



WILLUNGA

RECREATION PARK EST 1875

**Willunga Recreation Park
Incorporated**

CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

1. WILLUNGA RECREATION PARK INCORPORATED

The name of the incorporated association is **Willunga Recreation Park Incorporated** ("WRPI").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1985 (SA)*.

"Affiliate Member" means a Club which is admitted as an Affiliate Member pursuant to clause 5.

"Annual General Meeting" means a meeting of the kind described in clause 18.

"Appointed Director" means a director appointed pursuant to clause 11.

"Bodies Politic" means a group of people organised under a common governmental authority or the individual members of a company representing that company which WPRI may approve as members of WPRI.

"Club" means a club or organisation, whether incorporated or not, eligible for approval by the Executive Committee as an Affiliate Member.

"Constitution" means this constitution of the WRPI.

"Delegate" means, in respect of an Affiliate Member, the person for the time being appointed as the Affiliate Member's delegate pursuant to clause 5.5(e).

"Director" means a member of the Executive Committee and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Director" means a director appointed pursuant to clause 5.

"Executive Committee" means the body consisting of the Directors and constituting the Board for the purposes of the Act.

"Financial Year" means the year ending on the 31st day of August each year or such other date as determined by the Executive Committee

"General Meeting" means a meeting of members convened by the Executive Committee for the purpose of the Annual General Meeting or a Special General Meeting.

"Individual Member" means a person admitted as a member of the WRPI pursuant to clause 5.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the WRPI or any activity of or conducted, promoted or administered by the WRPI in South Australia.

“Interested Organisation” means an organisation involved with the WRPI as approved by the Executive Committee but which is not entitled to membership or voting rights.

“Life Member” means an individual appointed as a Life Member of the WRPI pursuant to clause 5.

“Member” means an Individual Member or Affiliate Member for the time being of the WRPI, or a Life Member.

“Objects” means the objects of the WRPI as set out in clause 3

“Observer” means a person appointed by an Individual Organisation to represent an Interested Organisation on the Executive Committee.

“City of Onkaparinga” means the area known as “The City of Onkaparinga” as defined by the City of Onkaparinga Council

“Ordinary Resolution” means:

- (i) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (ii) at a meeting of the Executive Committee or a sub-committee of the Executive Committee, a resolution passed by a majority of those present, entitled to vote and voting;

“Regulation” means a rule, regulation, by-law or policy made by the Executive Committee under this Constitution.

“Special General Meeting” means a General Meeting of Members convened in accordance with clause 19.

“Special Resolution” means a resolution passed at a Special General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Users of Willunga Recreation Park” means people or clubs that are:

- (a) incorporated clubs and groups that are affiliate members of the WRPI and the people who make up the membership of those clubs and groups;
- (b) incorporated and non-incorporated groups that hire the facilities on a regular basis but which are not affiliated members; and

community users who use the Willunga Recreation Park for general recreation or who hire the facilities for specific social functions.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority or duty;

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person includes the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by the Executive Committee or a sub-committee of the Executive Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE WRPI

The Objects of the WPRI are to:

- (a) acquire, maintain and improve all Willunga Recreation Park land and facilities.
- (b) promote and encourage civic pride and community spirit amongst the Users of Willunga Recreation Park
- (c) provide, establish, improve and maintain the land and facilities for the promotion, cultivation and extension of the social, cultural, sporting and other interests of the Users of Willunga Recreation Park
- (d) establish, operate, conduct, maintain and assist such sporting, recreational and cultural clubs, organisations and activities from time to time as may be desirable in the promotion of the interests of the Users of Willunga Recreation Park.
- (e) confer with, assist and advise public authorities and other bodies or persons in regard to all matters affecting the social, cultural, sporting and all other interests of the Users of Willunga Recreation Park.
- (f) do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. POWERS OF THE WRPI

For furthering the Objects, the WRPI has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the WRPI consist of:

- (a) Individual Members;
- (b) Life Members; and
- (c) Affiliate Members

5.2 Membership Qualifications

A person is qualified to be a member of the WRPI if, but only if:

- (a) the person is a member as defined in section 3(1) of the Act and has not ceased to be a member of the WRPI at any time after incorporation of the WRPI under the Act, or
- (b) the person is a natural person:
 - (i) who has been nominated for membership of the WRPI as provided by clause 5.3, and
 - (ii) who has been approved for membership of the WRPI by the Executive committee of the WRPI provided by clause 5.3.2.

5.3 Nomination for Membership

5.3.1 A nomination of a person for membership of the WRPI may be made by any person who:

- (a) is a resident of the City of Onkaparinga, and
- (b) has attained the age of 18 years, and
- (c) applies for Individual Membership in writing which is signed by the candidate and is in the form required by the Executive Committee.

5.3.2 As soon as practicable after receiving a nomination for membership the Executive Committee shall determine whether to approve or reject the nomination

- (a) where the Executive Committee determines to approve the nomination for membership the Secretary shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to pay within the period of 14 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (b) the Secretary shall on payment by the nominee of the amounts referred to in clause 5.3.2
 - (a) within the period referred to in that clause enter the nominee's name in the Register of

Members and upon the name being so entered the nominee becomes a member of the WRPI

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the WRPI for longstanding and valued service to the WRPI.
- (b) The WRPI may by resolution in General Meeting confer Life Membership on any person whether resident in or out of the City of Onkaparinga.

5.5 Affiliate Members

- (a) A Club may apply to the Executive Committee for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Membership, a Club must be incorporated, be in the process of incorporation or a registered member of an incorporated parent body.
- (c) An Affiliate Member has the right to receive a copy of the minutes of Willunga Recreation Park Incorporated meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it will submit an up-to-date copy of its constitution to the Executive Committee as and when requested by the Executive Committee or required by the Regulations; and
 - (ii) that, if requested by the WRPI, it will provide the WRPI with copies of its audited accounts, annual financial reports, certificate of insurance and other associated documents as soon as practicable following the Affiliate Member's annual General Meeting.
- (e) Each Affiliate Member, by notice to the WRPI, may appoint a natural person to act as its delegate in all matters connected with the Affiliate Member as if the WRPI were a body corporate to which section 253B of the Corporations Act 2001 applies and the appointed Delegate will have the powers in relation to the Affiliate Member as if section 253B of the Corporations Act 2001 applied to the WRPI.
- (f) An Affiliate Member may, by notice to the WRPI, revoke an appointment made under clause 5.5(e).
- (g) For all the purposes of this Constitution, an Affiliate Member represented at a meeting by a Delegate is to be taken to be present in person at the meeting.

5.6 Obligations of Members

Each Member must:

- (a) maintain and enhance the standards, quality and reputation of the WRPI;
- (b) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the WRPI.
- (b) in the case of an Affiliate Member take reasonable steps to prevent any of its members or any participant associated with it from acting in a way that is likely to bring the WRPI into disrepute.

5.7 Cessation of Membership

A person ceases to be a member of the WRPI if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the WRPI.

5.8 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the WRPI:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

5.9 Resignation of Membership

- (a) A member of the WRPI is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the WRPI who has paid all amounts payable by the member to the WRPI in respect of the member's membership may resign from membership of the WRPI by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) If a member of the WRPI ceases to be a member under clause 5.9 and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

5.10 Register of Members

- (a) The Secretary of the WRPI must establish and maintain a register of members of the WRPI specifying the name and address of each person who is a member of the WRPI together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the WRPI and must be open for inspection, free of charge, by any member of the WRPI at any reasonable hour.
- (c) A member of the WRPI may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (d) In addition to the information required by the Act the Register may contain such other information as the Executive Committee considers appropriate.
- (e) Members must provide the Secretary with the details required by the WRPI to keep the register complete and up to date.

6. SUBSCRIPTIONS AND FEES

6.1 The Executive Committee will:

- (a) fix annual membership subscriptions;
- (b) fix such other fees or levies as the Executive Committee considers prudent for the effective and sustainable management of the affairs of the WRPI; and
- (c) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the WRPI.
- (d) The Executive Committee may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (e) The Executive Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.

6.2 Refund of Membership Fees

Membership fees or subscriptions paid by a former Member may, at the Executive Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

6.3 Members' Liabilities

The liability of a member of the WRPI to contribute towards the payment of the debts and liabilities of the WRPI or the costs, charges and expenses of the winding up of the WRPI is limited to the amount, if any, unpaid by the member in respect of membership of the WRPI as required by clause 5.9.

6.4 Effect of Membership

This Constitution constitutes a contract between each of the Members and the WRPI and each Member is bound by this Constitution and the Regulations.

7. DISCIPLINING OF MEMBERS

7.1 Complaint Procedure

- (a) A complaint may be made to the Executive Committee by any person that a member of the WRPI:
 - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the WRPI.
- (b) On receiving such a complaint, the Executive Committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and

- (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (c) The Executive Committee may, by resolution, expel the member from the WRPI or suspend the member from membership of the WRPI if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the Executive Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under clause 7.2.
- (e) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the WRPI confirms the resolution under clause 7.2, whichever is the later.

7.2 Right of Appeal of Disciplined Member

- (a) A member may appeal to the WRPI in General Meeting against a resolution of the Executive Committee under clause 7.1, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause 7.2 (a), the secretary must notify the Executive Committee which is to convene a General Meeting of the WRPI to be held within 28 days after the date on which the secretary received the notice.
- (d) At a General Meeting of the WRPI convened under clause 7.2 (c):
- (iii) no business other than the question of the appeal is to be transacted, and
 - (iv) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (v) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (vi) If at the General Meeting the WRPI passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

7.3 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the WRPI (including, without limitation, its Intellectual Property and its electronic forums) and must immediately return to

the WRPI all of the WRPI's documents and records, including electronic copies, or other property in the possession, custody or control of the former Member.

7.4 Membership may be Reinstated

- (a) Nothing in this clause 7 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Executive Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 7 may be reinstated at the discretion of the Executive Committee without an application having been made under clause 7.4(a), with such conditions as it deems appropriate.

8. OBSERVERS

- (a) The Executive Committee may invite Interested Organisations (eg City of Onkaparinga Council) to appoint an Observer to represent the organisation at Willunga Recreation Park Incorporated meetings.
- (b) An appointed Observer must be approved by the Executive Committee and the Executive Committee may refuse an appointment at its discretion. The Executive Committee is not obliged to provide its reasons for the refusal to accept a nominated Observer.
- (c) The term of an Observer commences from the first Executive Committee meeting after the Annual General Meeting and ceases at the following Annual General Meeting.
- (d) An Observer has the right to receive notice of meetings and to be present and to debate but not to vote.
- (e) If an Observer resigns or has their tenure terminated by the Executive Committee the Interested Organisation may appoint a replacement Observer subject to approval of the Executive Committee.

9. POWERS OF THE EXECUTIVE COMMITTEE

9.1 Executive Committee

The Executive Committee constitutes the Board for the purposes of the Act.

9.2 General powers of Executive Committee

The committee is to be called the Executive Committee of the WRPI and, subject to the Act, the Regulations and these rules and to any resolution passed by the WRPI in General Meeting:

- (a) is to control and manage the affairs of the WRPI, and
- (b) may exercise all such functions as may be exercised by the WRPI, other than those functions that are required by these rules to be exercised by a General Meeting of members of the WRPI, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the WRPI.

10. CONSTITUTION OF THE EXECUTIVE COMMITTEE

10.1 Constitution of the Executive Committee

- (a) The Executive Committee is to consist of:
 - (i) 11 directors, each of whom is to be elected at the annual General Meeting, of the WRPI under clause 11.3, and
 - (ii) up to two (2) Appointed Directors appointed under clause 12, and
 - (iii) Observers representing Interested Organisations as approved by the Executive Committee.
- (b) The office-bearers of the WRPI shall be:
 - (i) the President,
 - (ii) the Vice-President,
 - (iii) the Treasurer,
 - (iv) the Secretary, and
 - (v) the Public Officer.

11. ELECTED DIRECTORS

11.1 Nominations

The Executive Committee must call for nominations for the positions of Elected Directors at least fourteen days (14) prior to the Annual General Meeting.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee; and
- (d) be received by the WRPI at their administrative premises not less than five (5) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Executive Committee does not exceed the number of vacancies to be filled, then, those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Executive Committee, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, those nominated will be declared elected at the Annual General Meeting.

- (c) If at any stage the number of nominations for the Executive Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such usual and proper manner as may be determined by the Executive Committee from time to time or if the Executive Committee has not made a determination, by such usual and proper manner as determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Executive Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Directors

- (a) Subject to clause 11.4(b), the term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Director to have a particular qualification or clearance, the Elected Director's term will not begin until the qualification or clearance has been established.
- (c) The term of office of each Elected Director ends at the conclusion of the second Annual General Meeting following their election.

11.5 Secretary

- (a) The secretary of the WRPI must, as soon as practicable after being appointed as secretary, lodge notice with the WRPI of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
 - (i) all appointments of office-bearers and members of the committee,
 - (ii) the names of members of the committee present at a committee meeting or a General Meeting, and
 - (iii) all proceedings at committee meetings and General Meetings.
 - (iv) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

11.6 Treasurer

It is the duty of the treasurer of the WRPI to ensure:

- (a) that all money due to the WRPI is collected and received and that all payments authorised by the WRPI are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the WRPI, including full details of all receipts and expenditure connected with the activities of the WRPI.

12. APPOINTED DIRECTORS

12.1 Appointment of Appointed Directors

The Elected Directors in quorum may appoint up to two (2) Appointed Directors.

12.2 Qualifications for Appointed Directors

In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Executive Committee thinks will complement the Executive Committee composition.

12.3 Term of Appointment

- (a) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed two (2) years.
- (b) An Appointed Director whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE EXECUTIVE COMMITTEE

13.1 Casual Vacancies

- (a) Any casual vacancy occurring in the position of Elected Director of the Executive Committee may be filled by the remaining Elected Directors appointing a person to this position. The person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.
- (b) For the purposes of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:
 - (i) dies; or
 - (ii) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
 - (iii) is disqualified from holding office under section 30 of the Act; or
 - (iv) ceases to be a member of the WRPI, or
 - (v) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (vi) resigns office by notice in writing given to the secretary, or
 - (vii) is removed from office under clause 13.2, or
 - (viii) becomes a mentally incapacitated person, or
 - (ix) is directly or indirectly interested in any contract or proposed contract with the WRPI and fails to declare the nature of his or her interest; or
 - (x) holds any office of employment with the WRPI unless approved by the Executive Committee that they may continue to be a Director;
 - (xi) in the case of an Appointed Director is removed from office by the Elected Directors and Affiliate Members; or
 - (xii) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

- (c) If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Executive Committee as an Appointed Director without a further resolution of Members authorising the appointment.

13.2 Removal of Member

- (a) The WRPI in a General Meeting may by resolution remove any member of the Executive Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Executive Committee to whom a proposed resolution referred to in clause 31.2 (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the WRPI, the secretary or the president may send a copy of the representations to each member of the WRPI or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

13.3 Executive Committee May Act

If there are any vacancies on the Executive Committee, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum

14. MEETINGS OF THE EXECUTIVE COMMITTEE

14.1 Executive Committee to Meet

- (a) The Executive Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Executive Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Executive Committee on reasonable notice to the other Directors.
- (c) At its first meeting following each Annual General Meeting the Executive Committee shall from its members elect a President, Vice President, Secretary, Treasurer and Public Officer and accept one delegate from each Affiliate Member as approved by the Executive Committee

14.2 Attendance by Telephone

A Director may attend a meeting by telephone or such other electronic means by which he or she can hear and be heard.

14.3 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee may be decided by Ordinary Resolution. Each Director has one (1) vote on any question. The chair does not have a casting vote.

14.4 Resolutions not in Meeting

- (a) The Executive Committee may pass a resolution without an Executive Committee meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

- (b) Separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed if, before it is circulated for voting the Executive Committee resolves that it can only be put at a meeting of the Executive Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At meetings of the Executive Committee the number of Directors whose presence is required to constitute a quorum is:

- (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
- (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

14.6 Chairperson

The President will act as chair of any Executive Committee Meeting at which he or she is present . If the chairperson is not present, or is unwilling or unable to preside at an Executive Committee meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

14.7 Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

15. EXECUTIVE

The Executive Committee may, from time to time, employ personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Executive Committee determines.

16. DELEGATIONS

The Executive Committee may establish subcommittees and delegate to each of them the exercise of the functions of the Executive Committee that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Executive Committee by the Act, by any other law, or by resolution of the WRPI in a Special General Meeting.

17. ANNUAL GENERAL MEETING

17.1 Holding Of

- (a) An Annual General Meeting of the WRPI must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Committee.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (ii) to receive from the Executive Committee and Auditors reports upon the activities of the WRPI during the last preceding financial year,
 - (iii) to elect ordinary members of the Executive Committee,
 - (iv) the appointment of the auditors.
- (c) All business that is transacted at an Annual General Meeting, other than those matters referred to in clause 19(b), is special business.
 - (d) No business other than that stated on the notice for the Meeting may be transacted at that meeting
 - (e) An Annual General Meeting must be specified as such in the notice convening it.

18. SPECIAL GENERAL MEETING

18.1 Special General Meetings

The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the WRPI.

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than twenty five per cent (25%) of the total number of Members, the Executive Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the WRPI. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Executive Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Executive Committee and for this purpose the Executive Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the WRPI.

18.3 Notice of General Meetings

- (a) The secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the WRPI, the secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (a) herein, the intention to propose the resolution as a special resolution.
- (d) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of Annual General Meeting, business which may be transacted under clause 17.1(b).

- (e) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

18.4 Procedure

- (a) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

18.5 Presiding Member

- (c) The president or, in the president's absence, the vice-president, is to preside as chairperson at each General Meeting of the WRPI.
- (b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

18.6 Adjournment

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a General Meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the WRPI stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 18.6 (a) and 18.6 (b), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

18.7 Making of Decisions

- (a) A question arising at a General Meeting of the WRPI is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the WRPI, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a General Meeting of the WRPI, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (d) If a poll is demanded at a General Meeting, the poll must be taken:
 - (ii) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (iii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

18.8 Voting

- (a) On any question arising at a General Meeting of the WRPI a member has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (c) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any General Meeting of the WRPI unless all money due and payable by the member or proxy to the WRPI has been paid, other than the amount of the annual subscription payable in respect of the then current year.

18.9 Appointment of Proxies

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form approved by the Executive Committee (if any).

19. RECORDS AND ACCOUNTS

The WRPI must comply with its obligations under of the Act in respect of accounts, records and minutes pursuant to section 39C of the Act.

19.1 Custody of Books

Except as otherwise provided by these rules, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the WRPI.

19.2 Inspection of Books

The records, books and other documents of the WRPI must be open to inspection, free of charge, by a member of the WRPI at any reasonable hour.

20. AUDITOR

- (a) A qualified auditor must be appointed at each Annual General Meeting as the WRPI's Auditor for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Executive Committee appointing a qualified auditor to the office.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the WRPI.

21. APPLICATION OF INCOME

- (a) Subject to any resolution passed by the WRPI in General Meeting the income and property of the WRPI must be applied solely towards the promotion of the Objects.
- (b) All money received by the WRPI must be deposited as soon as practicable and without deduction to the credit of the WRPI's bank account.
- (c) The WRPI must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) Except as prescribed in this Constitution or the Act, no portion of the income or property of the WRPI may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (e) Subject to clause 21(f), nothing in clauses 21(a) or 21(b) prevents a payment in good faith to any Member:
 - (i) in accordance with clauses 3 and 21(a) where that Member is a not-for-profit entity with a similar purpose to the WRPI;
 - (ii) for any services actually rendered to the WRPI whether as an employee, Director or otherwise;
 - (iii) for goods supplied to the WRPI in the ordinary and usual course of operation;
 - (iv) for interest on money borrowed from any Member;
 - (v) for rent for premises demised or let by any Member to the WRPI;
 - (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the WRPI.
- (f) No payment made under clauses 21(e) (i) to (vi) inclusive may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

22. WINDING UP

Subject to this Constitution, the WRPI may be wound up or deregistered in accordance with the Act.

23. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the WRPI and after satisfaction of all the WRPI's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 23(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

24. CONSTITUTION

24.1 Alteration of Constitution

- (a) Subject to clause 24.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened Special General Meeting.
- (b) If, in the opinion of the Executive Committee, it is necessary to amend this Constitution to comply with a legal or taxation requirement the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

25. REGULATIONS

25.1 Executive Committee to Formulate Regulations

The Executive Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the WRPI, including without limitation regulations governing:

- (a) the conduct of meetings;
- (b) the resolution of disputes;
- (c) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Executive Committee to make Regulations or which the Executive Committee considers is necessary or appropriate for the good governance of the WRPI and its affairs.

25.2 Regulations Binding

All Regulations are binding on the WRPI and all Members.

25.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the WRPI's website or in any journal or publication which is published by or on behalf of the WRPI and which is circulated by the WRPI to the Members.

26. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic

means or by its insertion on the WRPI's website or in any journal or publication which is published by or on behalf of the WRPI and which is circulated by the WRPI to its members.

- (b) Any notice required or authorised by this Constitution to be given to the WRPI may be served by delivering it personally to the WRPI at its registered office or by sending it through the post in a prepaid envelope addressed to the WRPI at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the fifth working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

27. INDEMNITY

- (a) Every Director and employee of the WRPI is entitled to be indemnified out of the property and assets of the WRPI against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The WRPI must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the WRPI; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the WRPI.