

APPENDIX 1: PROPOSED FSP CONSTITUTION

Proposed Constitution (Recommended 2014)

1. NAME

- 1.1. The name of the association shall be the Friendly Street Poets Incorporated referred to herein as 'the association'.

2. INTERPRETATION

- 2.1. In this constitution, unless the contrary intention appears –
 - 2.1.1. 'Committee' or 'Committee of Management' means the Board of Management of the Association;
 - 2.1.2. 'Subcommittee' means a subcommittee of the Committee of Management
 - 2.1.3. 'Meeting' means general meeting of members of the Association convened in accordance with these rules;
 - 2.1.4. 'Member' means a member of the Association;
 - 2.1.5. the 'Act' means the Associations Incorporated Act, 1985.
 - 2.1.6. the 'Regulations' means the Associations Incorporations Act Regulations, 1985.
 - 2.1.7. 'Membership Subcommittee' means the subcommittee charged with the responsibility of managing the activities of the association as they relate to members
 - 2.1.8. 'AGM' means an annual general meeting of the members.
- 2.2. In this constitution, except where the context otherwise requires, words importing only the singular number shall include the plural and vice-versa and words importing the masculine gender include the female gender and vice-versa.

3. OBJECTS

- 3.1. To foster, promote and encourage the reading, writing, reciting and publication of South Australian poetry.

4. VALUES

- 4.1. The Association aspires to the following values:
 - 4.1.1. A belief in the power and beauty of words
 - 4.1.2. Responsible freedom of expression
 - 4.1.3. Encouragement of creativity
 - 4.1.4. Respect for different opinions
 - 4.1.5. Celebration of diversity
 - 4.1.6. Community engagement
 - 4.1.7. Co-operative participation

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5. POWERS OF THE ASSOCIATION

5.1. The association shall have all the powers conferred by Section 25 of the Act.

6. MEMBERSHIP

6.1. A member of the association shall be a natural person who or body corporate which:

- 6.1.1. declares support for the mission, values and objects of the association and agrees to be bound by its rules; and
- 6.1.2. pays the annual subscription fee; and
- 6.1.3. applies for membership in writing; and
- 6.1.4. has the application approved by the membership subcommittee.

6.2. Membership Types

- 6.2.1. Individual membership is provided for natural persons.
- 6.2.2. Organisational membership is provided to enable interested organisations to join FSP.
- 6.2.3. Where an organisation joins as a member of FSP the organisation shall provide details of a nominated representative.
- 6.2.4. An organisational representative may not stand for election to the Board unless they are a member in their own right and stand as an individual.
- 6.2.5. Life Membership is Individual Membership provided for natural persons who have made extraordinary contributions to the association.
- 6.2.6. Life membership may only be conferred on a natural person by a motion carried at a meeting of the association

6.3. Membership Subscriptions

- 6.3.1. The subscription fees for membership shall be such sum as the members shall determine from time to time in general meeting..
- 6.3.2. The subscription fees shall be payable annually on 1 July or at a time that the Management Committee determines.
- 6.3.3. 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 always that the committee may reinstate such a person's membership on such terms as it thinks fit.

6.4. Membership Resignations

- 6.4.1. A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.
- 6.4.2. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

6.5. Membership Subcommittee

- 6.5.1. The Committee of Management will establish terms of reference for and appoint a

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membership subcommittee to oversee membership of the association.

6.5.2. The membership subcommittee will be made up of between three and five members of the association and include at least one member of the Committee who will be the chairperson of the committee.

6.5.3. The membership subcommittee will approve or reject applications for membership and hear matters concerning the expulsion of a member.

6.6. Register of Members

6.6.1. A register of members must be kept by the membership subcommittee and contain:

6.6.2. the name and address of each member; and

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

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

6.7. Rights of Members

6.7.1. An individual member shall:

6.7.1.1. be eligible to nominate for election to the Committee of Management; and

6.7.1.2. be entitled to attend, take part in, and vote at General Meetings of the Association; and

6.7.1.3. be entitled to such other benefits as the Committee of Management shall from time to time determine.

6.7.2. A member organization shall:

6.7.2.1. be entitled to attend, take part in, and vote at General Meetings of the Association; and

6.7.2.2. be entitled to such other benefits as the Committee of Management shall from time to time determine.

6.8. Expulsion of a Member

6.8.1. Subject to giving a member an opportunity to be heard or to make a written submission, the membership subcommittee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

6.8.2. Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the subcommittee at which the matter will be determined.

6.8.3. The determination of the subcommittee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 7 days after the subcommittee has communicated its determination to the member.

6.8.4. It shall be open to a member to appeal to Committee of Management against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 7 days after the determination of the membership subcommittee has been communicated to the member.

6.8.5. In the event of an appeal the appellant's membership of the Association shall not be terminated unless the determination of the subcommittee to expel the member is upheld by the Committee of Management after the appellant has been heard, and in such event

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membership will be terminated at the date of determination of the review by the Committee of Management.

6.8.6. The decision of the Committee of Management shall be final.

7. THE COMMITTEE OF MANAGEMENT

7.1. Powers and Duties of the Committee of Management

7.1.1. The affairs of the association shall be managed and controlled by a Committee of Management 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 general meeting.

7.1.2. The Committee of Management has the management and control of the funds and other property of the Association.

7.1.3. The Committee of Management 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.

7.2. Election of Members to the Committee of Management

7.2.1. The Committee of Management shall consist of at least five and up to eight natural persons elected by a vote of individual members conducted an Annual General Meeting.

7.2.2. Elected committee members shall hold office for the period of two years.

7.2.3. One half of the members of the committee, who shall be chosen by ballot, shall only serve a one year term and shall retire from the committee at the first AGM following the adoption of this amended constitution.

7.2.4. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.

7.2.5. An individual person having served three full terms on the Committee of Management will not be eligible for re-election for at least 12 months.

7.2.6. Members may nominate a candidate in writing, or nominate themselves in writing, to stand for election to the Committee of Management.

7.2.7. Individual members nominated for election to the Committee of Management must be financial members of the Association.

7.2.8. All nominations for election to the Committee of Management must be in the hands of the Secretary of the Committee of Management prior to the start of the AGM.

7.2.9. If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the chairperson shall declare such persons duly elected as members of the committee of management.

7.2.10. The Committee of Management may appoint a natural 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 reappointment.

7.2.11. A maximum of three further persons may be co-opted by the Committee of Management to non-voting membership of the Committee and hold office until the AGM following their co-option.

7.3. Appointment of Officers

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7.3.1. The Committee of Management shall elect the following officers from amongst themselves provided that no one individual may hold two offices;

7.3.1.1. Chairperson; and

7.3.1.2. Treasurer; and

7.3.1.3. Secretary.

7.3.1.4. Public Officer

7.3.2. The Secretary will serve as the Public Officer.

7.4. Vacating Office

7.4.1. The office of Chairperson, Treasurer, Public Officer or Member of the Committee of Management shall be vacated by the holder thereof if:

7.4.1.1. in the opinion of the Committee of Management the officer becomes unfit to perform or incapable of performing the duties of office; and

7.4.1.2. such opinion is expressed by a resolution in favour of which three of the Committee of Management have voted; and

7.4.1.3. the officer shall have been forwarded written particulars of the alleged unfitness or incapability at least seven days before the meeting before the resolution is put to the meeting; and

7.4.1.4. the officer has been given an opportunity of being heard at that meeting; or

7.4.1.5. by notice in writing to the Committee of Management the officer resigns from office and such resignation is tabled to the Committee of Management.

7.5. Disqualification of Committee Members

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

7.5.1.1. disqualified from being a committee member by the Act; or

7.5.1.2. expelled as a member under these rules; or

7.5.1.3. permanently incapacitated by ill health; or

7.5.1.4. absent without apology from more than four meetings in a financial year; or

7.5.1.5. absent without apology for three consecutive meetings.

8. GENERAL MEETINGS OF THE ASSOCIATION

8.1. Annual General Meeting

8.1.1. The committee shall call an annual general meeting, to occur within four months of the end of the association's financial year, and in accordance with the Act and these rules.

8.1.2. The order of the business at the meeting shall be:

8.1.2.1. the confirmation of the minutes of the previous annual general meeting and of any

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special general meeting held since that meeting; and

- 8.1.2.2. the consideration of the accounts and reports of the committee and the auditor's report; and
- 8.1.2.3. the election of committee members; and
- 8.1.2.4. the appointment of auditors; and
- 8.1.2.5. any other business requiring consideration by the association in general meeting.

8.2. Special General Meetings

- 8.2.1. The committee may call a special general meeting of the association at any time.
- 8.2.2. 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.
- 8.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 8.2.4. If a special general meeting is not convened within one month, as required by these rules, 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.
- 8.2.5. 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 these rules, at least 14 days notice of any general meeting shall be given to members, however if the meeting will consider a special resolution as defined by the Act, at least 21 days notice shall be given to members.
- 8.3.2. 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.
- 8.3.3. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the postal or email address appearing in the register of members.
- 8.3.4. Where a notice is sent by post 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.

8.4. Proceedings at general meetings

- 8.4.1. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2. The members present shall appoint a chairperson to preside at a general meeting of the association.
- 8.4.3. 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,

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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.

8.5. Voting at General Meetings

- 8.5.1. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 8.5.2. Resolutions will be considered to be passed based on the provisions of these rules.
- 8.5.3. A member being an organisational member shall be entitled to appoint one person to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the organisational member in writing and be entitled to cast the member organisation's vote.

8.6. Poll at General Meetings

- 8.6.1. Unless a poll is demanded by at least five members, a question for decision at a general meeting shall be determined by a show of hands.
- 8.6.2. If demanded poll will be by secret ballot; and
- 8.6.3. the result of the poll is the resolution of the meeting on that question; and
- 8.6.4. For the purpose of a secret ballot the meeting shall appoint a returning officer.
- 8.6.5. A poll demanded for the election of a person presiding 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

- 8.7.1. A special resolution is as defined in the Act and shall require support of two thirds majority at a general meeting to be carried.
- 8.7.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8. Proxies

- 8.8.1. 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

- 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 relevant) at a subsequent meeting.
- 9.3. 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. FINANCIAL REPORTING

- 10.1. Financial year

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10.1.1. The financial year of the association shall be the period beginning on the 1st of January and ending on the 31st of December.

10.2. Accounts to be kept.

10.2.1. 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.

10.3. Accounts and reports to be laid before members.

10.3.1. The accounts, any auditor's report subject to the provisions of clause 10.4., the committee's statement and report, shall be laid before members at the annual general meeting.

10.4. Appointment of auditor

10.4.1. The Committee of Management shall submit the books of accounts and records for auditing subject to the following conditions:

10.4.1.1. The association achieves an annual turnover requiring the appointment of an independent auditor under the Act; or

10.4.1.2. The Association has entered a contract or agreement with a third party requiring that the books of accounts and records are audited by an independent auditor; and

10.4.1.3. In all other circumstances the Committee of Management will present a financial report to the membership at the Annual General Meeting which has been prepared in consultation with an independent Chartered Accountant.

10.4.2. The management committee will appoint an auditor when required by these rules.

10.4.3. The auditor shall hold relevant license to practice as an independent auditor or audit company as prescribed by the Corporations Act, 2001 (Cth)

11. THE SEAL

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

11.2. The seal shall not be used without the express authorization of the Committee of Management 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 members of the Committee of Management.

11.3. The seal shall be kept in the custody of the Secretary or such other person as the Committee of Management may from time to time decide.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

12.1. 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

13.1. These rules may be altered by special resolution of the members of the association.

13.2. The alteration shall be registered as required by the Act.

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13.3. 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.

14. WINDING UP

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