

# The South Punyelroo Progress Association Inc.

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## CONSTITUTION

### 1. NAME

The name of the Association shall be THE SOUTH PUNYELROO PROGRESS ASSOCIATION INCORPORATED (hereinafter called "the Association").

### 2. DEFINITIONS

“**The Act**” means the *Associations Incorporations Act 1985 (SA)* as amended

“**Member**” means the lessee or licensee of a holiday home site which includes corporate entities, single and multiple holdings. Where the Lessee or licensee is a trust the member shall be the Trustee.

“**Nominated Member**” means a natural person who is the nominated representative of a holiday home site where the lessee or licensee is a legal entity, single or multiple holding. There shall only be one Nominated Member per holiday home site and that nominated member shall be entitled to vote at any general or special meeting of the association. Any person appointed as the Nominated Member for a site must be 18 years or older.

“**Associate Member**” means a natural person who has an Interest in a holiday home site and whose application for Associate Membership has been approved by the Committee of Management. Any person eligible for Associate Membership must be 18 years or older.

“**Interest in Holiday Home Site**” means a lessee of a holiday home site, a Director, Secretary or Shareholder of a lessee of a holiday home site or a person having a family connection with the lessee of a holiday home site.

“**Committee**” means the Committee of Management of the Association.

### 3. OBJECT

The object of the Association is to ensure that the land comprised and described in Certificate of Title Register Book Volume 6161 Folio 935 progresses in accordance with environmental standards set by the Association and in pursuance of such object to provide maintain and improve facilities at South Punyelroo conducive to the conservation of native flora and fauna and the welfare of Association members.

### 4. POWERS

The Association shall have the following powers:-

- a) All the powers conferred by Section 25 of the Act.
- b) Acquire, hold, deal with, and dispose of, any real or personal property; and
- c) Administer any property on trust; and
- d) Open and operate ADI accounts; and
- e) Invest its monies
  - i. in any security in which trust monies may, by Act of Parliament, be invested; or
  - ii. in any other manner authorised by the rules of the Association; and
- f) Borrow money upon such terms and conditions as the Association thinks fit; and
- g) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
- h) Appoint agents to transact any business of the Association on its behalf; and

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- i) Enter into any contract it considers necessary or desirable.
- j) Either alone or jointly with any other person, company or other association purchase, acquire, hold, develop, improve, maintain, grant a lease of or take a lease of any real or personal property including shares, debentures, notes, deposits or other interest whatsoever in any company and to erect, demolish, purchase, hire, maintain or furnish any buildings, structures, improvements, fittings or appliances in a manner consistent with the object of the Association and subject always to the provisions hereof dispose of any real or personal property including shares, debentures, notes, deposits or other interest whatsoever in any company, mortgage or pledge the same as security for a loan at interest or otherwise and borrow money either by overdraft or otherwise whether secured or otherwise upon such terms and conditions as may from time to time be determined by the Committee of Management.
- k) To affiliate with any body whether incorporated or not having the same or any similar object and to appoint representatives to any such body.
- l) To give donations, subsidies or contributions to any association or body.
- m) To make levies on members of the Association as may from time to time be necessary or desirable to enable the Association to carry out its object and to charge interest at rates not exceeding twenty (20) per cent per annum on any levy not paid by the due date set by the Association for payment.
- n) Without limiting the foregoing, to apply the funds of the Association towards the constructions maintenance and repair of roads, drains, levy banks, recreation areas and other facilities at South Punyelroo which are of common benefit to members of the Association.
- o) To grant leases of or licenses to occupy holiday home sites to members of the Association on such terms as the Committee of Management may from time to time determine provided however that such terms and conditions are applicable to all holiday home sites at South Punyelroo.
- p) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the object of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association or relatives of such members, provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable and proper rental for premises let to the Association by any member of the Association.

### 5. **MEMBERSHIP**

#### **Member**

- a) All applications for membership shall be in writing containing the applicant's full name, occupation, usual residential address or postal address and shall be signed by the applicant. Acceptance of an application for membership shall be subject to the condition precedent that the Committee of Management approve a grant or transfer to the applicant of a lease of or license to occupy a holiday home site on the said land.

Where one person or more than one person is the lessee or licensee of a holiday home site such person or persons may nominate one of their number or any natural person to be the Nominated Member for that site and to exercise their rights of membership of the Association and may determine the rights of such person at any time by notice in writing to the Association.

Unless otherwise nominated by them in writing to the Association, the person whose name first appears on lease or license or application for membership shall be the Nominated Member for that holiday home site.

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- b) A body corporate which is the lessee or licensee of a holiday home site at South Punyelroo may nominate any natural person to be the Nominated Member for that site and to exercise its rights of membership of the Association and may determine the rights of such person at any time by notice in writing to the Association .
- c) The Secretary of the Association shall maintain a register of Members containing each Member's name, principal residential address, or postal address, holiday home site number and any other detail pertinent to the Association's activities.
- d) A member may, with the consent of the Committee of Management (which consent shall not be unreasonably withheld), assign or transfer to another member or applicant for membership his lease of or license to occupy a holiday home site on the said land.
- e) Any new applicant applying for membership shall forward with their application the joining fee as determined by the Committee of Management and the annual membership fee as set out in the rules and regulations of the Association.
- f) Any Member of the Association shall cease to be a Member upon ceasing to directly or indirectly hold any interest in a lease or license to occupy a holiday home site.

### **Associate Member**

- g) Any person may apply at any time to become an Associate Member of the Association subject to the condition precedent that the person applying for Associate Membership has an Interest in a Holiday Home Site.  
All applications for Associate Membership shall be in writing containing the applicant's full name, occupation, usual residential address or postal address and shall be signed by the applicant and accompanied by the annual Associate Membership fee as set out in the rules of the Association.
- h) Associate Members will have all the rights of Members except the right to vote, except the right to stand for the Management Committee and except the right to all notices, correspondence, information etc., issued to Members at the cost of the Association.
- i) Associate Members may request a copy of any notice, correspondence etc., issued to all Members, or to the member of any holiday home site in which they have an interest, provided they first pay the cost as determined by the Committee of Management for compiling and forwarding the information which cost or costs shall not be unreasonable.
- j) Any Associate Member of the Association shall cease to be an Associate member of the Association upon ceasing to hold an Interest in a Holliday Home site.

### **6. COMMITTEE OF MANAGEMENT**

- a) The Association shall be managed and controlled by a Committee of Management consisting of the President, Secretary, Treasurer and five other members of the Association, together with up to two further members of the Association, who must have been members of the Committee of Management in office prior to the previous Annual General Meeting of the Association and one of whom must have been the previous President, Secretary or Treasurer of the Association. These latter two members shall be elected by the Committee of Management elected by the members at the general meeting and shall not be subject to election at a general meeting as such.
- b) Subject to the provisions hereof, a member shall hold office on the Committee of Management until the completion of the Annual General Meeting in the year after he was appointed or elected, provided however that in the case of the appointments arising from casual vacancies on the Committee of Management the appointee shall hold office until the completion of the Annual General Meeting next after his appointment.

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- c) A person shall cease to be a member of the Committee of Management if he dies or resigns. A member of the Committee of Management shall be deemed to have resigned from the Committee if:
  - i. He misses three consecutive Committee meetings without the permission of the Committee.
  - ii. He is sentenced to a term of imprisonment.
  - iii. He is declared bankrupt or assigns his property to a trustee for the benefit of his creditors.
  - iv. He is certified a mental defective or is admitted to a hospital for mental defectives.
  - v. He, in the opinion of the majority of the members of the Committee, has acted in a manner prejudicial to the best interests of the Association provided that no motion to this effect may be considered by the Committee until at least three (3) days' notice in writing of such motion specifying the reason for such motion and the date and time of the meeting when it will be considered has been given to the member the subject of the motion. In discussing any such motion, the Committee shall give the member the subject of the motion a reasonable opportunity of addressing the Committee on the matter.
  - vi. He ceases to be the lessee or licensee of a shack site at South Punyelroo.
- d) If a member of the Committee of Management dies or resigns, those remaining members of the Committee may appoint some other member to hold office on the Committee of Management until the next Annual General Meeting of the Association.
- e) A member of the Committee of Management retiring by effluxion of time may be reappointed.
- f) The President or Secretary may call a meeting of the Committee at any time.
- g) Each member of the Committee shall be given reasonable notice of Committee meetings.
- h) The Committee of Management shall meet at least 6 times per year.
- i) All acts done at any meeting of the Committee of Management or of a sub-committee thereof or by any person acting as a member of the Committee of Management shall, notwithstanding only that it shall afterwards be discovered that there was some defect in the appointment of such member or members acting as aforesaid or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Committee of Management.
- j) A resolution in writing signed by all the members of the Committee of Management shall be as valid and effectual as if it had been passed at a meeting of the members of the Committee duly called and constituted.
- k) The application of the Association's common seal to any document may only be affixed following upon a resolution of the Committee and shall be witnessed by the President and the Secretary or in the absence of either of them, by any other Committee Member.
- l) An executive committee consisting of President, Secretary and Treasurer shall have the power to deal with matters of most serious nature where the urgency of the situation makes it reasonably impractical to call a Committee of Management meeting, or where an unsuccessful attempt has been made to call a Committee of Management meeting.
- m) The Committee of Management shall be responsible for the administration of these rules and all activities of the Association and shall ensure that such activities are fully directed towards the attainment of the object of the Association.
- n) The Committee of Management shall nominate a Public Officer for the purposes of the Act.

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### 7. OFFICERS

- a) All officers shall be elected at an Annual General Meeting unless power to make such appointment or election is delegated at an Annual General Meeting to the Committee of Management.
- b) Only Nominated Members of the Association entitled to vote may be elected.

### 8. PRESIDENT

The President shall preside at all meetings of the Association and of the Committee of Management.

- a) In his absence, those members of the Committee of Management present shall appoint a chairman for the meeting from those members present.
- b) The Chairman of any Association or Committee of Management meeting shall have a casting vote only.

### 9. SECRETARY

- a) The Secretary shall keep minutes of all meetings of the Association and the Committee of Management and the Executive Committee and shall record the same in a book or books kept for that purpose.
- b) He shall also maintain and keep up to date a register of members and any other register which the Association may be required to keep or which the Committee of Management may direct shall be kept. He shall also conduct all Association correspondence and take charge of all Association papers other than those which would normally be held by the Treasurer in the course of carrying out his official duties.
- c) He shall be responsible for exhibiting notices of the Association and shall account for any monies received to the Treasurer.

### 10. TREASURER AND FINANCE

- a) The Treasurer shall control all funds of the Association and all monies received on behalf of the Association shall be handed to him or if he should so direct, banked direct in the Association's account.
- b) The Association shall open and keep open at least one banking account with such bank or banks as the Committee of Management may from time to time determine and all monies belonging to the Association shall, as soon as convenient after the same shall be received, be paid and deposited to the credit of the account of the Association.
- c) No withdrawal or electronic payment shall be made from and no cheque shall be drawn on any bank account in the Association's name unless authorised by two persons from those nominated by the Committee of Management from time to time for that purpose. A record of all payments made shall be kept in the minutes of each meeting at which accounts are passed for payment or payments are ratified.
- d) The Treasurer shall keep a cash book and such other accounting records as may be necessary or desirable to show the true financial position of the Association and such records shall be kept in accordance with procedures established by the Committee of Management.
- e) The Treasurer shall report at each meeting of the Committee of Management on the current financial standing of the Association and at least once each month shall table a financial statement to support the said report. When requested by the Committee of Management, the Treasurer shall produce all or any accounting records of the Association which may be required.
- f) The Association's financial year shall commence on the first day of July each year and end on the 30th day of June the following year.

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- g) The Treasurer shall submit his books and accounting records to the auditors of the Association at the close of each financial year or as soon as possible thereafter and at any other time determined by the Committee of Management and after each audit he shall place before the Committee of Management a financial statement signed by himself and each of the auditors.
- h) A report of the Association's affairs shall be submitted by the Committee of Management or the President to the Annual General Meeting and a balance sheet of the Association's financial affairs and a report by the auditors thereon shall form part of the report to be submitted to such Annual General Meeting.
- i) The auditors of the Association shall examine and report upon the financial records and affairs of the Association at the end of each financial year.
- j) The work of the Association may be supported by social activities organised in its aid donations grants where determined at an Annual General Meeting by membership subscriptions or levies.
- k) Provided notice of intention to impose the same is given in the notice convening the General Meeting (and such notice must specify the amount of the proposed levy or membership fee which may not be increased by amendment at the meeting), the Association may determine at such General Meeting to impose a membership fee for the current or any following year or to impose a special levy on all members of the Association.
- l) Any membership fee shall be payable within thirty (30) days of the date of the General Meeting and if not paid by such date the Committee of Management may determine that the person who has failed to pay such membership fee shall be deemed to be unfinancial and shall cease to be a member of the Association.
- m) A member whose membership fee has not been paid in full shall not be entitled to have their Nominated Member vote at any meeting of the Association but shall nevertheless be bound by any decision made at such meeting.
- n) Subject to the previous provisions hereof, the Association at any general Meeting may determine to impose a levy on all members of the Association, provided that the levy shall be the same amount on all members and the date when the same shall be paid shall be fixed at the Annual General Meeting at which the amount of the levy is determined.
- o) Where any levy is not paid by the due date, the Association may recover the same from the member in default by action in any court of competent jurisdiction and in addition the member in default may be called upon to pay interest on the amount owing from the date of default to the date of payment calculated at the rate of twenty (20) per cent per annum and such levy and interest shall constitute a debt owing by such member to the Association.
- p) The Association shall have no power to borrow money unless such borrowing is approved at a General Meeting of the Association where notice of the same is included in the notice convening the meeting

### 11. ELECTIONS

- a) All nominations for appointment to the Committee of Management shall be in writing and signed by the candidate and two other financial members of the Association and shall be posted or delivered to the Secretary of the Association before the last day in September prior to the Annual General Meeting.
- b) Where there is more than one candidate for the office of President, Secretary or Treasurer or more than five candidates for "Committee Member" positions on the Committee, an election shall be held at the Annual General Meeting. Any such election shall be by secret ballot of the members present at such meeting and entitled to vote.

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- c) Where there are insufficient nominations or no nominations for any particular position, the same may be filled from the floor at the Annual General Meeting, and if not filled at the Annual General Meeting, those members elected to the Committee of Management at the Annual General Meeting shall have power to make such appointments to the Committee of Management as may be necessary to appoint members to all positions on such Committee.
- d) Procedures to be adopted on elections shall be determined by the Committee of Management or in the event of an urgent decision by the Chairman of the Annual General Meeting whose decision shall be final and binding.
- e) The Secretary shall give as much notice as is possible to all members of the persons standing for positions on the Committee if there is to be an election held at the Annual General Meeting.

### 12. GENERAL MEETING

- a) The Annual General Meeting of the Association shall be held during October in each year at a time and place to be determined by the Committee of Management.
- b) Each Annual General Meeting shall receive the Committee of Management's or President's Annual Report and the balance sheet and financial statement of the Association for the preceding financial year, shall elect officers for the ensuing twelve months and transact such general business as may be brought before the meeting.
- c) The Committee of Management may convene a Special General Meeting at any time or the Secretary, upon receiving a request from at least ten (10) members of the Association, stating the business to be discussed, shall call a Special General Meeting as soon as possible after receiving such request.
- d) Where a Special General Meeting is convened upon a requisition from members of the Association only the business contained in the requisition shall be discussed at such Special General Meeting.
- e) At least fourteen (14) days' written notice of any General Meeting shall be given to all members of the Association.  
The notices shall be sent in pre-paid mail, addressed to the last advised addresses of the members in the register kept by the Secretary or by electronic communication to the last advised email address of the members in the register kept by the secretary.  
The Secretary shall also keep a register of all mail and notices sent, and the name address and date relating thereto, and a summary of the subject matter.
- f) A quorum at all General Meetings of the Association shall be thirty (30) per cent of those members entitled to attend and vote thereat. If a quorum is not present within thirty (30) minutes of the time fixed for a Special General Meeting called upon, a Requisition from members the same shall be adjourned indefinitely but if a quorum is not present within thirty (30) minutes of the time fixed for any other general Meeting the same shall stand adjourned for seven (7) days and those members present at such adjourned meeting shall constitute a quorum. The Secretary shall give as much notice as is practical in the circumstances to all members of such adjournment.
- g) Except as otherwise herein provided, resolutions at a General Meeting shall be deemed to be carried if passed by a simple majority of those present and eligible to vote, save and except that the following resolutions shall not be carried unless passed by a special majority of at least seventy five (75) percent of all members of the Association entitled to vote:
  - i. The disposal sale pledging as security, encumbering or otherwise dealing with any real property of the Association.
  - ii. The expulsion of any member and the termination of their lease.
  - iii. The alteration of this Constitution as provided herein.
  - iv. The borrowing of any funds by the Association.

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- h) A Nominated Member not present at any General Meeting of the Association may vote by proxy, provided that the appointment by proxy is in the following form or in a similar form and that the form of proxy is left with or reaches the Secretary of the Association no later than 30 minutes prior to the designated commencement time of the General Meeting.

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

I \_\_\_\_\_ of \_\_\_\_\_  
(name) (address)  
\_\_\_\_\_ Site No: \_\_\_\_\_

being a financial member of The South Punyelroo Progress Association Inc hereby

appoint: \_\_\_\_\_ Site No: \_\_\_\_\_  
(name) (if applicable)

or failing him \_\_\_\_\_ Site No: \_\_\_\_\_  
(name) (if applicable)

as my proxy to vote for me on my behalf at the Annual (or Special as the case may be) General Meeting of the Association to be held on the.....day of .....20... and at any adjournment thereof.

Signed: \_\_\_\_\_ Site No: \_\_\_\_\_

- i) Any notice of a General Meeting shall be delivered to or posted to members by pre-paid ordinary post. Any notice so posted shall be deemed to be sufficiently served if posted at least fourteen (14) days prior to the date of the General Meeting and addressed to the address of the member shown in the Register of Member kept by the Secretary.

### 13. QUORUM AT COMMITTEE MEETINGS

- a) The quorum at a meeting of the Committee of Management shall be four (4) members of the Committee.
- b) If a quorum is not present within thirty (30) minutes of the time scheduled for the commencement of the meeting, the same shall be adjourned for not less than two (2) nor more than seven (7) days as the Chairman (or if he is not present the Secretary) may in his sole discretion determine and the persons so adjourning the meeting shall give notice to all members not present of the time and place to which the meeting has been adjourned and those members of the Committee present at such adjourned meeting shall constitute a quorum.

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### 14. INDEMNITY

- a) The members of the Committee of Management and each of them and their respective executors administrators and assigns shall be at all times indemnified out of the funds of the Association from and against all damages costs charges and expenses paid or incurred by them or him as such members or member of the Committee of Management unless the same shall be a result of their or his gross negligence or wilful act or default.
- b) All servants, employees and agents of the Association shall be indemnified out of its funds from and against all damages costs charges and expenses incurred by them in the carrying out of the duties and such servants employees or agents unless the same shall be the result of the gross negligence or wilful act or default.

### 15. ALTERATIONS TO CONSTITUTION

- a) This Constitution may not be altered unless at a General Meeting when notice of the proposed alteration is included in the notice of the meeting given to members.
- b) No motion for alteration shall be deemed to be carried unless supported by seventy five (75) percent of all the members of the Association entitled to vote as covered by clause 12(g) herein.
- c) Any alteration to the Constitution in accordance with this clause shall be registered as required by the Act within one month such alteration being passed or as otherwise provided by the Act.

### 16. WINDING UP

- a) The Association may be wound up in a manner provided by the Act and by a resolution passed by seventy five (75) percent of the Members of the Association entitled to vote at a general meeting of the association called for that purpose at which not less than twenty one (21) days written notice has been given to all the members of the Association.

### 17. GENERAL

- a) The non-receipt by any member of notice of meeting shall not invalidate or in any wise affect the proceedings of the meeting provided notices are sent in accordance with the terms herein.
- b) The Committee of Management may for the proper administration of the Association or of any land buildings or improvements under the control of the Association make such regulations and by-laws and amend the same as the Committee of Management in the sole discretion shall from time to time determine. Notice of all such by-laws or regulations and any amendments thereto shall be given to members of the Association as soon as possible after the same shall have been made by the Committee of Management.
- c) The Committee of Management may delegate any of its powers or functions to any sub-committee which may include members not members of the Committee of Management or persons who are not members of the Association.
- d) The election or appointment of patron, vice-patrons, and vice-presidents shall be effected at the Annual General Meeting in accordance with such procedure and subject to such conditions as the Association at a General Meeting may from time to time determine.
- e) Every five years the Association shall grant a lease or license to every member of the Association in respect of his holiday home site at South Punyelroo. The terms and conditions of each lease shall be identical in respect of each holiday home site.

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- f) Where a member is the lessee or licensee of more than one holiday home site he shall be entitled to a separate lease or license in respect of each holiday home site but where any levy is made on members pursuant to the powers contained in this constitution he shall be obliged to pay a separate levy in respect of each holiday home site of which he has a lease or license.
- g) In this Constitution any reference to the masculine shall include the feminine or where appropriate the neuter and unless the context otherwise admits or implies the singular shall include the plural.
- h) Where a clause in this Constitution is in conflict with the Act the provisions of the Act shall prevail.

### Version Register

Version	Date	Author	Comments
V2	01/01/2003		Reprint
V2.1	September 2007	David Reeve	Update to Section 2 – OBJECT to include “conservation of native flora and fauna” to support Land Tax Exception of the Common Land following approval by 75% of members at a vote taken on 08/04/2007.
V3	April 2020	Ross Musolino	Constitution replaced in its entirety as presented at the 2019 AGM on 23 <sup>rd</sup> October 2019. Motion to accept amended Constitution passed at SGM on 12 <sup>th</sup> April 2020.

**CONSTITUTION**