

Friendly Street Poets Incorporated Constitution

1. NAME

- 1.1. The name of the association shall be the Friendly Street Poets Incorporated.

2. INTERPRETATION

- 2.1. In this constitution, unless the contrary intention appears – ‘Board’ means the Board of Management of the Association; ‘meeting’ means general meeting of members of the Association convened in accordance with these rules; ‘member’ means a member of the Association; the ‘Act’ means the Associations Incorporated Act, 1985. the ‘Regulations’ means the Associations Incorporations Act Regulations, 1985.
- 2.2. In this constitution, except where the context otherwise requires, words importing only the singular number shall include the plural and vice-versa and words importing the masculine gender include the female gender and vice-versa.

3. OBJECTS

- 3.1. In general, to foster, promote and encourage the reading, writing, reciting and publication of poetry; and in particular
 - 3.1.1. To organize recitals, readings, seminars and workshops
 - 3.1.2. To publish the Friendly Street Reader annually
 - 3.1.3. To publish, where possible, collections of the works of individual poets and groups of poets.

4. POWERS

4.1. The Association shall have power to;

4.1.1. acquire, hold, deal with, and dispose of, any real or personal property;

4.1.2. administer any property on trust;

4.1.3. to open and operate bank accounts;

4.1.4. invest its moneys -

(i) in any security in which trust moneys may, by Act Parliament, be vested;

or

(ii) in any other manner authorized by the rules of the association;

4.1.5. borrow money upon such terms and conditions as the association thinks fit;

4.1.6. give such security for the discharge of liabilities incurred by the association as the association thinks fit;

4.1.7. appoint agents to transact any business of the association on its behalf;

4.1.8. enter into any other contract it considers necessary or desirable;

4.1.9. to exercise, for the purposes of the Association, all powers given to an Incorporated Association by Section 25 of the Association's Incorporation Act of 1985 (as amended from time to time).

5. INCOME OR PROPERTY OF THE ASSOCIATION

5.1. The income and property of the Association wherever derived shall be applied solely towards the objects of the Association.

6. MEMBERS

6.1. Members of the Association shall be:

- 6.1.1. those organizations or individuals who are represented or present at the meeting called to form the Association and who signify their intention of becoming members and paying such annual membership fees as shall be determined either at the said meeting or thereafter in accordance with these rules;
- 6.1.2. thereafter those organizations or individuals who pay to the Association such annual membership fees as shall from time to time be determined by the Association in General Meeting.

7. RIGHTS OF MEMBERSHIP

7.1. An individual member shall:

- 7.1.1. be eligible to nominate for election to the Board of Management;
- 7.1.2. be entitled to attend, take part in, and vote at General Meetings of the Association;

7.2. A member organization or individual shall:

- 7.2.1. be entitled to receive notice of the Association's activities and any other such artistic or social projects as shall be determined by the Board of Management;
- 7.2.2. Be entitled to such other benefits as the Board of Management shall from time to time determine.

8. SUBSCRIPTIONS

- 8.1. The subscription fees for membership shall be such sum as the members shall determine from time to time in general meeting.
- 8.2. The subscription fees of membership shall be payable annually on 1 July or at such other time as the Committee shall determine.
- 8.3. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

9. RESIGNATION

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

10. EXPULSION OF A MEMBER

- 10.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 10.2. Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 10.3. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to subrule (4), cease to be a member 14 days after the Board has communicated its determination to him.
- 10.4. It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Board has been communicated to the member.
- 10.5. In the event of an appeal under subrule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting which the determination of the Board is upheld.

11. THE BOARD OF MANAGEMENT

- 11.1. The affairs of the Association shall be managed and controlled exclusively by a Board 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.
- 11.2. The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 11.3. The Board shall consist of eight persons, including three of whom shall be a Convener, Treasurer (public officer) and Secretary.
- 11.4. A maximum of three further persons may be co-opted by the Board to non-voting membership of the Board of Management.

12. ELECTION OF MEMBERS

- 12.1. Board Members shall be elected by a vote of individual members conducted at an Inaugural Meeting of thereafter at an AGM.
- 12.2. Board Members shall hold office for the period of one year or until the AGM following their election or appointment when all positions shall be declared vacant.
- 12.3. Each individual member shall have one vote at AGM elections.
- 12.4. Individual members may nominate a candidate in writing, or nominate themselves in writing, to stand for election to the Board of Management. Individual members nominated for election to the Board of Management must be financial of the Association except in the case of the Inaugural Meeting.
- 12.5. All nominations for election to the Board of Management must be in the hands of the Secretary of the Board of Management prior to the start of the AGM. At the Inaugural Meeting or in the case of the Secretary being absent, the Chairperson may receive nominations after opening the meeting.
- 12.6. If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.
- 12.7. The Board may appoint a natural 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 reappointment.

13. VACATING OFFICE

- 13.1. The office of Convener, Treasurer, Public Officer or Member of the Board of Management shall be vacated by the holder thereof if;
 - 13.1.1. In the opinion of the Board of Management expressed by a resolution in favour of which three of the Board of Management have voted he or she becomes unfit to perform or incapable of performing the duties of his or her office provided that written particulars of his or her unfitness or incapability shall have been forwarded to him or her at least fourteen days before the meeting and he or she has been given an opportunity of being heard at that meeting before the resolution is put to the meeting; or:
 - 13.1.2. By notice in writing to the Board of Management he or she resigns from office and his or her resignation is accepted by the Board of Management.

14. CONVENER OF THE BOARD OF MANAGEMENT

14.1. The Board of Management shall elect a convener from among themselves.

15. TREASURER AND PUBLIC OFFICER

15.1. The Board of Management shall elect a Treasurer and Public Officer from among themselves.

16. SECRETARY

16.1. The Board of Management shall elect a Secretary from among themselves.

17. POWERS OF THE BOARD OF MANAGEMENT

17.1. The Board of Management is empowered, subject to this constitution and to any direction by a general meeting to:

17.1.1. Appoint and remove and pay off such staff, either permanent or temporary, as may be desirable for the purposes of the Association, and to determine their duties and the terms of their employment, to fix their salaries or other remuneration, and to make superannuation provisions for them or any of them.

17.1.2. Pay all expenses and outgoings which may be incurred in carrying out the purposes of the Association.

17.1.3. Do all such other acts and things as are or may be incidental to or conducive to the attainment of the objects of the Association or any of them.

17.1.4. Promulgate from time to time standing orders for the regulations of its business.

18. FAILURE TO ATTEND MEETINGS

18.1. Should a member of the Board of Management fail to attend three consecutive meetings his or her position on the Board may be terminated by a resolution of the Board of Management in favour of which at least three members of the board have voted.

19. PROCEEDINGS OF THE BOARD

- 19.1. The Board shall meet together for the dispatch of business at least quarterly.
- 19.2. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Convener shall have a casting vote in addition to a deliberative vote.
- 19.3. A quorum for a meeting of the Board shall be four members.
- 19.4. A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to the contract.

20. COMMITTEES

- 20.1. The Board of Management may delegate any of its responsibilities other than the power to delegate to committees consisting of such of its members and/or other persons as it thinks fit with specific responsibilities and duties as it may from time to time determine.

21. GENERAL MEETINGS

- 21.1. The meeting called to form the Association shall be deemed the first Annual General Meeting and notwithstanding anything herein contained the first Board of Management may be nominated and elected at such meeting and the provisions of clause 12 shall apply mutatis mutandis to such nomination and election.
- 21.2. Except for the first Annual General Meeting to form the Association, Annual General Meetings shall be held between 1 June and 30 September in each year, commencing 1989. The time and place of Annual General Meetings shall be determined by the Board of Management.
- 21.3. Standing orders for Annual General Meetings shall be determined from time to time by the Association in General Meetings.
- 21.4. The Board of Management may, whenever it thinks fit to do so, convene a General Meeting of the members.
- 21.5. The Board of Management, upon receipt to a requisition for a General Meeting signed by no less than twelve members and stating the purpose of the meeting, shall within seven days give notice of a General Meeting to all members.
- 21.6. Twenty eight days notice in writing shall be given to all members of any General Meeting of the Association.

22. PROCEEDINGS AT MEETINGS

- 22.1. Fifteen members present personally or by proxy shall constitute a quorum at any general meeting.
- 22.2. Members present shall choose one of their number to be Chairperson.
- 22.3. The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 22.4. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of the members.
- 22.5. At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 22.6. If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 22.7. A poll is demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

23. MINUTES

- 23.1. Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 23.2. 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.
- 23.3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, and that all appointments made at a meeting shall be deemed to be valid.

24. VOTING RIGHTS

- 24.1. Subject to these rules each member present in person or by proxy shall be entitled to one vote.

25. PROXIES

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

26. FINANCIAL YEAR

26.1. The first financial year of the Association shall be the period ending on June 30 1989, and thereafter a period of 12 months ending on 30 June in each year.

27. BOOKS OF ACCOUNTS AND RECORDS

27.1. Such books of accounts shall be kept or be caused to be kept by the Treasurer as may be necessary for the proper and efficient function of the Association and shall be audited at least once a year by the Association's appointed Auditor.

28. THE SEAL

28.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.

28.2. The seal shall not be used without the express authorization of the Board and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two members of the Board.

28.3. The seal shall be kept in the custody of the Secretary or such other person as the Board may from time to time decide.

29. AUDITOR

29.1. A registered company auditor shall be appointed at a General Meeting who shall audit the Association's accounts and give a report to the Board of Management and to the members at an Annual General Meeting.

30. AMEMEDMENT OF THE CONSTITUTION

- 30.1. The constitution may be repealed or amended by a resolution at a General Meeting of the Association which is carried by a majority of a least two thirds of the members present at such a meeting. Any proposed amendment to the constitution shall be set out in full in the notice to members calling such a General Meeting.
- 30.2. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but the following provisions shall apply.
 - 30.2.1. Upon such winding up or dissolution any property, monies or assets of the Association then remaining shall be transferred or paid to three trustees who shall be appointed by a resolution of the Board of Management in favour of which at least three members of the board have voted.
 - 30.2.2. The said trustees shall hold the said property, monies and other assets paid or transferred to them upon trust for the encouragement of the art of writing, for the benefit of the inhabitants of the State of South Australia in such a manner as the trustees in their absolute discretion shall think fit with the power to settle any scheme or schemes for such application.
 - 30.2.3. The expression 'the trustees' shall include the trustees appointed as aforesaid and the survivor of them or other trustees for the time being of the said trustees.
 - 30.2.4. The trustees may at any time incorporate an Association under the Association Incorporation Act.