a person appointed to the Committee;

Associate Member has the meaning provided in clause 8;

Committee means the committee of management of WEVA;

Corporate Representative has the meaning provided in clauses 7.5 and 8.4;

First Meeting means the meeting of the residents, being the promoters of WEVA, to adopt this Constitution and to resolve to arrange for incorporation of WEVA.

General Meeting means a general meeting of members of WEVA convened in accordance with this Constitution;

member means a member of WEVA, whether a Resident Member or a Business Member or an Associate Member;

Resident Member has the meaning provided in clause 6;

special resolution means a special resolution defined in the Act;

month means a calendar month;

West End City means the West End Quadrant of the City of Adelaide currently being the area bounded by Gouger Street, West Terrace, North Terrace and Morphett Street, provided that this area may be altered from time to time to encompass an area with altered boundaries within the West End of the City of Adelaide, as determined by the members of WEVA in General Meeting.

3. Objects and purposes of WEVA

The objects and purposes of WEVA are to:-

- 3.1. pursue the interests of residents by enhancing the amenity, safety and security of the West End City, by improving street scapes, tree planting, underground wiring, traffic calming and reducing pollution in all its forms;
- 3.2. build a stronger sense of 'Place' and to advocate for a balance in future development of the neighbourhood;
- 3.3. preserve and respect the inherent character, history and culture of the West End City;
- 3.4. participate in local and state government community consultation processes and maintain an active presence in the community;

- 3.5. promote the growth of social and cultural diversity in the West End City;
- 3.6. champion and participate in activities which encourage social inclusion;
- 3.7. take action to improve public open space and community infrastructure;
- 3.8. build relationships with local community organisations and small neighbourhood businesses;
- 3.9. provide a vehicle to communicate the needs, desires and concerns of the West End City community;
- 3.10. do such other things as may be conducive to fulfilling the objects and purposes of WEVA.

4. Powers of WEVA

WEVA will have the all the powers conferred by section 25 of the Act.

5. Membership

- 5.1. There will be Resident Members, Business Members and Associate Members.
- 5.2. Anyone who is accepted for membership in WEVA in any class of membership will be bound by the Act, the Constitution, and any by-laws of WEVA in force from time to time.

6. Resident Members

- 6.1. Resident Members will be residents of the West End City.
- 6.2. The rights and entitlements afforded to Resident Members will be:-
 - 6.2.1. The right to attend and vote at all General Meetings; and
 - 6.2.2. Subject to Clause 7.2, the right to appoint the Committee.
- 6.3. Residents of the West End City who have a conflict of interest because they are elected representatives of the Adelaide City Council or the South Australian Parliament are not eligible to become Resident Members of WEVA.
- 6.4. The first Resident Members of WEVA will be the persons who applied to become members at the First Meeting of WEVA prior to its incorporation by signing an Application for Membership in which their details were provided and by paying the first subscription fee.
- 6.5. Following incorporation, any eligible Resident Member who applies for membership will do so in writing in the form provided by WEVA. The application for membership will be signed by the applicant and delivered to the Secretary. On the acceptance of the application by the Committee and on payment of the first annual subscription, the applicant will be a Resident Member of WEVA.

7. Business Members

7.1. Business Members may not reside in the West End City but must:-

- 7.1.1. have owned and managed a business (or practiced a profession) and continue to do so in premises situated in the West End City for at least 6 months; or
- 7.1.2. be non-profit organisations involved with providing affordable rental housing in the West End City.

7.2. Appointment of Business Members will be at the discretion of the Committee and require approval of at least two thirds (2/3) of the Committee Members who are Resident Members.

7.3. The rights, entitlements and restrictions afforded to Business Members are:-

- 7.3.1. the right to attend and vote at all General Meetings; but
- 7.3.2. no right to take part in the appointment of the Committee.

7.4. Following incorporation, any eligible Business Member who applies for membership will do so in writing in the form provided by WEVA. The application for membership will be signed by the applicant and delivered to the Secretary. On the acceptance of the application by the Committee under Clause 7.2 and on payment of the first annual subscription, the applicant will be a Business Member of WEVA.

7.5. If the Business Member is a body corporate then the body corporate can appoint a Corporate Representative who is a natural person, and replace same, in writing. That person will be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal and sent to the Secretary or Public Officer. Such a person will be deemed to be a Business Member of WEVA for all purposes until the authority to represent the corporate member is revoked in writing.

8. Associate Members

8.1. Associate Members will be supporters of the objects and purposes who may be non-residents, businesses and other groups which are not situated within the West End City or are not eligible for membership under Clause 7. They may be co-opted to provide advice and assistance to WEVA from time to time.

8.2. The rights, entitlements and restrictions afforded to Associate Members are:-

- 8.2.1. the right to attend all General Meetings;
- 8.2.2. no right to vote at any General Meeting or to accept an appointment to, or take part in the appointment of, the Committee.

8.3. Appointment of Associate Members will be by application in writing in the form provided by WEVA and include a nomination by a Resident Member. The application for membership will be signed by the applicant and the nominating Resident Member and delivered to the Secretary. On the acceptance of the application by the Committee and on payment of the first annual subscription, the applicant will be an Associate Member.

8.4. If the Associate Member is a body corporate then the body corporate can appoint a Corporate Representative who is a natural person, and replace same, in writing. That

person will be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal and sent to the Secretary or Public Officer. Such a person will be deemed to be an Associate Member of WEVA for all purposes until the authority to represent the corporate member is revoked in writing.

9. Subscriptions

- 9.1. The first subscription will be \$10. It will be reviewed at each following Annual General Meeting or such other time as determined by the members in a General Meeting.
- 9.2. The subscription will be due annually in advance on 1 July each year or at a time determined by the Committee.
- 9.3. If a member's subscription is not paid more than 3 months after the due date for payment that member will cease to be a member of WEVA, provided always that the Committee may reinstate the membership on such terms as it thinks fit.

10. Resignations of members

- 10.1. A member may resign from membership of WEVA by giving written notice to the Secretary or Public Officer of WEVA.
- 10.2. Any resigning member will be liable for any outstanding subscriptions which may be recovered as a debt due to WEVA.

11. Expulsion of a member

- 11.1. The Committee has the right to terminate the membership of a member if the member:-
 - 11.1.1.1. is found to be ineligible under the terms of this Constitution; or
 - 11.1.1.2. acts in a manner which is adverse to the objects and purposes of WEVA; or
 - 11.1.1.3. upon a charge of misconduct detrimental to the interests of WEVA.
- 11.2. The Committee may resolve to expel a member under the terms of clause 11.1.
- 11.3. The member affected has the right to be heard at a General Meeting or to make a written submission. Particulars of the charge will be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- 11.4. The determination of the Committee will be communicated to the member, and in the event of an adverse determination the member will, (subject to the following clause), cease to be a member 14 days after the Committee has communicated its determination to the member.
- 11.5. However the member may appeal the expulsion to WEVA at a General Meeting. The intention to appeal will be communicated to the Secretary or Public Officer of WEVA within 14 days after the determination of the Committee has been communicated to the member.

- 11.6. In the event of an appeal under the above, the appellant's membership of WEVA must not be terminated unless the determination of the Committee to expel the member is upheld by the members of WEVA in General Meeting after the appellant has been heard by the members of WEVA, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

12. Register of Members

- 12.1. A Register of Members will be kept by the Secretary and contain:
 - 12.1.1. the name, address telephone contact and email address (if any) of each member;
 - 12.1.2. the date on which each member was admitted to WEVA and the category of membership, and
 - 12.1.3. if applicable, the date of and reason(s) for termination of membership.
- 12.2. Should there be any changes to the details recorded for a member, then the member must provide these details to the Secretary as soon as practicable and the Secretary will make the amendments to the Register of Members.

13. The Committee : Powers and duties

- 13.1. The affairs of WEVA will be managed and controlled by the Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of WEVA, and are not by the Act or by these rules required to be done by WEVA in General Meeting.
- 13.2. The Committee has the management and control of the funds and other property of WEVA.
- 13.3. The Committee will have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of WEVA on which this Constitution is silent.
- 13.4. The Committee will appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer will be lodged within one month after the change with Consumer and Business Services (**CBS**).
- 13.5. The Committee will have the power to appoint sub-committees under such terms and conditions as the Committee may determine. The sub-committees will report to the Committee and may include persons who are not members of WEVA. Appointment of a person to a sub-committee does not confer any right to vote at any meeting of WEVA or right to elect the Committee as a result of their appointment to the sub-committee.

14. Appointment of Committee

- 14.1. The Committee will be comprised of a Chair, Secretary, Treasurer and up to 6 additional Committee Members, at least two thirds (2/3) of whom will be Resident Members

- 14.2. For the purposes of Clause 14.1, the following ratio of Resident Members to other members comprising the Committee at any time will be; when the number of additional Committee Members is:-
- 14.2.1. one additional Committee Member: at least 3 Resident Members;
 - 14.2.2. two additional Committee Members: at least 4 Resident Members;
 - 14.2.3. three additional Committee Members: at least 4 Resident Members;
 - 14.2.4. four additional Committee Members: at least 5 Resident Members;
 - 14.2.5. five additional Committee Members: at least 6 Resident Members; and
 - 14.2.6. six additional Committee Members: at least 6 Resident Members.
- 14.3. A member of the Committee will be a natural person
- 14.4. . The first Committee of WEVA will be appointed by the residents present at the First Meeting.
- 14.5. The office of Chair will be held by a Resident Member.
- 14.6. The Secretary and Treasurer will be appointed by the Chair at the Committee meeting following the First Meeting.

15. Rotation of Committee

- 15.1. The first Committee will hold office until the first Annual General Meeting after incorporation. At that time, one half, or one half plus one where there is an unequal number, of the Committee Members, who will be chosen by ballot, will retire from the Committee. Subject to Clause 14, at each subsequent Annual General Meeting one half of the Committee Members or one half plus one, where there is an unequal number, being the longest serving members, will retire.
- 15.2. A retiring Committee Member will be eligible to stand for re-election without nomination.
- 15.3. Subject to Clause 14, no other person will be eligible to stand for election unless a Resident Member of WEVA has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of WEVA.
- 15.4. The nomination will be signed by the proposer and by the nominee.
- 15.5. Notice of all persons seeking election to the Committee will be given to all Resident Members of WEVA with the notice calling the meeting at which the election is to take place.
- 15.6. If the nominations equal the number of vacant positions on the Committee then they will be automatically appointed.
- 15.7. Where there is a shortfall in the number of nominations to the positions vacant then the matter will go to the General Meeting for the members to elect any additional Committee Members.

- 15.8. Subject to Clause 14, the Committee may appoint a person to fill a casual vacancy, and this Committee member will hold office until the next Annual General Meeting of WEVA and will be eligible for election to the Committee without nomination.

16. Proceedings of the Committee

- 16.1. The Committee will meet together for the dispatch of business at least every 3 months or at a time and place as determined by the Committee from time to time.
- 16.2. The Chair will preside at Committee meetings. However if the Chair is not available then the Committee Members will elect one of their number to preside at that meeting.
- 16.3. Questions arising at any meeting of the Committee will be decided by a majority of votes. In the event of an equality of votes the Chair will not have a casting vote in addition to a deliberative vote.
- 16.4. A quorum for a meeting of the Committee will be one half of the number of Committee Members or if there is an equal number, then one half plus one.
- 16.5. A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with WEVA must disclose the nature and extent of that interest to the Committee as required by the Act, and must not vote with respect to that contract or proposed contract. The Committee Member must disclose the nature and extent of his or her interest in the contract to the members at the next Annual General Meeting of WEVA.
- 16.6. A document circulated in hard copy or by email and signed by all of the Committee Members confirming that they are all in favour of a resolution contained in the document will have the effect that the resolution is passed on the date of the last person signing. For the purposes of this clause, 2 or more such identical documents which together record the resolution and the signatures of all Committee Members will be evidence of the passing of the resolution.

17. Disqualification of Committee Members

The office of a Committee Member will become vacant if a Committee Member:

- resigns in writing
- is disqualified from being a Committee Member by the Act
- is expelled as a member of WEVA under this Constitution
- is permanently incapacitated by ill health
- is absent without apology from more than four meetings in a financial year.

18. The seal

- 18.1. WEVA will have a common seal upon which its corporate name will appear in legible characters.
- 18.2. The seal must not be used without the express authorization of the Committee, and every use of the seal will be recorded in the minute book of WEVA.
- 18.3. The affixing of the seal will be witnessed by 2 persons being the Chair and another officeholder or by 2 Committee Members or by 1 officeholder and some other person appointed by the Committee for the purpose.

19. General Meetings of members

There will be Annual General Meetings and Special General Meetings of the members of WEVA.

20. Annual General Meetings

- 20.1. The Committee will call an Annual General Meeting in accordance with the Act and this Constitution.
- 20.2. The first Annual General Meeting will be held within 18 months after the incorporation of WEVA, and subsequent Annual General Meetings will be held within five months after the end of its financial year.
- 20.3. The order of the business at the meeting will be:
 - the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - the consideration of the accounts and reports of the Committee and the auditor's report, if any;
 - the election of Committee Members; and
 - any other business requiring consideration by WEVA in General Meeting.

21. Special General Meetings

- 21.1. The Committee may call a Special General Meeting of WEVA at any time.
- 21.2. On receiving a requisition in writing of not less than 5 of the total number of Resident Members of WEVA, the Committee will, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 21.3. Every requisition for a Special General Meeting must be signed by the relevant members and will state the purpose of the meeting.
- 21.4. If a Special General Meeting is not convened within one month, as required 21.2, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting will be convened in the same manner as nearly as practical

as a meeting convened by the Committee, and for this purpose the Committee will ensure that the requisitionists are supplied free of charge with particulars of the Resident Members and Business Members entitled to receive a notice of meeting.

- 21.5. The reasonable expenses of convening and conducting such a meeting will be borne by WEVA.

22. Notice of General Meetings

- 22.1. Subject to clauses 21 and 22.2 where a Special General Meeting is required, at least 14 days notice of any General Meeting will be given to members. The notice will 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.
- 22.2. Notice of an Annual General Meeting, or a Special General Meeting at which a special resolution is to be proposed, will be given at least 21 clear days prior to the date of the meeting.
- 22.3. A notice may be given by WEVA to any member by serving the member with the notice personally, or by sending it by email or by post to the address appearing in the register of members.
- 22.4. Where a notice is sent by post:
- 22.4.1. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- 22.4.2. 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.
- 22.5. Where a notice is sent by email the notice is taken to have been served at the time it is sent.

23. Proceedings at General Meetings

- 23.1. Ten (10) members present personally or by proxy will constitute a quorum for the transaction of business at any General Meeting.
- 23.2. 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 will lapse. In any other case, the meeting will 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 at that meeting will form a quorum.
- 23.3. Subject to clause 23.4, the Chair will preside as the chair at a General Meeting of WEVA.
- 23.4. If the Chair 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 if no Committee Member is present or declines to take the chair, then one of their own number to be the Chair of that meeting.

24. Voting at General Meetings

- 24.1. Subject to this constitution, and to Clause 7.3.2, every Resident Member and Business Member of WEVA has one vote at a General Meeting of WEVA.
- 24.2. Subject to this Constitution, and to Clause 7.3.2, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Resident Members and Business Members who vote in person or by proxy, at that meeting.
- 24.3. 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.

25. Poll at General Meetings

- 25.1. If a poll is demanded by at least five members present, it must be conducted in a manner specified by the Chair of the meeting. The result of the poll will be the resolution of the meeting on that question.
- 25.2. A poll demanded for the election of the Chair 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.

26. Special and ordinary resolutions

- 26.1. A special resolution as defined in section 3 of the Act is a resolution passed at a duly convened meeting of the members of WEVA if:—
 - 26.1.1. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of WEVA; and
 - 26.1.2. it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of WEVA as, being entitled to do so, vote in person or by proxy, at that meeting.
- 26.2. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

27. Proxies

- 27.1. Subject to Clause 7.3.2, a Resident Member or a Business Member is entitled to appoint in writing a natural person who is also a Resident Member or Business Member of WEVA to be their proxy, and attend and vote at any General Meeting of WEVA.
- 27.2. The notice of appointment will be in the form provided by WEVA with the notice of the General Meeting, and signed by the appointor.
- 27.3. All signed proxy forms must be forwarded to the Secretary at least 24 hours before the time the General Meeting will commence.

28. Minutes

- 28.1. Proper minutes of all proceedings of General Meetings of WEVA and of meetings of the Committee, will be entered within one month after the relevant meeting in minute books kept for the purpose. The Secretary will be responsible for the upkeep of the Minutes.
- 28.2. The minutes kept under this clause must be confirmed by the members of WEVA or the members of the Committee (as relevant) at a subsequent meeting.
- 28.3. The minutes kept under this clause will 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.
- 28.4. Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

29. Dispute resolution

- 29.1. The dispute resolution procedure set out in this clause applies to disputes under this Constitution between –
 - 29.1.1. a member and another member of the same class; or
 - 29.1.2. a Resident Member and WEVA.
- 29.2. 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 of the parties.
- 29.3. 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 person agreed to by the parties.
- 29.4. In this rule 'member' includes any person who has been a member for at least six months prior to the dispute occurring.

30. Financial year

The first financial year of WEVA will 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 following year.

31. Accounts

- 31.1. WEVA will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of WEVA in accordance with the Act.
- 31.2. The accounts, together with the auditor's report on the accounts, if any, the Committee's statement and the Committee's report, will be laid before members at the Annual General Meeting.

32. Auditor

- 32.1. The members may appoint a person to be auditor of WEVA at each Annual General Meeting.
- 32.2. The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.
- 32.3. If an appointment is not made at an Annual General Meeting, the Committee may appoint an auditor for the current financial year.

33. Banking and the role of the Treasurer

- 33.1. The Treasurer will bank all money received as soon as practical and keep up-to-date and accurate records of money received and paid from the accounts of WEVA. The Treasurer will also ensure that the funds are used in ways that are consistent with the objects of WEVA and report to the Committee on these transactions.
- 33.2. The Committee will open an account with a financial institution nominated by the Committee, in which the funds collected for WEVA will be placed. The financial institution will be provided with signatures of the signatories to the account.
- 33.3. Payments from WEVA's account will be authorized by the Committee in writing and cheques will be signed by either the Treasurer or the Chair and countersigned by another Committee Member.

34. Indemnity

- 34.1. To the extent permitted by law, WEVA will:-
 - 34.1.1. indemnify a person who is or has been an officer of WEVA against a liability incurred by the person in their capacity as officer of WEVA to another person; and
 - 34.1.2. indemnify a person who is or has been an officer of WEVA against any liability incurred by the person in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.
- 34.2. To the extent permitted by law, WEVA may pay, or agree to pay, at the discretion of the Committee, an insurance premium in respect of insuring a person who is or has been an officer of WEVA against a liability incurred by the person in their capacity as officer of WEVA.

35. By-Laws

- 35.1. WEVA may create By-Laws to assist in the process of achieving its objects and purposes.
- 35.2. The By-Laws may be altered from time to time by the Committee and confirmed or otherwise by the Resident Members at the next following General Meeting.

- 35.3. Copies of any By-Laws in force from time to time will be made available to Resident Members and Business Members on their application to the Secretary.

36. Prohibition against securing profits for members

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

37. Winding up

WEVA will be wound up in the manner provided for in the Act.

38. Application of surplus assets

- 38.1. If after the winding up of WEVA there remains 'surplus assets' as defined in the Act, such surplus assets will be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 38.2. WEVA may determine to distribute surplus assets to nominated charities. Such organisation or organisations will be identified and determined by a resolution of members in General Meeting.

39. Alteration to the Constitution

- 39.1. This Constitution may be altered (including an alteration to WEVA's name) by special resolution of the Resident Members of WEVA. This includes deletion or replacement by substitute rules.
- 39.2. The alteration will be registered with CBS, Corporate Affairs Commission, as required by the Act.
- 39.3. The registered Constitution will bind WEVA 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.
- 39.4. Subject to any provision in the Constitution or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of WEVA which does not come into force until registered by CBS, Corporate Affairs Commission.