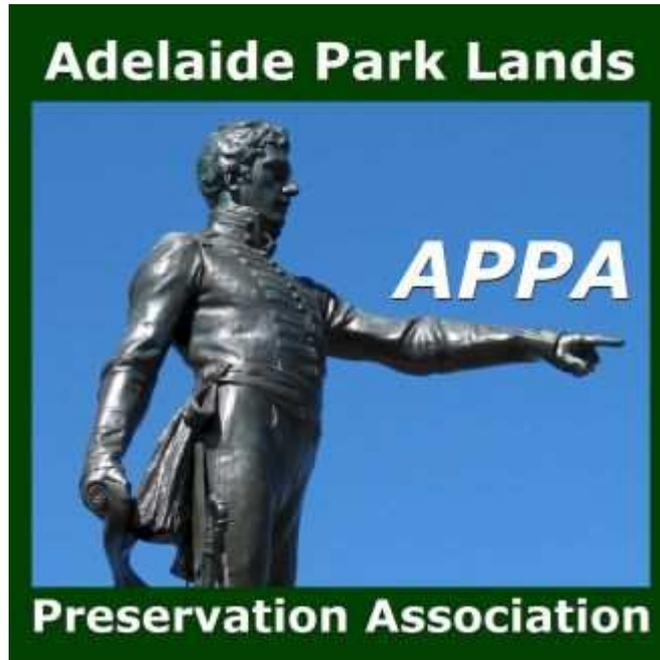


ADELAIDE PARK LANDS PRESERVATION ASSOCIATION INCORPORATED

Established 27 April 1987



CONSTITUTION

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Constitution of the Adelaide Park Lands Preservation Association, Inc. adopted on 10 April 2016

I NAME AND DEFINITION

- A)** The name of the Association is the Adelaide Park Lands Preservation Association Incorporated, hereinafter referred to as the Association.
- B)** 'The Park Lands' means the Park Lands of the City of Adelaide under the care, control and management of the Adelaide City Council, Government Reserves within the City of Adelaide, and the six squares: Victoria, Light, Hindmarsh, Hurtle, Whitmore and Wellington.
- C)** The Association shall have all the powers conferred by section 25 of the Act.

II OBJECTIVES OF THE ASSOCIATION

A) Vision

The Adelaide Park Lands Preservation Association is committed to a vision of preserving and, where possible, restoring the Adelaide Park Lands as the pre-eminent green open space precincts, surrounding the City of Adelaide, to continue providing the public with freely accessible areas for open-air recreation and environmental benefit.

B) The Objectives of the Association are to ensure that:

- i)** the Park Lands are reserved as a place for public recreation, leisure and enjoyment;
- ii)** the public, so far as practicable, has free and unrestricted access to and use of the Park Lands;
- iii)** the Park Lands are preserved and maintained to give priority to biodiversity, including gardens, grassland, water, wetlands, trees and other vegetation rather than buildings, fences or artificial surfaces;
- iv)** alienated areas of the Park Lands are restored to Park Lands
- v)** the open space character of the Park Lands as a place dividing the City of Adelaide from the suburbs is preserved;
- vi)** the Park Lands are preserved and maintained in a manner that enhances their special place in the design of the City of Adelaide;
- vii)** the amenity of the Park Lands is not impaired by inappropriate development on Park Lands;
- viii)** the Park Lands are included and maintained on State, National and World Heritage lists.

III MEMBERSHIP

A) Eligibility and Categories

- i)** Any person age 12 years or over who supports the objectives of the Association shall be eligible for membership and shall become a Member for the relevant membership year upon certifying their agreement to the objectives and payment of the membership fee.
- ii)** The membership year is 1 July to 30 June, although a Member may join after 1 January (for a period expiring 30 June) for payment of half the annual membership fee.
- iii)** Subject to approval by the Committee of the Association, an incorporated association that supports the objectives of the Association shall be eligible for Corporate Membership.
- iv)** Corporate Members shall be entitled to one vote, in the same manner as Members, but may not be nominated for or appointed as a member of the Committee. Corporate Members shall vote through a person nominated to the Association.
- v)** Family Membership shall encompass all nominated members of a family resident at the one address, and each family member shall receive the full benefits of membership except that no family member under the age of twelve years may vote at any meeting of the Association.
- vi)** Classes of Membership shall be: Single, Single (Concession), Family, Family (Concession), Corporate, and Life Member. Only holders of recognised pension cards or full-time students are eligible for concessional memberships.

B) Annual membership fees shall be recommended by the Committee to the Annual General Meeting. The membership fees shall be payable annually by 1 July, or at such time as the Committee shall determine. Any Member whose membership payment is outstanding for more than three months 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 determines.

C) A Member may resign from membership of the Association by giving written notice thereof to the Secretary.

D) An Annual General Meeting may, upon the recommendation of the Committee, appoint any person as an Honorary Life Member, in recognition of outstanding services in promoting the interests of the Association.

E) Expulsion

- i)** The Committee may resolve to expel a Member on the basis of conduct detrimental to the interests of the Association, always subject to giving a Member an opportunity to be heard or to make a written submission. Particulars of the allegation shall be communicated to the Member at least twenty-one days before the meeting of the Committee at which the matter will be determined.
- ii)** The determination of the Committee shall be communicated to the Member, and, in the event of an adverse determination, the Member shall (subject to E(iii) below) cease to be a member twenty-one days after Committee has communicated its determination to the Member.
- iii)** It shall be open to a Member to appeal the Association, in a General Meeting, against the expulsion. The intention to appeal shall be communicated to the Secretary of the Association within twenty-one days after the determination of the Committee has been communicated to the Member.

iv) In the event of an appeal under E(ii) 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 at which the determination of the Committee is upheld.

F) A register of Members must be kept and contain:

- i)** the name and address of each Member; and
- ii)** if applicable, the date of and reason(s) for termination of membership.

IV GENERAL MEETINGS

A) The Annual General Meeting of the Members shall be held in the month of April in each year and Members shall be given notice in writing at least twenty-one days before such Meeting.

B) The annual report and audited balance sheet or financial statement for the previous financial year, 1 January to 31 December, shall be submitted to Members at the Annual General Meeting.

C) The election of Officers and Committee for the ensuing twelve months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the Meeting.

D) A Special General Meeting of Members shall be called upon written request to the President of any four Committee members or of any twenty financial Members of the Association. Such a Meeting shall be held within thirty days of such a request and all Members shall be notified in writing not less than twenty-one days before such Meeting.

E) In the absence of the President, the Deputy President shall take the chair. If neither is present, the Members shall elect a Member to take the chair.

F) The Chair

- i)** At all meetings, the Chair's decision on points of order shall be final.
- ii)** The Chair shall have a deliberative vote, but may not exercise an additional casting vote.

G) The quorum for a General Meeting shall be twenty financial Members present.

H) If at any General Meeting there is no quorum within thirty minutes of the time appointed for the Meeting, then the meeting shall lapse unless a majority of the financial Members present decide to adjourn the Meeting for a period not exceeding fourteen days. If there is no quorum within thirty minutes after the time appointed for such adjourned Meeting, then the Meeting shall lapse altogether.

I) Only financial Members present in person shall be entitled to vote. Unless otherwise provided for herein, decisions of the Association at General Meetings shall be made by simple majority vote.

V THE COMMITTEE

A) Members of the Committee

- i) The affairs and general business of the Association shall be managed by a Committee consisting of the President, the Secretary, the Treasurer and no fewer than three and no more than eight ordinary Members, one of whom shall be elected Deputy President by the Committee. The Committee is empowered to do all things required for the management of the Association and for the furtherance of the Association's objectives, except those things which, according to this Constitution, must be done by the Association in a General Meeting.
- ii) If a Committee position is not filled at an Annual General Meeting of the Association, the Committee may fill the position at its discretion.
- iii) The Committee shall have the power to establish sub-committees of which the President shall be an ex-officio member.

B) The President, the Secretary, the Treasurer and all Members of the Committee shall retire annually, but shall be eligible for re-election.

C) Any casual vacancy occurring on the Committee may be filled by the Committee. Any person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting.

D) The Committee shall meet as often as it may deem necessary, but in any event at least once in a calendar quarter, to transact current business.

E) The President at all Committee meetings shall have a deliberative vote only.

F) All Committee members should be given at least seven days' notice of Committee Meetings either in writing, e-mail or by telephone.

G) The accidental omission to give to any Member or the non-receipt by any Member of any notice required by this Constitution shall not invalidate any proceedings at such a Meeting.

H) The quorum for Committee meetings shall be a simple majority of elected Members.

I) If at any Committee Meeting there is no quorum within thirty minutes of the time appointed for the Meeting, then the Meeting shall lapse unless a majority of the Members present decide to adjourn the Meeting for a period not exceeding fourteen days. If there is no quorum within thirty minutes after the time appointed for such adjourned Meeting, then the Meeting shall lapse altogether.

J) A Special Meeting of the Committee shall be called at the request of any three members of the Committee. Such a Meeting shall be held within fourteen days of such a request and all Committee Members shall be notified either in writing, e-mail or by telephone not less than seven days before such Meeting.

K) The Committee may remove Members who do not attend for three consecutive meetings without notification of absence.

L) The Committee shall have the authority to interpret the meaning of the Constitution of the Association and any other matters relating to the affairs of the Association on which this Constitution is silent.

VI ELECTION OF COMMITTEE

- A)** Nominations for each candidate for election to Committee shall be proposed and seconded respectively by two Members in writing or e-mail to the Secretary at least seven days prior to the Annual General Meeting. Contested offices shall be subject to ballot at the Annual General Meeting of the financial Members present and voting thereon. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies, and they shall be declared duly elected.
- B)** Committee Members hold office from the date of appointment to the next Annual General Meeting, at which time all positions are declared vacant.
- C)** No person shall be eligible for election or to vote in such election unless he/she is a financial Member of the Association.

VII AUDITOR

- A)** An Auditor for the Association shall be appointed at the Annual General Meeting in each year and such Auditor:
 - i)** shall be an Accountant and a member of a professional accounting body; and
 - ii)** shall hold office until the next Annual General Meeting.
- B)** If an appointment of an Auditor is not made at the Annual General Meeting, the Committee shall appoint an Auditor for the Association's current financial year, 1 January to 31 December
- C)** The Auditor shall in each year examine the accounts of the Association and shall certify the correctness thereof. The Auditor shall make a report to the Members upon the accounts to be submitted to the Annual General Meeting and in every such report shall state whether in his/her opinion they are properly drawn up so as to exhibit a true and correct view of the Association's financial affairs.

VIII DUTIES

The Secretary shall carry out his/her duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct. The Secretary shall be the Public Officer, unless the Committee appoints someone else, and shall be responsible for maintaining the register of Members.

The Treasurer shall be responsible for the receipt of all monies and the issuance of receipts for same. All monies so received shall be paid into the financial accounts of the Association. The Treasurer shall present at each General Meeting a balance of the finances of the Association and shall keep proper books of account of all monies received and disbursed and generally perform such duties as are directed by the Committee from time to time.

IX FINANCE

- A)** The financial year shall be from 1 January to 31 December for accounting purposes.
- B)** All monies of the Association shall be paid into the account of the Association at such financial institution as the Committee may from time to time direct.
- C)** The Committee has the management and control of the funds and other property of the Association.
- D)** The books of accounts of the Association shall be audited annually by an Auditor.
- E)** The income and capital of the Association shall be applied exclusively to the promotion of its objectives 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 reimbursement of expenses incurred on behalf of the Association.

X TRUSTEES

Unless otherwise determined, the members of the Committee of the Association for the time being shall be deemed to be the Trustees of the Association, to hold any property real and personal belonging to the Association.

XI AMENDMENTS TO CONSTITUTION

This shall be the only Constitution of the Adelaide Park Lands Preservation Association, and shall be amended only by the affirmative vote of at least two-thirds of financial Members present at an Annual General Meeting, or at a Meeting specially convened for that purpose with at least thirty days prior written notice.

XII PROPERTY

The property assets and income of the Association, wherever derived, shall be applied towards the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred either directly or indirectly by way of remuneration, benefit or otherwise to Members generally of the Association. Should the Association for any reason whatsoever cease to function, any Member or person holding any Association monies or property shall forthwith pay the same to the Committee.

XIII DISSOLUTION AND DISPOSAL OF ASSETS

The Association may be dissolved or wound up only upon the resolution carried by a majority of three-quarters of the financial Members present and voting at a General Meeting called for such purpose. If upon the dissolution or winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association or institution having similar objectives wholly or in part to the objectives of the Association or to some charitable object or objects, which Association or institution or object shall be determined by Members of the Association at or before the time of dissolution or winding up.