

Friends of Beyond Inc Constitution

2022



**In accordance with the rules of
the *Associations Incorporation Act 1985*
South Australia**

Acknowledgement of Country:

We respectfully acknowledge the Ngarrindjeri people as the traditional custodians of the land on which we live and meet, and we pay our respects to their Elders both past, present and emerging.

(Cover photos, from left to right, by: Sylvie Clarke, Len Finney and Sally Roberts.)

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1 Name

The name of the Association is: Friends of Beyond Incorporated.

2 Aims

The primary aims of Friends of Beyond (FOB) are to: uphold the original ideology of the Beyond Estate, which combines environmentally sustainable living with high amenity of its public spaces, and support community connection.

3 Objectives

To meet these aims, our objectives are to:

- develop projects and support events that are compatible with the aims of FOB
- work with local government and community groups to share knowledge and access resources
- support community education about sustainable living and environmental issues
- encourage involvement of residents in activities that meet the aims of the Association.

4 Powers of the Association

Friends of Beyond has powers in accordance with those contained in section 25 of the *Associations Incorporation Act 1985 (SA)*: 'Powers of an incorporated association'.

5 Structure

Our Association has three main levels of member involvement, summarised as follows:

- **General members**—who may want to attend general meetings, participate in general discussion and idea creation, and get involved in a project or activity
- **Management Committee**—that represents the interests of residents, carries out overall management of FOB, informs members of decisions and planned activities, and reports on achievements
- **Subcommittees**—that undertake specific projects (overseen by the Management Committee).

6 General membership

Membership of Friends of Beyond is open to people who:

1. are occupiers or owners of residential property in the Beyond Estate
2. are residents of Chiton Retirement Living
3. aspire to the aims and objectives of FOB and are considered by the Management Committee to have sufficient interest in the Estate.

Assessment of eligibility for membership will not discriminate on the basis of race, nationality, age, gender, sexual orientation, disability or religion. All members shall agree to be bound by this Constitution.

6.1 Membership fees

Annual fees for membership are set by the Management Committee. Membership fees for occupiers or owners of residential property in the Estate, as well as for residents of Chiton Retirement Living are applied per household. With regard to household membership, where there is more than one occupant, a 'family' fee will be applied, which will be the maximum fee, and for single-person households the membership fee will be 50% of the family household membership fee. Membership fees for those from the third category (in Section 6) who have been admitted to membership by resolution of the Management Committee are applied per person (ie, a Single Membership), and will be set at the same rate as that of a single-person household membership.

Fees are due on 1 January each year and, for those joining after 30 June, a reduced fee of half the normal yearly fee will be payable. Fees collected for membership are to be put towards FOB's running costs.

6.2 Register of members

The Management Committee will keep a register of members that will contain the name, address and contact details of each member, and members' personal information will be treated as confidential.

6.3 Resignations

A member may resign by written notice to the Management Committee or will be deemed to have resigned as a result of non-renewal of membership (by way of payment of the annual membership fee) six months after that membership fee was due.

6.4 Expulsion of a member

If a member behaves in a manner detrimental to the interests of FOB, the Management Committee may decide, by majority vote (of members present and voting), to cancel that person's membership. Before a motion to cancel membership may be put to a vote, both of the following must have occurred:

- The member must have been advised of the reason for cancellation at least one month before the meeting of the Management Committee at which the matter is to be determined.
- The member must have been given an opportunity to defend themselves prior to the Committee's determination.

7 Management Committee

The FOB Management Committee is responsible for the overall management of the affairs of FOB in line with the Association's aims and objectives, by providing support, guidance and oversight of related activities and programs. It will act in good faith and in the best interests of the members, and has the responsibility to ensure FOB complies with obligations under the Associations Incorporation Act.

7.1 Powers and responsibilities

The Management Committee has powers and responsibilities to:

- approve an application for membership upon the recommendation of a subcommittee comprising two Management Committee members
- keep a register of FOB membership while ensuring confidentiality of members' personal information
- organise meetings and ensure action on any resulting decisions is carried out
- oversee work of a subcommittee that has been formed to undertake a specific project
- liaise, generally, with Alexandrina Council about maintenance of public open spaces
- lobby for possible improvements to open public spaces and paths
- apply for funding, receive donations and fundraise to support relevant activities and events
- develop and implement policies and procedures in line with the aims of this Constitution
- produce a regular newsletter for members to keep them up to date with matters of interest
- manage FOB's finances and operate a bank account in FOB's name.

7.2 Committee membership

Membership of the Management Committee, subject to these Rules, is open to all FOB members, and will consist of at least seven (7) and no more than nine (9) members, with roles as outlined in the following table. (An odd number of members can help prevent a parity of votes at meetings.)

Role	Responsibilities
Chairperson	Ensures that meetings are planned effectively and conducted according to the Constitution, and that matters are dealt with in an efficient manner.
Deputy Chairperson (& Public Officer)	(As Deputy Chair) Takes on the role of Chairperson if that person is unavailable and assists the Chairperson with ongoing duties. (As Public Officer) Informs Consumer and Business Services SA of a change to the Association's name, registered address or Constitution, if the Association is winding up or if there is a change of Public Officer.

Secretary	Takes minutes of all General and Management Committee Meetings, distributes minutes to relevant members and retains minutes for Committee's records. Also, prepares and distributes an agenda for upcoming meetings, is responsible for general correspondence and maintains the register of members.
Treasurer	Keeps accurate financial records of the Association's receipts and expenditure, and reports on those at the Management Committee Meetings, General Meetings and Annual General Meetings.
Publicity Officer	Creates and distributes a FOB newsletter, communicates other relevant information to members and maintains a FOB website. (Content for the FOB newsletter must be approved by the Management Committee prior to publishing.)
Reserves Volunteers Overseer (Weedie)	Oversees maintenance of communal and reserve areas subject to the direction of the relevant Alexandrina Council officer and reports activity and communications from Alexandrina Council to the Management Committee.
Ordinary Members	Contribute to the operations of the Committee and may be responsible for particular tasks or projects according to their skills and expertise.

7.3 Election of Committee members

The election of Management Committee members shall be carried out as follows:

- Appointment of members of the Management Committee will take place by means of an election at an Annual General Meeting (AGM).
- Any member of FOB is entitled to nominate a member, including themselves, for election
- All nominations must be in writing/email to the Secretary and include the consent of the member nominated, and must be received by that officer at least seven (7) days before the AGM.
- Members of the Management Committee shall hold office for a term of one year.
- Each member of the Committee is eligible to stand for re-election at the expiry of their term.
- In the case where a person ceases to be a Committee member other than at the end of their term, the Committee will appoint another member of FOB to fill the resulting casual vacancy until that office is filled at the next AGM.
- The Management Committee may co-opt additional committee members from the general FOB membership, for example, for the benefit of particular expertise.

7.4 Meeting procedures for the Committee

The procedures for Management Committee meetings are as follows:

- The Committee will meet eleven (11) times a year, that is, monthly, excluding January.
- Minutes of the previous Committee meeting, as well as the agenda for the upcoming meeting, must be provided to Committee members by one week prior to the meeting.
- A quorum is calculated based on 60% of Committee members (rounded to nearest whole number). For example, where membership of the Committee is seven (7), a quorum of four (4) members must be present for meeting proceedings to be valid.
- Decisions shall be made by a simple majority of votes and clearly documented in the minutes. In the situation where there is an equality of votes, the Chairperson has a second or casting vote.
- A Committee member who has a material personal interest in a matter being considered must declare that interest to avoid any conflict of interest. Subsequently, the remaining members of the Committee shall determine whether that member's involvement in related decision making is appropriate and, if a conflict of interest is found, that member must leave the room and be called back when related discussion is complete.
- Meeting proceedings must include the following:

- a welcoming of attendees and Acknowledgement of Country
- recording of apologies received by the Secretary or a member
- confirmation of the minutes of the previous Committee Meeting
- an invitation to declare any conflicts of interest with regard to agenda items
- business arising from the previous minutes (not already on the agenda)
- general business
- a summary of any correspondence received or sent
- update reports on actions set at the last Committee meeting
- the Treasurer's report on financial matters since the last Committee meeting
- setting of the date of the next Management Committee Meeting
- closure of meeting and thanking members for attending.

Please note: A conflict of interest regarding unanticipated issues that arise must also be declared.

7.5 Reimbursement and honorariums

The Management Committee may reimburse a Committee member for out-of-pocket expenses relevant to the affairs of FOB (upon provision of a receipt). The Management Committee may decide to pay an honorarium to a Committee member in recognition of the nature of the service that person provides to FOB. (See section 55 of the *Associations Incorporation Act* for relevant information about the distribution of income and assets.)

8 General Meetings

General Meetings are open to all members of FOB and those invitees who have an interest in the aims of the Association. There will be a minimum of two (2) general meetings held each year (including the AGM) for the purpose of providing an opportunity for members to discuss and address general issues relating to FOB's aims and objectives.

8.1 Notice of meetings

Provision of notice of General Meetings will be carried out as follows:

- The Secretary must give notice of General Meetings to FOB members at least fourteen (14) days before the meeting.
- Notice of a General Meeting must state the date, time and place of the meeting, and include an agenda, as well as the minutes of the previous General Meeting.
- Such notice must be delivered via email or post (for those who do not use email).
- An announcement of a General Meeting may also be included in the Friends of Beyond newsletter.

8.2 Quorum for meetings

The quorum for proceedings of a General Meeting to be valid shall be eight (8) FOB members (that is, one more than the maximum number of Management Committee members). The meeting may proceed without a quorum, but it can only make 'interim' decisions, and its decisions will not bind FOB. Interim decisions will be presented at the next General Meeting.

8.3 Attendance at meetings

The following applies to attendance of a Chairperson, proxies and invitees:

- If the Chairperson is not present at a General Meeting, the Deputy Chairperson will chair the meeting. Where there is neither the Chairperson nor Deputy Chairperson present within 10 minutes of the scheduled commencement time, members present must elect another attendee to be Chairperson.
- A FOB member is entitled to appoint someone who is also a member to be their proxy, and attend and vote at a meeting in their absence.
- A person who is not a FOB member may be invited to attend a meeting to make a particular contribution, but will not have voting rights.

8.4 Voting at meetings

A question for decision must be determined by a simple majority of those present, by a show of hands,

whereby there is one vote for each person with membership. In the situation where there is an equality of votes, the Chairperson has a second or casting vote.

8.5 Etiquette at meetings

People attending meetings must interact respectfully with other attendees and provide an equal opportunity for all to participate. Also, meetings should be conducted in a manner that ensures all members present are able to speak about and vote on a motion, whether in favour of or against a proposal.

8.6 Proceedings at General Meetings

The ordinary business of a General Meeting shall include:

- Acknowledgement of Country
- noting of apologies
- confirmation of the minutes of the previous General Meeting
- correspondence received or sent
- Management Committee report (including Treasurer's report)
- general business
- any other business
- setting of the date and time of the next General Meeting.

Please note: Additional agenda items must be given in writing to the Secretary of FOB at least seven (7) days prior to the General Meeting.

Please note: A conflict of interest must be declared.

Please note: Proposals to amend the Constitution may be made at a General Meeting or to the Management Committee at any time for subsequent consideration at a Special General Meeting.

9 Annual General Meetings

The Annual General Meeting (AGM) is a meeting for general members of FOB that is conducted once a year and at which achievements and financial matters are reported and voting on recommendations takes place.

9.1 Process for organising an Annual General Meeting

The process for organising Annual General Meetings is as follows:

- An AGM will be held within five (5) months after the end of each financial year (to allow time for financial reports to be compiled) at a date and time determined by the Management Committee.
- The Secretary shall give FOB members at least fourteen (14) days' notice of the date, time and location of the Annual General Meeting, and include notification of the Management Committee positions that are coming up for election.
- Notice of AGMs will include an agenda, minutes of the previous AGM, an invitation to make a nomination for membership of the next Management Committee and any other relevant material.

9.2 Proceedings at an Annual General Meeting

The ordinary business of an Annual General Meeting shall consist of:

- a welcoming of attendees and Acknowledgement of Country
- confirmation of previous years' AGM minutes (and of any Special General Meeting held since that meeting)
- an invitation to declare any conflicts of interest with regard to agenda items
- a report from Management Committee Chairperson on previous year's achievements and highlights
- presentation of annual financial statements by the Treasurer
- election of members of the FOB Management Committee. (Voting is only necessary if more nominations are received than positions available. If there are less nominations than the required number of Committee members, the Chair must invite nominations at the AGM)
- appointment of an auditor, by a majority vote, who is not a member of the Association
- any other business requiring consideration by members of the Association.

Please note: Additional agenda items must be given in writing to the Secretary of FOB at least seven (7) days prior to the AGM.

Please note: A conflict of interest regarding unanticipated issues that arise must also be declared.

10 Special General Meetings

A Special General Meeting (SGM) must be called by the Management Committee (including in response to issues raised by members) where any of the following apply:

- no less than 10% of members have requested a specific matter/s be dealt with
- a motion to amend the Constitution has been submitted to the Management Committee
- the majority of members of the Management Committee wish to have the general membership vote on a specific issue/s.

In addition, the following must take place:

- Written notice of a SGM, stating the date, time and location of the meeting, must be given to members no less than twenty-one (21) days prior to the meeting.
- Notice of a SGM must clearly state the purpose of the meeting (including, where a special resolution is proposed, the wording of the resolution and the intention to vote).
- Where the matter/s are considered, by the Management Committee, to be urgent, the period of notice may be reduced to one that is reasonable under the circumstances, but not less than two (2) days.
- Only the business specified in the notice of the SGM may be conducted at the meeting.
- For proceedings of a SGM to be valid, a quorum shall be eight (8) FOB members.

10.1 Special resolution

A special resolution will be needed for certain changes as explained in the Associations Incorporation Act, for example, for a name change, revision of the Constitution or winding up of the Association, and must be passed at a properly convened and quorate Special General Meeting (see Section 10 for procedures for giving notice of SGMs). For a special resolution to be passed, at least 75% of FOB members entitled to vote, in person or by proxy, at the SGM must be in favour.

11 Finance / funds

The following relates to management of the Association's finances:

- All income shall be paid to the Treasurer and deposited into an authorised bank account in the name of the FOB Management Committee.
- The Treasurer will make any payments authorised by the FOB Management Committee by cheque or electronic transfer that will be signed or authorised, respectively, by any two signatories approved by the FOB Management Committee.
- Two signatories are also required to approve withdrawal from the Association's bank account.
- Complete financial records must be kept that account for all transactions related to FOB.
- An auditor, not being a member of the Association, shall audit the financial records annually.
- The Treasurer will present a financial report at the regular FOB Management Committee meetings and General Meetings, and an annual financial report at the AGM.

12 Resolving disputes

To attempt to resolve any disputes, the parties must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute has come to the attention of all parties involved. If the parties are unable to resolve the dispute, they must notify the Chairperson who shall, as soon as possible, appoint an independent mediator to help the parties achieve a mediated outcome. The parties in dispute must meet with the mediator within 14 days of the mediator's appointment and are responsible for meeting any costs, such as fees, charged by the mediator for related services.

13 The seal

The Friends of Beyond Association will have a common seal upon which its corporate name shall appear in legal characters. Use of the seal can only be by authorisation of the Management Committee and each use must be recorded in the Minutes.

14 Revision of Constitution

An amendment to the Constitution may be proposed: during a General Meeting of members, at the Annual General Meeting; or by the Management Committee.

Following a proposal to alter the Constitution, the following must occur:

- An amendment must be considered as a proposal for a special resolution to amend the Constitution
- Any resolution to amend the Constitution shall be effective only if duly passed as a special resolution.
- Within one month after making an amendment to the Constitution, this alteration must be registered with Consumer and Business Services and relevant fee paid.

15 Dissolution of Association

Members of FOB may decide to voluntarily wind up the Association, which must be determined by a special resolution at an SGM (see Section 10.1). The Management Committee will, subsequently, be responsible for winding up the affairs of FOB.

15.1 Distribution of assets upon dissolution

If it is determined that the Association will be dissolved, any surplus assets remaining are to be distributed either to nominated charities or to an organisation that has similar aims to FOB and has rules that prohibit the distribution of its assets and income to its members. This will be decided by a special resolution at the SGM at which it is resolved to wind up the Association. Distribution of assets will occur after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid.

16 Definitions

Word/phrase	Meaning
Associations Incorporation Act	<i>Associations Incorporation Act 1985 (SA)</i> .
Committee	The Management Committee.
conflict of interest	When a member's non-FOB material personal interests clash, or are reasonably perceived to clash, with their duties on the Committee or call for a different course of action than that which would be in the best interests of the Association.
dissolution	Formal cessation of the Association.
Estate	The Beyond Development.
Family Membership	Household membership for a household with more than one occupant.
financial year	Standard Australian fiscal year from 1 July to 30 June.
FOB	Friends of Beyond Incorporated.
general meeting	A general meeting of members of the Association convened in accordance with these rules.

Word/phrase	Meaning
general membership	Membership of the Friends of Beyond Association.
material personal interest	An interest that has the capacity, or is reasonably perceived to have the capacity, to influence the vote for personal benefit and includes an interest held by a spouse, life partner, child or business partner.
objectives	Goals worked towards that are measurable.
person	A person who is over the age of 18 years.
quorum	Minimum number of members that must be present at a meeting.
residential property	Homes and vacant land currently designated for residential use.
SGM	Special General Meeting.
Single Membership	Household membership for a household with only one occupant; or those from the third category of Section 6.
the Association	Friends of Beyond Incorporated.