

CONSTITUTION

1 Name

Pilbara Mesquite Management Committee Inc.

2 Definitions

In this Constitution, unless the context requires otherwise:

“Act” means the Associations Incorporations Act 1987.

“Group” means the Pilbara Mesquite Management Committee Inc.

“Committee” means the Committee of Management of the Group.

“Special Resolution” means a resolution of the Group passed in accordance with section 24 of the Act.

3 Objects

3.1 The objects of the group are to:

**DEVELOP AND IMPLEMENT A STRATEGIC PLAN FOR MESQUITE MANAGEMENT IN THE
PILBARA REGION (WA)**

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 POWERS OF THE GROUP

4.1 For the purpose of achieving or furthering its objects the Group shall have power to:

- i. Purchase, sell, hold, lease or rent real or personal property;
- ii. Borrow, raise or secure the payment of money, to secure the repayment or performance of any debit, liability, contract or guarantee incurred or to be entered into by the Group;
- iii. Enter into any arrangements with any government or local government authority or instrumentality;
- iv. Employ, hire or engage managers, clerks, secretaries, workman or other persons;
- v. Invest the moneys of the Group;
- vi. Make gifts or give prizes;
- vii. Amalgamate or associate with any other association or group; or
- viii. Do all such other things as are incidental or conducive to the objects or the Group.

5 MEMBERSHIP

5.1 Membership of the Group is open to:-

**ALL INTERESTED PARTIES OR INDIVIDUALS WHO ARE ABLE TO ASSIST WITH THE
ACHIEVEMENT OF THE OBJECTIVES OF THE ASSOCIATION AS DETAILED IN POINT 3.1**

5.2 Each person admitted to membership shall be:

5.2.1 Bound by the Constitution and by-laws of the Group; and

5.2.2 Entitled to all advantages and privileges of membership.

6 REGISTER OF MEMBERS, RULES AND RECORD OF OFFICE HOLDERS

6.1 An up to date register of Rules of the Group, Group members and their postal or residential addresses shall be kept by the secretary. The Secretary shall also keep a record of the names and postal or residential addresses of any persons who are appointed or act as trustees on behalf of the Group.

- 6.2 A member may at any reasonable time inspect without charge the books, records, documents and securities of the Group.
- 6.3 A member may make a copy of, or take an extract from, such registers, rules, records, books, documents and securities but shall have no right to remove them for that purpose.

7 TERMINATION OF MEMBERSHIP

- 7.1 A member shall cease to be a member if:
- i. They die;
 - ii. They resign;
 - iii. They fail to pay any subscription due; or
 - iv. They are suspended or expelled.
- 7.2 Any person who wishes to resign their membership shall do so in writing addressed to the Secretary.

8 SUSPENSION AND EXPULSION

- 8.1 Any member of the Group who fails to observe the Rules of the Group or whose conduct in the opinion of the Committee is prejudicial to the interests of the Group may be suspended or removed from membership of the Group by a resolution passed by a majority of a least two-thirds of the Committee as shall be present and vote at a Meeting of the Committee called for that purpose.
- 8.2 Before any member is suspended from membership or expelled that member's conduct shall be enquired into by the Committee and the member shall be given the opportunity to defend him/herself and to justify or explain his/her conduct.
- 8.3 Notice of such inquiry shall be given to the member in writing and shall include:
- i. particulars of the complaints laid against the member;
 - ii. notification of the member's right to appear before, or to make representations in writing to, the Committee to defend him/herself and to justify or explain his/her conduct; and
 - iii. the date, time and place of the inquiry.
- 8.4 The date specified in the notice of inquiry shall be not less than 14 days, nor more than 30 days after the date of service of the notice.
- 8.5 Forthwith after the decision of the Committee, notice in writing of the decision shall be given to the member.
- 8.6 A member or expelled member shall have the right of appeal to a Special General Meeting called by the Committee at the written request of the member or expelled member, provided that such written request is given to the Secretary within fourteen days of the date of service of notice of the decision of the Committee. The Special Meeting may confirm, disallow or reduce the penalties imposed but may not increase them.
- 8.7 Any member who is suspended or expelled shall not be entitled to any refund or any fee or subscription.
- 8.8 Where a member is suspended, such member shall be deemed to be not a member during the period of his suspension until such a time as his suspension is lifted.

9 MANAGEMENT COMMITTEE

- 9.1 Management of the group shall be vested in a committee consisting of:
- a. President/treasurer;
 - b. Vice President;
 - c. Secretary; and

- d. Up to four other members elected at the Annual General Meeting.
- 9.2 Officers shall be elected at an Annual General Meeting and appointed for a period of one year. A sitting officer may be re-elected for on-going terms.
- 9.3 If an office is vacated, the Committee shall have power to fill any vacancy of officer or other member of the Committee as may occur before the Annual General Meeting.
- 9.4 At executive meetings a minimum of 3 officers shall form a quorum.
- 9.5 The executive shall maintain financial records and group activities records.
- 9.6 Group accounts shall be kept in such a way that they may be easily and conveniently audited at any time.
- 9.7 The Secretary shall have custody of all books, documents, records and registers of the Group, other than those required to be kept by the Treasurer.
- 9.8 The Treasurer shall have custody of all securities, books and accounts of a financial nature and accounting records of the Group.
- 9.9 A member of the Committee who has any direct or indirect pecuniary interest in a contract or proposed contract, made by, or in the contemplation of, the Committee, shall comply with sections 21 and 22 of the Act.
- 9.10 Every disclosure of any direct or indirect pecuniary interest made in accordance with section 21 of the Act shall be recorded in the Minutes of the meeting at which it is made.

10 POWERS OF THE MANAGEMENT COMMITTEE

- 10.1 The Management Committee shall carry out day to day running of the Association and shall have the power to:
 - 10.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 10.1.2 Fix the manner in which such banking accounts shall be operated upon, providing all payments at a General Meeting;
 - 10.1.3 Adjudicate on all matters brought before it which in any way affect the Association;
 - 10.1.4 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
 - 10.1.5 Have the power to form and appoint any subcommittee/s as required for specific purposes.

11 GENERAL MEETINGS

- 11.1 Annual General Meeting
 - 11.1.1 The Annual General Meeting of the Group must be held within five months of the end of the group's financial year.
 - 11.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members. The Notice of Meeting shall be in writing and specify:
 - i. the date, time and place of the meeting; and
 - ii. particulars of motions of which notice has been given.
 - 11.1.3 The quorum at the Annual General Meeting, shall be a minimum of 5 members

11.2 General Meetings

11.2.1 General meetings may be called as deemed necessary by the Annual General Meeting or any time at the request of the Executive.

11.2.2 The President or Secretary shall give at least seven (7) days notice of the date of the General meeting to the members.

11.2.3 The quorum at the General Meeting shall be a minimum of 5 members.

11.2.4 The President, or in their absence the Vice-President, shall preside at all meetings of the Group. If both the President and Vice-President are absent from a meeting the members present shall appoint one of their members to preside at that meeting.

11.2.5 The agenda for General Meetings shall be:-

- i. Opening of Meeting
- ii. Apologies
- iii. Confirmation of Minutes of previous General Meeting
- iv. Business arising from Minutes
- v. Presentation of Financial statement
- vi. Inward and Outward Correspondence
- vii. Presentation of Reports
- viii. Adoption of Reports
- ix. General Business
- x. Closure

11.3 Special Meetings

11.3.1 A Special General Meeting may be called at any time by:

- i. Resolution of a General Meeting;
- ii. Resolution of the Committee;
- iii. The President; or
- iv. Written request, signed by at least 3 members of the Group. Such written request shall clearly state the nature of the matter to be discussed at the Special General Meeting.

11.3.2 At all Special General Meetings only the business specified in the notice convening the meeting shall be transacted.

12 VOTING

12.1 Voting powers at all meetings.

12.1.1 The President or other person presiding at a meeting shall be entitled to one (1) deliberative vote.

12.1.2 Each individual member present shall have one (1) vote.

12.1.3 No member of the Committee shall have more than one (1) deliberative vote regardless of the number of Committee positions that they may simultaneously hold

12.2 In the event of an equal division of votes the matter shall be deferred to a following meeting.

12.3 Voting may be exercised in person or by proxy.

13 FINANCE

13.1 All funds of the Group shall be deposited into the Group's account/s at such bank or recognised financial institution as the Management Committee may determine.

- 13.2 All accounts due by the Group shall be paid after having been passed for payment at a General Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next General Meeting.
- 13.3 A statement showing the financial position of the Group shall be tabled at each General Meeting by the Treasurer.
- 13.4 A statement of Receipts and Payments shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 13.5 The financial year of the Group shall commence on July 1 each year.
- 13.6 The signatories to the Group's account/s will be the Treasurer and/or the President and/or Vice-President and/or the secretary and/or one other member of the Committee.

14 SUBSCRIPTIONS OF MEMBERS OF GROUP

- 14.1 The members shall from time to time at a general meeting determine whether a subscription should be paid and if so the amount and timing of such payments and the consequences of non payment of dues.

15 COMMON SEAL

- 15.1 The common seal of the Group shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Management Committee and in the presence of any two of the Chairperson, Vice-Chairperson, Secretary, Treasurer and general Committee person.

16 MINUTES OF MEETINGS OF THE GROUP

- 16.1 Minutes shall be made of all proceedings and resolutions of all meetings and shall be kept in a Minutes Book.

17 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

- 17.1 The Constitution may be altered, added to, or repealed at any General, Annual or Special General Meeting
- 17.2 Before such amendments can be approved a quorum of 75% of members must be present. Amendments shall be passed by three quarters (3/4) majority vote of the members or their proxys' present and voting at such meeting.
- 17.3 Within one month of the passing of a Special Resolution, the Secretary shall notify the Ministry of Fair Trading of the amendment.

18 DISSOLUTION

- 18.1 If, on the winding up of the Group, any property of the Group remains after satisfaction of the debts and liabilities of the Group and the costs, charges and expenses of that winding up, that property shall be distributed to:
 - a) to another association incorporated under the Act, or
 - b) for charitable purposes.
- 18.2 Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Group.
- 18.3 The group may only be dissolved at a special general meeting after all members have been notified in writing and 75% of members present approve of dissolution.