

**MILANG & DISTRICT
COMMUNITY ASSOCIATION INC**
CONSTITUTION (2010)
As Amended 28th August 2025



1. NAME

The name of the incorporated association is Milang and District Community Association Incorporated, referred to herein as “the association”.

2. DEFINITIONS

“Committee” means the committee of management of the association

“General meeting” means a general meeting, special general meeting or annual general meeting of members of the association convened in accordance with these rules

“Member” means a member, volunteer member, life member or affiliate member of the association

“Month” shall mean a calendar month

“The Act” means the *Associations Incorporation Act 1985 (SA)*

“Special resolution” means a special resolution as defined in the Act

“The Regulations” means *Associations Incorporation Regulations 2023 (SA)*

3. OBJECTS OF THE ASSOCIATION

The association is a not-for-profit association formed to support and promote the Milang and District community.

The objects of the association shall be to advance social and public welfare by:

- a) Providing care to community members who require support and assistance due to advanced age, poverty or who have a physical or mental disability.
- b) Assist those members of the community who are in need by providing such resources as Food and financial assistance.
- c) Maintain and extend the existing programs of the Milang Old School House Community Centre which have been established in response to community needs.
- d) Manage the facilities of the Milang Institute Hall, Milang Lakeside Butter Factory, Youth Hub and other property owned or leased by the association for use by the association in its activities as well as by other local community organisations and individuals.
- e) Establish partnerships with other groups in the community whose objects are similar to those of the

Association.

- f) Further develop resources and programs that support the aims of the association and the needs of the community

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.



5. MEMBERSHIP

5.1 MEMBERSHIP CATEGORIES

- a) All persons eligible for membership of the association shall register their membership annually at the AGM or prior, by completing an online or printed application form, submitted electronically or delivered to the secretary or CEO. There is no fee for membership.
- b) Ordinary members shall be persons who have requested to join and be registered as a member by the association, have agreed to abide by the Constitution and rules of the association and who either reside or own land in the Postal District of 5256.
- c) Volunteer Members shall be persons who have completed the requirements specified by the association for the induction of volunteers and who have agreed to abide by the constitution and rules of the association. All volunteers shall be registered automatically as members annually, at no cost, so long as they maintain their volunteering role.
- d) Life Membership may be conferred upon persons who have made a significant contribution to furthering the objects of the association. Life members shall be nominated by a community member and be selected by at least 2/3 majority vote of the Management Committee. Life membership will be announced at an annual general meeting or special general meeting of the association.
- e) Life Members shall not be required to renew their registration annually once appointed.
- f) Affiliate membership may be granted to another incorporated body in order to forward the objects of the association or to gain some mutual benefit for the association and its affiliate. The affiliate member shall nominate one person to attend the general meeting and exercise its membership rights and responsibilities.

5.2 RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

5.3 EXPULSION OF A MEMBER

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve by two thirds of the members of the committee to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the meeting shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3d below), cease to be a member 14 day after

the committee has communicated its determination to the member.

- d) It shall be open to a member to appeal to the association in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.3d above, the appellant's membership of the association shall not be terminated unless the determination to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association. In such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.



5.4 REGISTER OF MEMBERS

A register of members must be kept by the Secretary and contain:

- a) the name, address, and contact details of each registered member;
- b) the date on which membership commenced; and
- c) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- a) The affairs of the association shall be managed and controlled by a 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 by the Act or by these rules required to be done by the association in general meeting.
- 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 may appoint sub-committees for specific purposes consonant with the objects of the association.
- f) The committee may employ persons to conduct the business of the association and determine the terms and conditions of that employment.
- g) The committee shall have the power to conduct research into a business based on a social enterprise model, which has benefits to the community, and recommend to the members of the association that such a business is established.

6.2 APPOINTMENT OF COMMITTEE MEMBERS

- a) The committee shall consist of a chairperson, vice-chairperson, secretary, treasurer, and six committee members.
- b) Committee members, including office bearers, shall be elected for a term of two (2) years. Elections shall be staggered so that approximately half of the committee, including both office bearers and general members, is elected each year.

Office bearer terms shall be as follows:

- The Chairperson and Treasurer shall be elected in odd-numbered years (i.e. 2025, 2027)

- The Vice-Chairperson and Secretary shall be elected in even-numbered years (i.e. 2026, 2028)
- c) At each annual general meeting of the association an election shall be held to fill those positions whose terms have expired. A retiring office bearer shall be eligible to stand for re-election by self-nomination. Other candidates for election must be members of the association, have been nominated by a member of the association and must consent to their nomination in person or in writing.
- d) The position of a committee member shall become vacant upon:
- giving a written resignation to the secretary or public officer of the association.
 - failure to attend three consecutive meetings of the committee without acceptable explanation.
 - ceasing to be a member of the association.
- e) The committee may appoint a person to fill a casual vacancy, who shall hold office until the next annual general meeting.



6.3 CHAIRPERSON

- The chairperson shall preside at all meetings of the association and committee, subject to the provisions of 8.4 below.
- The chairperson shall act as spokesperson of the association unless an alternative spokesperson has been appointed by the committee. The spokesperson of the association shall make statements in accordance with previously agreed policy or in an emergency after conferring with at least three members of the committee including one other office bearer.

6.4 VICE CHAIRPERSON

- In the absence of the Chairperson, the Vice Chairperson shall preside at all meetings of the association and committee, subject to the provisions of 8.4 below.
- The Vice Chairperson, in the absence of the Chairperson, shall act as a spokesperson for the association in terms of section 6.3 (b) above.

6.5 TREASURER

- The treasurer shall cause all monies received to be paid into an account authorized by the committee in the name of the association. Payments shall be as petty cash, by cheque signed by two (2) authorized signatories of whom there shall be no more than five (5) or less than three (3) appointed by the association, or by Banktransfer. Major or unusual expenditure shall be authorized in advance by a general meeting.
- The treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- The treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each committee meeting and general meeting.
- The treasurer shall present audited accounts to the annual general meeting.

6.6 SECRETARY

- The secretary shall call meetings in accordance with the provisions of this constitution.
- The secretary shall cause records to be kept of the business of the association, including the constitution and policies, register of members, the minute book, and records of submissions or reports made by or on behalf of the association.

- c) The secretary shall conduct the association's correspondence at the direction of the general meeting or committee meeting.

6.7 PROCEEDINGS OF COMMITTEE

- a) The committee shall meet together for the dispatch of business at least 9 times a year including general meetings. Committee members must be given at least seven (7) days' notice of a meeting by SMS and must include the date, time and place of the meeting.
- b) 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 shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one-half of the members of the committee.
- d) 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. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.



6.8 SUB-COMMITTEES

The committee may appoint a sub-committee in order to manage a particular program of the association. The committee shall:

- a) Determine the objects and duties of the Sub-committee.
- b) Appoint a coordinator and determine the requirements for membership of the Sub-committee.
- c) Approve rules for the conduct of the activities of the Sub-committee.
- d) Receive regular reports of the activities of the sub-committee.

7. THE SEAL

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

- a) The seal shall be kept in the custody of the chairperson.
- b) The seal shall not be used without the express authorization of the committee, 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 of the members who have been nominated as bank signatories.

8. GENERAL MEETINGS

The association shall hold general meetings for all members as decided by the annual general meeting. Additional meetings may be called by the Secretary at the request of the committee. Notification of general meetings shall be given;

- a) Not less than fourteen (14) days' notice of a general meeting by:
 - i. notification at the previous general meeting if set by the annual general meeting
 - ii. forwarding by post, email or SMS, to all current members a notice of the meeting.
 - iii. prominently displaying a notice at business premises within Milang, Clayton, and other eligible surrounding areas; or
 - iv. placing a notice in the Milang Community News.

Proceedings and voting at general meetings shall be conducted in accordance with clauses 8.3 and 8.4

8.1 ANNUAL GENERAL MEETINGS

The annual general meeting shall be held at least once in each calendar year and not more than 15 months after the close of the financial year of the association, which shall be 30 June, unless a special annual general meeting.



- a) Not less than twenty-one (21) days' notice of the annual general meeting shall be given to all registered members by:
 - i. forwarding by post, email or SMS, to all current members a notice of the meeting.
 - ii. prominently displaying a notice at business premises within Milang, Clayton, and other eligible surrounding areas; or
 - iii. placing a notice in the Milang Community News.
- b) A quorum shall be ten (10) registered members.
- c) The business of the annual general meeting shall be:
 - i) to receive the audited financial statements for the previous financial year;
 - ii) to receive a report from the chairperson and CEO on the activities undertaken during the previous financial year.
 - iii) to elect the office bearers and committee members of the association.
 - iv) to appoint a person to be the auditor of the association.
 - v) to determine the dates of the regular general meetings for the ensuing financial year;
 - vi) to receive reports from the coordinators of any sub-committees which have been in operation in the preceding financial year;
 - vii) to conduct any other business placed on the agenda before the commencement of the meeting.
- d) Persons who are defined as registered members under Section 5.1 of this Constitution shall have the right to vote at an Annual General Meeting
- e) Meetings shall be conducted according to the ordinary rules of debate.

8.2 SPECIAL GENERAL MEETINGS

The secretary may call a special general meeting of the association in the following circumstances:

- a) At the request of the committee;
 - i) Following a resolution of the general meeting;
 - ii) Upon the requisition in writing of not less than five (5) members, stating the purpose of the meeting.
- b) Not less than fourteen (14) days' notice of a special general meeting shall be given to all registered members by:
 - i) forwarding by post, email or SMS, to all current members a notice of the meeting.
 - ii) prominently displaying a notice at business premises within Milang, Clayton, and other eligible surrounding areas; or

- iii) placing a notice in the Milang Community News.
- c) When the agenda of the special general meeting calls for a special resolution as in the case of clause 13, then:
 - i) Not less than twenty one (21) days written notice shall be given to all registered members as required under the Act;
 - ii) The quorum shall be ten (10) registered members or one half of the members, whichever is less.
- d) Proceedings and voting at special general meetings shall be conducted in accordance with clause 8.3 and 8.4



8.3 PROCEEDINGS AT GENERAL MEETINGS

- a) The chairperson together with the secretary shall prepare the agenda for general meetings.
- b) Unless otherwise prescribed, a quorum of a general meeting shall be five (5) members, including one office bearer.
- c) The chairperson shall chair general meetings except that in the absence of the chairperson or at the request of the chairperson or of a majority of the general meeting another member may be elected as chairperson.
- d) The chairperson shall encourage full balanced participation by all members and shall decide upon matters of order, according to the ordinary rules of debate.

8.4 VOTING AT MEETINGS

- a) Each member of the association shall be entitled to one vote on each motion proposed and seconded at any meeting, and voting shall be by show of hands, except that:
 - i) Any contested election at an annual general meeting or otherwise shall be by secret ballot;
 - ii) The meeting may by show of hands or at the request of an officer of the association require any other vote to be by secret ballot.
- b) The chairperson, whether the chairperson or another member, shall have a deliberative as well as a casting vote.
- c) Unless otherwise prescribed, the motion shall be passed by a simple majority.

9. MINUTES

- a) Proper minutes of all proceedings of general meetings of the association, meetings of the committee and meetings of any sub-committee, shall be entered within one month after the relevant meeting in the records, kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed at a subsequent meeting by the members of the meeting at which the proceedings took place.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson 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.

10. DISPUTE RESOLUTION

In the event of any dispute relating to the business of the association between:

- i. a member and another member; or
 - ii. a member and the association
- a) 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.
 - b) 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.
 - c) In this rule “member” includes any person who was a member not more than six months before the dispute occurred.
 - d) In any adjudication by the committee or an independent third person, the rules of natural justice must be observed.



11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The 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.

11.2 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.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 ANNUAL RETURNS

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement and the committee's report.

11.5 APPOINTMENT OF AUDITOR

At each annual general meeting, the members shall appoint a qualified person to be auditor of the association who shall hold office until the next annual general meeting. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income, property and funds of the association shall be used and applied solely towards the promotion of the objects of the association and shall not be paid or transferred directly or indirectly to the members or relatives of members providing that nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered and provided that an employee of the association shall notwithstanding that employment be entitled to be an office bearer or member of the association or any sub-committee.

13. AMENDMENT OF CONSTITUTION AND RULES

- a) This constitution may be repealed, altered or amended by resolution of two thirds of members present and voting at a special meeting or annual general meeting of which not less than twenty-one (21) days written notice, including notice of the proposed repeal, alteration or amendment has been distributed to all members.
- b) A general meeting may make, repeal, alter or amend rules for the proper administration or business provided that not less than seven (7) days written notice, including notice of proposed new rule or repeal, alteration or amendment has been distributed to all members.



14. MEMBER'S LIABILITY

Members who by authority accept or incur any pecuniary liability on behalf of the association shall be held indemnified against any personal loss in respect of such liability.

This indemnity does not apply to any liability arising from negligence, default, breach of duty or breach of trust, to the extent prohibited by the Act.

15. WINDING UP

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

16. APPLICATION OF SURPLUS ASSETS

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- a) gifts of money or property for the principal purpose of the organisation
- b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c) money received by the organisation because of such gifts and contributions.

Definition of Public Benevolent Institution

A Public Benevolent Institution (or PBI) is a charity whose main purpose is to relieve poverty, sickness, suffering or disability. It is legally recognised by the Australian Taxation Office and Australian Charity & Not-for-profit Commission as a charity.