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REGENCY COMMUNITY MEN'S SHED RULES OF ASSOCIATION

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Incorporation No. A44074

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1. NAME

The name of the Incorporated Association is the **Regency Community Men's Shed** referred to herein as 'the Association'.

2. DEFINITIONS

Unless otherwise specifically explained within the rules, the following definitions apply:

- 'Committee' means the Management Committee 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 defined in the Act
- 'month' shall mean a calendar month.
- 'year' shall mean financial year of the Association

3. OBJECTS OR PURPOSES OF THE ASSOCIATION:

The objects of the Association are:

- a) Developing a Community Men's Shed in Enfield;
- b) To promote the Regency Community Men's Shed;
- c) To work with the City of Port Adelaide Enfield and Government of South Australia in supporting community development and improved health for seniors;
- d) To create a place for the continued use of trade and craft skills, and the learning of new ones.

4. POWERS OF THE ASSOCIATION:

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

5. MEMBERSHIP

5.1 Types

- a) Full Membership - Upon payment of a fee set by the Committee. This allows the member to stand for a Committee position, voting rights at a General Meeting, AGM or SGM, and to be able to fully access all facilities of the Shed. A full member must be at least 18 years of age.

A full member must renew their membership by 11.59pm on June 30th each year or will cease to be a member and immediately lose all membership benefits.

- b) Other membership - Other membership categories may be introduced, altered or deleted by the Committee from time to time but none of these membership categories will grant the right to vote at a General Meeting, AGM or SGM or stand for the Committee.

5.2 Membership Fees

- a) Amount - The annual membership fees for all types of membership shall be set by the Committee.
- b) Due Date - Membership fees are due by 11.59pm on June 30th each year and are to be ascribed pro-rata monthly.

5.3 Resignation of a Member

A Member may resign from membership of the Association by giving written notice to the Secretary of the Association. Any resigning member shall be liable for any outstanding fees or other costs to which they owe the Association which may be recovered as a debt due to the Association.

5.4 Expulsion of a Member

- a) Subject to giving a Member the opportunity to be heard by the Committee 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.
- b) The particulars of the charge shall be communicated to the Member at least 14 days 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 a decision to expel the Member, that person shall cease to be a Member of the Association forthwith.

5.5 Register of Members

A register of Members must be kept and contain:

- a) The name and address of each Member
- b) The date on which each Member was admitted to the Association, and, if applicable, the date of and reason(s) for termination of membership
- c) The current financial status of the Member with the Association

6. THE COMMITTEE

6.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not disallowed by the Act or by these rules.
- b) The Committee has the management and control of the funds and other property of the Association.
- c) 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.
- d) The Committee shall appoint a Public Officer as required by the Act.
- e) The Committee shall be comprised of a President who shall chair Meetings of the Committee, a Secretary (who shall be the Public Officer of the Association), a Treasurer, and three ordinary Committee persons.

6.2 Executive and Disciplinary and Disputes Tribunal

- a) The Executive shall consist of the President, Secretary and Treasurer and shall exist for the purpose of
 - i. making emergency decisions on behalf of the Committee
 - ii. signing legal and financial documents on behalf of Regency Community Men's Shed Inc
- b) In the case of i. above, all decisions made by the Executive must be ratified within one calendar month of the original decision otherwise the decision is said to be ineffectual
- c) In the case of ii. above, any 2 of 3 of the Executive signatures will be accepted as representing the Regency Community Men's Shed Inc.
- d) The Disciplinary and Disputes Tribunal shall consist of the President or his or her appointed deputy, plus two Management Committee members.
- e) The Disciplinary and Disputes Tribunal will be created if it becomes necessary to rescind the membership of any individual.
- f) The Disciplinary and Disputes Tribunal will be created to hear any formal dispute raised by an ordinary member of the Regency Community Men's Shed and to recommend any actions that may be required as a result of the dispute.
- g) In the case of e) and f) above, a written report on the findings of the Tribunal and any subsequent actions must be lodged and permanently stored with the Secretary within one month of the Tribunal finalising the matter.

6.3 Appointment

- a) A Committee Member shall be a natural person.
- b) The first Committee of the Association shall be comprised of such persons as hold office prior to Incorporation. The first Committee shall hold office for the period from incorporation until the first AGM of the Association.
- c) A retiring Committee Member shall be eligible to stand for re-election. No person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 14 days before the Meeting by delivering the nomination of that person to the Secretary of the Association. A person may nominate themselves.
- d) Notice of all persons seeking election to the Committee shall be given to all eligible Members of the Association with the notice calling the Meeting at which the election is to take place.
- e) 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 under these rules.
- f) All Committee members must make available to the Committee the contents of a current Nationally Coordinated Criminal History Check Certificate within three months of joining the Committee.

6.4 Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business at least once every three months, or more often as decided by the Committee.
- b) A Committee meeting shall be chaired by the President, or in their absence, by the person appointed. In the absence of both of the above, the attending Committee members may choose an Acting Chairperson for the period of the meeting if neither the Chairperson nor Deputy Chairperson is present.
- c) 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 of the Meeting shall have a casting vote only.
- d) A quorum for a Meeting of the Committee shall be a minimum of half of the existing Committee membership, ignoring any remainder, plus one.
- e) 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.

6.5 Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee Member is:

- a) Disqualified from being a Committee Member by the Act
- b) Expelled as a Member under these rules
- c) Permanently incapacitated by ill health
- d) Absent without apology in writing from more than two Committee meetings in a financial year
- e) Fails to present a current Nationally Coordinated Criminal History Check Certificate to the Committee within 3 months of joining the Committee
- f) The Committee votes to remove a Committee Member from office due to a criminal conviction on their current Nationally Coordinated Criminal History Check Certificate or for bringing the Association into disrepute

7. GENERAL MEETINGS

7.1 Annual General Meetings

- a) The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- b) The first Annual General Meeting shall be held by the end of June 2020, and thereafter within three months after the end of its financial year.
- c) The order of the business at the Meeting shall be:
 - 1. The confirmation of the minutes of the previous Annual General Meeting (apart from the first AGM) and of any Special General Meeting held since that Meeting
 - 2. The consideration of the accounts and reports of the Committee and the Auditors' report
 - 3. The election of Committee Members
 - 4. the appointment of Auditors
 - 5. Any other business requiring consideration by the Association in a General Meeting

7.2 Special General Meeting

- a) The Committee may call a Special General Meeting of the Association at any time, with at least 14 days' notice of such meeting to be sent to Members.
- b) Upon a requisition in writing of not less than 25% of the total number of eligible voting Members of the Association, the Committee shall, within 14 days and 28 days 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 requisitioners, 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 requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

7.3 Notice of General Meetings

- a) Subject to 8.3b, at least 14 days' notice of any General Meeting shall be given to members in such form as the Committee considers appropriate. 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 special rules are to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any member by serving the member with the notice personally, and/or by sending it by post to the address appearing in the register of members (see rule 5.5), and/or by email.
- d) Where a notice is sent by post:
 - 1. the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - 2. unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 Proceedings at General Meetings

- a) Ten members present 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 8.4 (d), the Chairperson shall preside as President, or in his absence, the Deputy Chairperson, at a General Meeting of the Association.
- d) If the President, or in their absence, the Deputy 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.

7.5 Voting at General Meetings

- a) Subject to these rules, every full 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.
- 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.

7.6 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.

7.7 Special and ordinary resolutions

- a) A special resolution of the Association is as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

7.8 Proxies

No proxies are allowed at any Meetings of the Association.

8 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 or in electronic form 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 President of the Meeting at which the proceedings took place or by the President of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- e) Minutes and other document that may be required by these rules, may be stored electronically provided that
 - a) the format used is commonly available to all members and
 - b) the storage location is readily accessible to all members.Under such circumstances, documents that are to be signed, may be signed electronically.

9 DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - 1. a Member and another Member
 - 2. a Member and the Association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'Member' includes any person who was a Member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the Members, or a dispute between itself and Members of the Association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a Member of an incorporated association or by a former Member expelled from the Association (provided that the application is made within six months of

the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

10 FINANCIAL REPORTING

10.1 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.

10.2 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.

Such records may be stored electronically provided that

- a) the format used is commonly available to all members and
- b) the storage location is readily accessible to all members.

Under such circumstances, documents that are to be signed, may be signed electronically.

11. SECURING PROFITS FOR MEMBERS PROHIBITED

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.

Section 55 of the Act provides a prohibition against securing profits for Members.

12. WINDING UP

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

13. 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 a General Meeting, or if that is not possible, by default shall be the Community Centres Association of SA or its successor.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to Members or former Members, or associates of those persons.

14. RULES

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.

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.

The Act provides that an alteration to a rule may be made by special resolution of the Association unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7):

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 alteration is passed.

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