



CONSTITUTION

ANDAMOOKA PROGRESS AND OPAL MINERS ASSOCIATION (APOMA) INCORPORATED

Rules and Regulations

Adopted as amended 14th October 2018

This is the annexure marked "A" referred to in the statutory declaration of:

Name of Public Officer: _____

Made on Date of: _____

Before Me: _____

(signature of witness on statutory declaration)

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1. Name

The name of the incorporated association is ANDAMOOKA PROGRESS AND OPAL MINERS ASSOCIATION, referred to herein as “the association”.

2. Definitions

“committee” means the committee of management of the association

“general meeting” means general meeting of members of the association convened in accordance with these rules

“member” means a member of the association

“Financial Member” means a member of the association whose subscription fees are paid up to date and who has no outstanding monies owing to the association

“The Act” means the Association Incorporation Act 1985

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

“month” shall mean a calendar month

“resident” shall mean a natural person who resides in Andamooka Township and Opal Fields for more than twenty weeks of a calendar year.

“corporate Body” means any entity that can be termed a corporation under Section 57A of the Corporations Act 2001.

“financial instruments” means cheques, withdrawal slips, deposit slips, card authorisations, internet banking authorisations, or any other means by which funds may be drawn from, or transferred within, the association’s accounts.

3. Objects or purpose of the association

- a) To provide positive leadership within the community and to act as the peak body representing the community and township of Andamooka
- b) To protect the rights of those people engaged in opal mining
- c) To promote social well-being, community wellness, community capacity building and positive engagement among residents of Andamooka Township and the Opal fields
- d) To act, assist and promote such actions to maintain, improve and develop facilities for the benefit of the community
- e) To act, assist and promote such actions to build a sustainable future for the township of Andamooka
- f) To procure financial support from Government and private sources to provide whatever benefits to the Andamooka Township and the Opal Fields as shall be deemed necessary from time to time
- g) To work to extend and encourage the extension of the opal fields by prospecting and to improve the market value of Andamooka Opal and Matrix products by promotion and publicity
- h) To assist in or concur with the establishment of any other association having one or more similar objects
- i) To promote tourism, sport and recreation, entertainment and amusement, participation and social interaction within the Andamooka Township and the Opal fields
- j) To work with other relevant organisations to establish, maintain and improve community services in and around Andamooka Township and the Opal fields
- k) To facilitate access and participation of local people in the functions of the association, through the application of principles of inclusion, merit and equal opportunity

4. Powers of association

- a) The association shall have all the powers conferred by section 25 of the Act.
- b) Subject to the Act, the association may do all such acts and things necessary or convenient for carrying out its objects and purposes and the committee of management of the Association may in their absolute discretion:
 - a. receive and accept donations, endowments and gifts of money, lands, hereditament, stocks, funds, shares, securities and any other assets whatsoever,
 - b. open and operate accounts with financial institutions,
 - c. raise money for any purpose of the association,
 - d. enter into any other contract it considers necessary or desirable.

5. Membership

5.1 Types

- a) The Association shall have the following classes of membership:
 - a. Ordinary member – an ordinary member may fall under the following classifications:
 - i. Individual – a single person of eighteen (18) years of age or older
 - ii. Family – up to two co-existing adults and their offspring of the age of five (5) up to eighteen (18) years
 - b. Affiliate member – (ex-officio) a single person of eighteen (18) years of age or older who is ineligible to become a member but who is invited by the committee of management to participate in meetings or other member business but who does not hold a vote
 - c. Honorary Life Member – an ordinary member or committee member who has given outstanding service to the community, township and/or Association and is nominated to become an honorary life member, a resolution for which is passed by the members at a general meeting.
 - d. Corporate membership – (ex-officio) a corporate body with which the committee of management is satisfied that the business of the entity is either:
 - i. conducted in the local area, or
 - ii. contributes significantly to the economy or needs of the local community
- b) Ordinary Membership shall be open to any person eighteen (18) years or over:
 - i. who is a resident of Andamooka as defined within these rules, or
 - ii. who holds an opal mining claim on the Andamooka Precious Stones Field and who mines the claim for no less than 13 weeks of a calendar year, or
 - iii. who owns residential or business property in Andamooka, or who solely owns or who has primary interest in a registered business in Andamooka
 - iv. and who applies in writing for membership of the Association.
- c) Corporate bodies may apply for corporate membership in writing addressed to the Chairperson.

5.2 Application for membership

- a) To become a member of the association a person must:
 - a. Submit a written application for membership to the association:
 - i. on the membership application form approved by the committee
 - ii. signed and dated by the applicant
 - iii. and accompanied by an application fee as determined by the committee.
 - b) Upon acceptance of the application by the committee, and upon payment of the first annual subscription, the applicant shall be a member of the association.

5.3 Subscriptions

- a) The subscription fees for membership shall be such sum as the members shall determine from time to time in general meeting
- b) The annual subscription fees shall be payable annually on one (1) January
- c) Concession rates for subscriptions shall apply to members who are holders of a government concession card
- d) A member of the association whose subscription fees are paid up to date and who has no outstanding monies owing to the association is deemed to be a financial member of the association
- e) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be registered as a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it sees fit.
- f) No member may vote at a general meeting until one month after the date upon which their application for membership and accompanying fee is received by the secretary.

5.4 Resignations

- a) A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.5 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one (1) month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the members, and in the event of an adverse determination the member shall, (subject to 5.4d), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within fourteen (14) days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.6 Register of members

- a) A register of members must be kept and contain:
 - a. the name and address of each member
 - b. the date on which each member was admitted to the association,
 - c. the financial status of the member, and
 - d. if applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) Financial instruments in the name of the association must be signed by at least two committee members who are registered signatories with the association's financial institution.
- d) Nothing contained within these rules shall empower the Committee to acquire or replace any fixed capital asset valued at more than \$10,000 or to enter into negotiations in respect of the acquisition, replacement or disposal of any fixed capital asset without the prior approval of a majority of two thirds of the members present and voting at general meeting called for the purpose of considering such acquisition, replacement, disposal or negotiations therefore
- e) The association shall indemnify its officers in the performance of their duties to the extent permitted by the Act.
- f) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- g) The committee shall appoint a public officer as required by the Act.
- h) Notice of appointment and any changes in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with:

Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5001;

Postal address: GPO Box 1719, Adelaide 5001.

6.2 Appointment

- a) The committee shall be comprised of a chairperson, vice chairperson, secretary, treasurer and six (6) committee members who are financial members of the association.
- b) A committee member shall be a natural person.
- c) The first committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee.
- d) The committee of management shall be elected by the members present and voting at the annual general meeting:
 - a. the chairperson and office bearers shall be elected by the committee and
 - b. to be eligible to take office, office bearers must have served on the committee for a minimum of three months having attended a minimum of three meetings and

- c. incoming office bearers will be subject to a minimum three (3) month succession hand-over of office.
- e) Committee members will retire at the expiration of two (2) years from their election at an annual general meeting. At each subsequent annual general meeting members of the committee whose two (2) year term has expired shall retire.
- f) A retiring committee member shall be eligible to stand for re-election without nomination.
- g) No other member of the association shall be eligible to stand for election unless:
 - a. they have been a financial member of the association for a minimum of three (3) months prior to nomination, and
 - i. a financial member of the association has nominated that person and
 - ii. the nomination has been seconded by a financial member of the association,
 - iii. at least (thirty) 30 days before the meeting and by the advertised closing date, by delivering the nomination of that person to the secretary of the association.
 - iv. The nomination shall be signed by the nominator and the seconder and the nominee.
 - v. That the person is not in a co-existing relationship with another member of the committee.
 - b. No member shall be eligible to nominate a member to stand for election or to second a nomination until the expiration of one (1) month from the date on which the member joined the association.
- h) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- i) The committee 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 association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee (Ordinary Meetings)

- a) The committee shall meet together for the dispatch of business monthly and on a minimum of twelve (12) occasions annually.
- b) Question arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The members of the committee must disclose the nature and extent of his or her interest in the contract at the next general meeting of the association.
- e) At its sole discretion the committee may invite other persons to participate in committee meetings as ex-officio participants.
- f) The Committee may meet together informally from time to time for the purpose of planning for or progressing business decided upon at ordinary meetings.
- g) Committee members may be deemed present in meetings without being physically present by participation via telephone link or electronic link where all members physically present can simultaneously and clearly hear that member and that the member can clearly hear all members who are physically present in the meeting at all times during the meeting. The members participation must be declared in the minutes as present without being physically present with the duration of that member's participation noted.
- h) All duly considered members of the association may attend as an observer at ordinary committee meetings of the committee, having no right to speak unless invited by the chairperson, and no voting rights. The chairperson may at his absolute discretion, order any member observing to leave the meeting or to request all members observing to leave the meeting for a specific length of time during the meeting.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year or
- absent with an apology for more than nine meetings in a financial year
- no longer qualifies as a member of the association by Member Type

7. The Seal

- a) The association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association.
- c) The affixing of the seal shall be witnessed by witness of at least two (2) members of the committee who shall each subscribe their names as witnesses to the affixing of the seal one of which must be the Chairperson, Treasurer or Secretary.

8 General meetings

8.1 Annual general meetings

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c) The order of business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - ii. The consideration of the accounts and reports of the committee and auditors report (if auditor's report is required)
 - iii. The election of committee members
 - iv. The appointment of auditors (if required by The Act – see rule 11.5) At each annual general meeting the members shall appoint a person who is a registered and insured financial entity in accordance with the book-keeping needs of the association to administer the annual report of the accounts of the association. If an appointment is not made at an annual general meeting, the committee shall appoint a suitable entity for the current financial year
 - v. The appointment of a public officer
 - vi. Any other business requiring consideration by the association in general meetings.

8.2 Special general meeting

- a) The committee may call a special general meeting of the association at any time
- b) Upon a requisition in writing of not less than 18 accredited members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b 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 a nearly as practical as a meeting convened by the committee, 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 reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

- a) Subject to 8.3b, 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.
- b) Notice of an Annual General Meeting and any general meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post or by email to the address appearing in the register of members. (see rule 5.5)
- d) Where a notice is sent:
 - i. by post the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. by email the service is effected by sending to the email address approved by the member to receive notices.
 - iii. Unless the contrary is proved, service will be taken to have been effected at the time at which the email, letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- a) Fifteen (15) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition if 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.
- c) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within five (5) 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.

8.5 Voting at general meetings

- a) Subject to these rules, every individual member of the association has only one vote at a meeting of the association;
 - a. family membership is entitled to two votes which must be cast individually by persons from the family who are over the age of eighteen years,
 - b. members must be financial prior to the advertised starting time of the meeting to be eligible to vote.
- b) No member shall be entitled to a vote at any meeting of the association until the expiration of one (1) month from the date on which the member joined the association.
- c) 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.
- d) 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.

8.6 Poll at general meetings

- a) 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.
- b) 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 a meeting.

8.7 Special and ordinary resolutions

- a. A special resolution as defined in the Act:

“special resolution” of an incorporated association means –

(a) (where rules of the association provide for the membership of the association) – a resolution passed at a duly convened meeting of the members of the association if:

 - i. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and*
 - ii. It is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting*
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

- a) A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association. Proxy notification must be lodged in writing with the secretary no less than two (2) days (48 hours) prior to the general meeting.
- b) Where the proxy instrument indicates the voting intention of the member appointing the proxy, the proxy is bound to cast the proxy vote indicated.

9. Minutes

- a) Proper minutes of all proceedings of general meeting of the association and of meeting of the committee, shall be entered within six (6) weeks after the relevant meeting in minute records kept for the purpose including in hard copy.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a) The dispute resolution procedures set out in this rule applies to disputes under these rules between-
 - (i) A member and another member
 - (ii) A member and the association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1 Financial year

- a) The first financial year of the association shall be the period ending on the next 30 June following incorporation. And there after a period of 12 months commencing on 1 July and ending on 30 June of each year.
- b) All monies received by the Association shall be deposited in accounts at a bank or banks determined by the committee which shall determine from time to time no less that two persons who shall operate these accounts.

11.2 Accounts to be kept

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

11.3 Accounts and reports to be laid before members

- a. The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act

12. Prohibition against securing profits for members

- a) The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Winding up

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

14. Application of surplus assets

- a) If after the winding up of the association 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.
- b) The association may determine to distribute surplus assets to nominated charities.
- c) Such organisation or organisations shall be identified by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Rules

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- d) The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules. Note requirements of Section 24(6) and 24(7):
- e) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services Commission.

Witness to affixing of the Seal:

Name: _____ **Signature:** _____

Position: _____

Name: _____ **Signature:** _____

Position: _____

Name: _____ **Signature:** _____

Position: _____

