

# LIMESTONE COAST PROTECTION ALLIANCE INCORPORATED

## 1. NAME

The Alliance shall be called “LIMESTONE COAST PROTECTION ALLIANCE INCORPORATED”.

## 2. DEFINITIONS

List terms or phrases used in your rules and state a meaning for each.

‘committee’ means the committee of management of the Alliance.

‘general meeting’ means a general meeting of members of the Alliance, convened in accordance with these rules

‘member’ means a member of the Alliance.

‘the Act’ means the Associations Incorporation Act 1985

‘special resolution’ means a special resolution defined in the Act

‘month’ shall mean a calendar month.

## 3. AIM AND OBJECTIVES OF THE ALLIANCE

3.1 The aim of the Alliance is to protect the natural environment and assist with the conservation of the natural diversity in South Australia.

3.2 The objectives of the Alliance are:-

3.2.1 Specifically on formation, to campaign against the proposed mining of lignite coal at Taratap/Blackford, Kingston, South East.

3.2.2 To campaign against any other environmental issue, that threatens to pollute, damage or otherwise be hazardous to the existing use of land or sea or air in the State of South Australia.

3.2.3 To promote awareness and understanding of the environmental issues associated with the matters covered in 3.2.1 and 3.2.2

## 4. POWERS OF THE ALLIANCE

The intention of the alliance is not to engage in matters that would be onerous to the members and committee of management. Accordingly, the following powers of the Alliance in accordance with the Act are modified as follows:

4.1 The Alliance is **not** authorised to hold, deal with, and dispose of, any real or personal property, without the authorisation in writing of the committee of management.

4.2 The Alliance **not** authorised to administer any property on trust.

4.3 The Alliance is **not** authorised to borrow money.

- 4.4 The Alliance is **not** authorised to give such security for the discharge of liabilities incurred by the Alliance.
- 4.5 The Alliance is **not** authorised to appoint agents to transact any business of the Alliance on its behalf, without the authorisation in writing of the committee of management.

## 5. MEMBERSHIP

- 5.1 The Alliance will have two types of members,

- 5.1.1 Ordinary members
- 5.1.2 Corporate and Association members

- 5.2 Subscriptions

- 5.2.1 Subscriptions for ordinary members will be \$10 per annum or such sum as the members shall determine from time to time at the Annual General Meeting.
- 5.2.2 Subscriptions for Corporate and Association Members will be \$10 per annum or such sum as the members shall determine from time to time at the Annual General Meeting.
- 5.2.3 The subscription fees shall be payable annually on 1<sup>st</sup> July or at a time that the committee of management determines. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member. The committee of management may reinstate a member at any time on such terms as it thinks fit.

- 5.3 Resignations

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

- 5.4 Expulsion of a member

- 5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee of management may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Alliance.
- 5.4.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee of management at which the matter will be determined.
- 5.4.3 The determination of the committee of management shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member 14 days after the committee of management has communicated its determination to the member.
- 5.4.4 It shall be open to a member to appeal the expulsion to the Alliance at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Alliance within 14 days after the determination of the committee of management has been communicated to the member.

5.4.5 In the event of an appeal under 5.4.4 above, the appellant's membership of the Alliance shall not be terminated unless the determination of the committee of management to expel the member is upheld by the members of the Alliance in general meeting after the appellant has been heard by the members of the Alliance, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee of management is upheld.

#### 5.5 Register of members

The register of members will be maintained by the treasurer and contain

5.5.1 the name and address of each member

5.5.2 the date on which each member was admitted to the Alliance, and

5.5.3 if applicable, the date of and reason(s) for termination of membership.

### 6. THE COMMITTEE OF MANAGEMENT

#### 6.1 Powers and duties

6.1.1 The affairs of the Alliance 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 Alliance, and are not by the Act or by these rules required to be done by the Alliance in general meeting.

6.1.2 The committee has the management and control of the funds and other property of the Alliance.

6.1.3 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Alliance on which these rules are silent.

6.1.4 The committee shall appoint a public officer as required by the Act.

#### 6.2 Appointment

6.1.1 The committee of management shall be comprised of a chairperson, secretary, treasurer and any other positions elected at the Annual General Meeting, but will not be less than two other members.

6.1.2 All committee of management members shall be natural persons.

6.1.3 The first committee of management of the Alliance shall be appointed from the promoters of the Alliance, or be comprised of such persons as hold office prior to incorporation. The first committee of management shall hold office until the first annual general meeting after incorporation. All committee of management positions shall be subject to re-election at each Annual General Meeting.

6.1.4 A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Alliance has nominated that person at least 28 days before the

meeting by delivering the nomination of that person to the secretary of the Alliance. The nomination shall be signed by the proposer and by the nominee.

6.1.5 Notice of all persons seeking election to the committee of management shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

6.1.6 The committee of management may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Alliance and shall be eligible for election to the committee without nomination.

### 6.3 Proceedings of committee

6.3.1 The committee of management shall be held as often as considered necessary for the proper functioning of the Alliance.

6.3.2 Questions arising at any meeting of the committee of management shall be decided by a majority of votes, and in the event of equality of votes the chairperson of the meeting shall have a casting vote.

6.3.3 A quorum for a meeting of the committee shall be one half of the members of the committee.

## 7. MEETINGS

### 7.1 Annual general meetings

7.1.1 The committee of management shall call an annual general meeting in accordance with the Act and these rules.

7.1.2 The first annual general meeting shall be held within 18 months after the incorporation of the Alliance, and thereafter within five months after the end of its financial year.

7.1.3 The order of the business at the meeting shall be:

7.1.3.1 The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

7.1.3.2 The consideration of the accounts and reports of the committee of management

7.1.3.3 The election of committee members

7.1.3.4 Any other business requiring consideration by the Alliance in general meeting.

### 7.2 Special general meeting

7.2.1 The committee of management may call a special general meeting of the Alliance at any time.

- 7.2.2 Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the Alliance, the committee of management shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 7.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 7.2.4 If a special general meeting is not convened within one month, as required by 7.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee of management, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The expenses of convening and conducting such a meeting shall be borne by the requisitionists.

### 7.3 Notice of general meetings

- 7.3.1 Subject to 7.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 7.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 7.3.3 A notice may be given by the Alliance to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.

### 7.4 Proceedings at general meetings

- 7.4.1 Ten members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 7.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 7.4.3 Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the Alliance.
- 7.4.4 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from

the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

#### 7.5 Voting at general meetings

- 7.5.1 Subject to these rules, every member of the Alliance has only one vote at a meeting of the Alliance.
- 7.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 7.5.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 7.5.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Alliance, to represent it at a particular general meeting or at all general meetings of the Alliance. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Alliance for all purposes until the authority to represent the corporate member is revoked.

#### 7.6 Poll at general meetings

- 7.6.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 7.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### 7.7 Special and ordinary resolutions

- 8.7.1 A special resolution as defined in the Act.
- 8.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### 7.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Alliance to be their proxy, and attend and vote at any general meeting of the Alliance.

### 8. MINUTES

- 8.1 Proper minutes of all proceedings of general meetings of the Alliance and of meetings of the committee of management, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 8.2 The minutes kept pursuant to this rule must be confirmed by the members of the Alliance or the members of the committee (as relevant) at a subsequent meeting.

- 8.3 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.
- 8.4 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.

## 9. FINANCIAL REPORTING

### 9.1 Financial year

The first financial year of the Alliance 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.

### 9.2 Accounts to be kept

The Alliance shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Alliance in accordance with the Act.

### 9.3 Accounts and reports to be laid before members

The accounts of the Alliance shall be presented to members at the Annual General Meeting.

### 9.4 Alliance Expenditure.

9.4.1 The alliance will reimburse valid expenses incurred on its behalf. All expenses incurred by the Alliance will be paid for by the person requiring the expenditure and will request the treasurer for reimbursement of the expenditure.

9.4.2 Such reimbursement may be facilitated by electronic banking, funds transfer to the person incurring the expenditure, or by cheque.

9.4.3 All expenses claimed must be supported by appropriate documentation.

9.4.4 The treasurer must sign and date the supporting documentation as evidence of his authorisation.

9.4.5 All expense documentation must be held in a file for management committee review, if required.

### 9.5 Alliance Income

9.5.1 The treasurer will issue a receipt for all income received from members or from other sources, including donations.

9.5.2 All receipts must be maintained in a book for committee of management review, if required.

9.6 Alliance Bank Account

- 9.6.1 The treasurer will open and maintain a bank account for the Alliance to receive receipts and facilitate payment of expenditure.
- 9.6.2 The treasurer will reconcile the bank account on a monthly basis.
- 9.6.3 The treasurer will maintain the bank account records in a file and make it available for committee of management review, if required.

10. WINDING UP

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

10.1 Application of surplus assets

- 10.1.1 If after the winding up of the Alliance there remains ‘surplus assets’ as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The Alliance may determine to distribute surplus assets to nominated charities.
- 10.1.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

11. RULES

The rules of the Alliance may be altered or repealed only by a resolution passed at an annual General Meeting of the Alliance, provided that notice in writing of any proposed motion to amend the same shall have been given to all members not less than 21 days prior to the meeting at which such motion shall be moved and which shall require acceptance by three-fourths of those present and entitled to vote.

THIS IS THE ANNEXURE MARKED “A” REFERRED TO IN THE STATUTORY

DECLARATION OF DONNA MAREE KENNETT MADE ON THE .....2015

BEFORE ME ..... (Justice of the Peace)