



# **FRIENDS OF THE P.S. INDUSTRY**

**PO Box 671,  
Renmark SA 5341**

*“Helping to preserve part of Australia’s heritage”*

**FRIENDS OF THE P.S. INDUSTRY INCORPORATED**

**CONSTITUTION  
Amended 22/08/2019**

## INDEX

1. Name
2. Objects
3. Powers
4. Non-Profit Body
5. Incorporation
6. Membership
  - 6.1. Full Member
  - 6.2. Corporate Member
  - 6.3. Life Member
  - 6.4. Family Member
  - 6.5. Membership Voting Rights
7. Terms of Membership
  - 7.1. Application
  - 7.2. Cessation
  - 7.3. Other
8. Right of Appeal
9. Annual General Meeting
  - 9.1. Date
  - 9.2. Notice of Meeting
  - 9.3. Business
  - 9.4. Member Resolutions
  - 9.5. Committee Nominations
  - 9.6. Quorum
  - 9.7. Proxy
10. Special General Meeting
  - 10.1. Calling of SGM
  - 10.2. Restrictions of Business
  - 10.3. Rules of SGM
11. Management Committee
  - 11.1. Powers
  - 11.2. Term of Office
  - 11.3. Quorum
  - 11.4. Frequency of Meetings
  - 11.5. Casual vacancies
  - 11.6. Sub-Committees

12. Nomination and Election of Committee Members
13. Officers and Management Committee
  - 13.1. Duties of Chairperson
  - 13.2. Role and Duties of Secretary
14. Public Officer
15. Finance
  - 15.1. Financial Year
  - 15.2. Receipts
  - 15.3. Accounts
  - 15.4. Signatories
  - 15.5. Authorised expenses
  - 15.6. Records
  - 15.7. Payments
  - 15.8. Appointment of Auditor
  - 15.9. Auditor Vacancy
16. Minutes
  - 16.1. Recording
  - 16.2. Circulation
  - 16.3. Authorisation as correct record
17. Common Seal
  - 17.1. Use of Seal
  - 17.2. Affixing Seal
  - 17.3. Custody of Seal
18. Amendments to the Constitution
19. Winding-up
  - 19.1. The Act
  - 19.2. Distribution of assets
20. Interpretation

## **1. NAME**

The name of the Association shall be **FRIENDS OF THE P.S. INDUSTRY INCORPORATED** (hereinafter called "FOTI").

## **2. OBJECTS**

The objects of FOTI are as follows:

- 2.1 To assist with the restoration, maintenance and operation of P.S. Industry and any other boats ancillary equipment which may be acquired by FOTI.
- 2.2 To promote wooden boat-building, repair and maintenance and associated skills.
- 2.3 To provide information to members and others by means of a regular newsletter or such other means as may be appropriate.
- 2.4 To liaise with, assist and/or co-operate with other organisations which may have objects complimentary to those of FOTI.

## **3. POWERS**

FOTI shall have the following powers:

- 3.1 To provide, extend, equip and maintain facilities for the objects of FOTI.
- 3.2 To solicit, receive and accept donations, grants, subsidies, subscriptions, endowments, gifts and loans of money or any property whether real or personal and whether or not subject to any special trusts or conditions (provided that such trusts or conditions are not inconsistent with the objects of FOTI).
- 3.3 To undertake and execute the trusts to which any property acquired by FOTI is subject.
- 3.4 To sell, purchase, lease, accept on lease, exchange or otherwise deal with real or personal property or any interest therein for the purposes of FOTI.
- 3.5 To raise money on the security of any property of FOTI for the purposes of FOTI upon such terms and conditions as shall appear desirable.
- 3.6 To invest monies in any securities or in such a way as the Management Committee shall from time to time determine.
- 3.7 To pay all expenses and outgoings which may be incurred in the conduct of the objects of FOTI.
- 3.8 To improve, repair and maintain and insure against loss or damage to the property of FOTI and to discharge any outgoings properly payable in respect of such property.
- 3.9 To confer and co-operate with and/or become affiliated with or a member of any other body or society having objects the same as or similar to those of FOTI.
- 3.10 To engage in or issue legal proceedings and to sue and be sued and be proceeded against and to defend or prosecute such proceedings.
- 3.11 To engage in the provision of goods and services incidental and conducive to the objects of FOTI whether or not the provision of such goods or services is made at a profit.
- 3.12 To do all such other lawful acts and things as are incidental or conducive to the attainment of any of the objects of FOTI.

#### **4. NON-PROFIT BODY**

The income and property of FOTI shall be applied towards the promotion of the objects of FOTI 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 or relatives of members of FOTI provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of FOTI or to any member of FOTI in return for any services actually rendered to FOTI or reasonable and proper rental for premises let by any member of FOTI.

#### **5. INCORPORATION**

FOTI shall be an Incorporated Body under the Associations Incorporation Act, 1985 (hereinafter referred to as 'the Act').

#### **6. MEMBERSHIP**

FOTI shall consist of the following membership:

##### **6.1. FULL MEMBER**

6.1.1. A Full Member shall be a person accepted by the Management Committee and who has paid the prescribed fees approved by the Management Committee from time to time.

6.1.2. A Full Member shall have the rights, duties and responsibilities of membership of FOTI including the right to be elected to office and to exercise voting rights.

##### **6.2. CORPORATE MEMBER**

6.2.1. A Corporate Member shall be a person, a business, company or organisation either professional or community based, which from time to time is recognised by the Management Committee for financial support or services rendered and which has been appointed by the Management Committee as a Corporate Member.

6.2.2. A Corporate Member shall have the right to have one representative to be elected to office and to exercise voting rights.

##### **6.3. LIFE MEMBER**

6.3.1. FOTI may from time to time elect such person or persons, corporation or corporations as it thinks fit, who by decision of the Management Committee are worthy of Life Membership.

6.3.2. Nominations shall be in writing to the Chairman of FOTI no later than 30<sup>th</sup> June each year and shall include full details of the proposed Life Member's contribution and history of membership of FOTI.

6.3.3. The election of any Life Member shall be considered at a Management Committee Meeting held prior to the AGM.

6.3.4. A Life Member shall require the following minimum standards:

- (a) That the nominee has upheld and contributed to the objects of FOTI in a meritorious and professional manner, and
- (b) The nominee has actively contributed to FOTI in a manner above the normal call of duty, and
- (c) The nominee's contribution and participation shall be
  - (i) To the Management Committee for a period of not less than seven (7) years, or

(ii) To FOTI for a period of not less than ten (10) years.

6.3.5 A two third (2/3) majority of the Management Committee shall be required for the election of a Life Member.

6.3.6 Life Membership shall be formally announced at the Annual General Meeting each year.

6.3.7 A Life Member shall be able to attend Management Committee Meetings, General Meetings and Special Events and discuss business matters before the Committee but unless he attends the Management Committee meeting in his capacity as an elected Committee Member he shall not be entitled to vote.

6.3.8 A Life Member shall be eligible to vote at Meetings and hold office.

#### **6.4 FAMILY MEMBERSHIP**

6.4.1 A Family Member shall be a family as defined by the Australian Bureau of Statistics and children under the age of 18 in the care and custody of such family accepted by the Management Committee which Family Member has paid the prescribed fees approved by the Management Committee from time to time.

#### **6.5 MEMBERSHIP VOTING RIGHTS**

The voting rights attached to various classes of membership shall be as follows:

6.5.1 Every FULL MEMBER shall be entitled to one vote at any Annual General Meeting or Special General Meeting of FOTI either in person, or where these rules so allow, by proxy.

6.5.2 Each CORPORATE MEMBER shall be entitled to one vote at any Annual General Meeting or Special General Meeting of FOTI such vote to be exercised by the representative nominated by such Corporate Member in accordance with the provision in clause 7.1.3 or where these rules so allow, by proxy.

6.5.3 A LIFE MEMBER shall have the same voting rights as a Full Member exercisable in person or where these rules so allow, by proxy.

6.5.4 Each FAMILY MEMBER shall be entitled to one vote at any Annual General Meeting or Special General Meeting of FOTI such vote to be exercised by the representative nominated by such Family Member in accordance with the provision of Clause 7.1.3 or where these rules so allow, by proxy.

### **7. TERMS OF MEMBERSHIP**

#### **7.1. APPLICATION**

7.1.1. Any person, business, company, family or organisation desiring to become a Full Member of FOTI shall make application to FOTI on the prescribed form accompanied by such fees as the Management Committee shall prescribe.

7.1.2. At the first Committee Meeting after the Annual General Meeting has been held the Management Committee shall fix the amount of the subscription for the ensuing financial year and Membership will date from the time that the subscription is paid and be renewable at the commencement of each financial year of FOTI, provided that all new members of whatever classification shall pay a pro rate subscription in respect of the remainder

of the financial year, calculated to the nearest quarter period to the date that such membership commences.

- 7.1.3. Any Member being a business, company, family or organisation shall nominate in writing a person as its representative who shall exercise all Membership rights and such business, company, family or organisation may at any time in writing, cancel the nomination of its representative and nominate another in writing.

## **7.2. CESSATION**

Any Full or Corporate Member shall cease to be a Member if:

- 7.2.1. The Member forwards a written resignation to the Secretary.
- 7.2.2. The prescribed subscription lapses and remains unpaid for more than three (3) calendar months after written notice of the subscription has been given to the Member concerned.
- 7.2.3. The Member dies, or in the event that the Member is a business, company, family or organisation, it becomes insolvent or is would up.

## **7.3. OTHER**

The Management Committee shall have the right to rescind, refuse to renew, revoke or cancel membership and the Management Committee need not assign any reason for such decision.

## **8. RIGHT OF APPEAL**

- 8.1. Any Member or former Member of FOTI who is aggrieved by any decision of the Management Committee of FOTI shall have the right to appeal against the decision.
- 8.2. Such appeal shall be provided in writing to the Chairman of FOTI and shall be considered at the next Management Committee Meeting of FOTI.
- 8.3. The aggrieved party may attend the Management Committee Meeting and speak to the Appeal.
- 8.4. There shall be no debate on the matter, but the Management Committee Members may ask questions and receive answers.
- 8.5. The matter shall be put to the Management Committee and the decision shall be rescinded only if a majority of those Committee Members present support the appellant.

## **9. ANNUAL GENERAL MEETING**

- 9.1. The Annual General Meeting (AGM) of FOTI shall be held in each financial year during the month of August at such time and place as shall be determined by the Management Committee.
- 9.2. Not less than 21 days' notice shall be given of the holding of an AGM of FOTI. The publication of a notice in a local newspaper circulating in the area where FOTI is established, shall be sufficient notice for the purposes of this rule. In addition to the time, place and date of the Meeting, such notices shall specify particulars of the business to be conducted at the Meeting.
- 9.3. At every AGM the following business shall be transacted:
  - 9.3.1. To receive and confirm the Minutes of the previous AGM and any Special General Meeting held since the previous AGM.
  - 9.3.2. To receive the Chairman's Annual Report.

- 9.3.3. To receive a balance sheet and an account of income and expenditure for the last financial year of FOTI, together with the Treasurer's and the Auditor's reports thereon.
- 9.3.4. To elect Office Bearers (if required).
- 9.3.5. To appoint an auditor for the current financial year.
- 9.3.6. To deal with any other business of which Notice required to be given, either by the Act or by these rules, has been given.
- 9.4. Any Member intending to propose any resolution or other business, shall have such resolution in the hands of the Secretary in sufficient time for the inclusion of particulars of that business on the Notice of Meeting.
- 9.5. All nominations for election to the Management Committee shall be taken from the floor of the AGM.
- 9.6. A quorum at the AGM shall be fifteen (15) Members with voting rights or their proxies.
- 9.7. No person shall exercise more than one vote unless a Member is exercising the proxy of another eligible Member and casting a vote on the Member's behalf.

## **10. SPECIAL GENERAL MEETING**

- 10.1. A Special General Meeting (SGM) shall be convened by the Secretary under the following circumstances:
  - 10.1.1. By resolution of Management Committee.
  - 10.1.2. Upon receipt of a requisition for a SGM of not less than ten (10) Members of FOTI.
- 10.2. No business other than the business requiring the calling of a SGM shall be dealt with at such a Meeting.
- 10.3. The rules relating to the method of giving notice, quorum, and entitlement to vote at an AGM shall have equal application to a SGM.

## **11. MANAGEMENT COMMITTEE**

- 11.1. FOTI shall be managed by a Management Committee consisting of not more than eleven (11) persons who are Members of FOTI and who shall be elected at an AGM. In the event that fewer than 11 persons are elected, the Management Committee will have the power to co-opt members to fill any vacancies, but it shall not be essential to do so. In the first year that a position is filled by this process the person appointed shall hold office for either one or two years as determined by the Management Committee.
- 11.2. TERM OF OFFICE
  - 11.2.1. Each Committee Member shall hold office for two (2) years.
  - 11.2.2. Retiring Committee Members shall be eligible for re-election to the Management Committee.
  - 11.2.3. In the event of a Committee Member failing to attend two (2) consecutive meetings without leave of absence, that Committee Member's position on the Management Committee shall become vacant.
- 11.3. A quorum for all Management Committee Meetings shall be half plus one Committee Members.
- 11.4. All Members of the Management Committee shall be advised of the date, time and place of Management Committee Meetings not less than three (3) days prior to



each meeting. The Management Committee shall meet at least once every calendar month.

11.5. The Management Committee shall have power to co-opt in order to fill casual vacancies which may arise. Such casual vacancies shall be filled by the Members of FOTI and that person filling such vacancy shall hold office on exactly the same basis as the person whose place they are taking. The term of office will be exactly the same as the term of office of the person being replaced.

11.6. The Management Committee shall have power to appoint sub-committees.

## **12. NOMINATION AND ELECTION OF COMMITTEE MEMBERS**

12.1 At the first meeting of the Management Committee following an AGM that Committee shall elect from amongst themselves a Chairperson, a Secretary and a Treasurer.

## **13. OFFICERS AND MANAGEMENT COMMITTEE**

### **CHAIRPERSON**

13.1. The Chairperson for the time being shall as far as is practicable be the chief representative of, and spokesperson for, FOTI.

13.2. The Chairperson shall preside over all Meetings.

13.3. The Chairperson of the Management Committee shall have a casting vote only, and in the event of equality of voting the matter before the Committee shall be declared lost.

### **SECRETARY**

The duties of the Secretary shall include:

13.4. To act as the Returning Officer.

13.5. To keep and maintain all records of FOTI in a proper manner.

13.6. To conduct the day to day business of FOTI in a proper and lawful manner.

13.7. To receive and reply to all correspondence.

13.8. To issue all Notices.

13.9. To act on behalf of the Chairperson as may be required from time to time.

## **14. PUBLIC OFFICER**

14.1. The appointment of the Public Officer shall be in accordance with the Associations Incorporation Act, 1985.

## **15. FINANCE**

15.1. The financial year of FOTI shall begin July 1<sup>st</sup> and conclude 30<sup>th</sup> June the following year.

15.2. All monies received by FOTI shall be paid into an approved bank account.

15.3. All payments made by FOTI shall be properly recorded.

15.4. All cheques and electronic bank payments shall be signed or authorised by at least two (2) person approved and in a manner approved by the Management Committee.

15.5. All accounts shall be passed by the Management Committee before being paid.

15.6. The Treasurer shall be accountable for all receipts and payments of money by FOTI and for the keeping of such financial records as are required for the preparation of

an account of income and expenditure and a balance sheet of FOTI and for those accounts to be conveniently and properly audited.

- 15.7. All legitimate accounts of FOTI may be paid notwithstanding the absence of prior approval by the Management Committee, provided that they are ratified by a subsequent meeting of the Management Committee.
- 15.8. An auditor shall be appointed annually and such person shall be qualified as required by the Act and shall not be a Member of FOTI and shall not hold any office in FOTI.
- 15.9. In the event of the office of an auditor becoming vacant for any reason in the course of the financial year of FOTI, then the Management Committee shall appoint a suitably qualified person to replace such auditor who will hold office until the end of the financial year.

## **16. MINUTES**

- 16.1. All proceedings of meetings of FOTI shall be recorded or be caused to be recorded by the Secretary in the Minutes.
- 16.2. The Minutes shall be circulated to the Members of the Management Committee within seven (7) days.
- 16.3. At the commencement of each meeting the Minutes of the previous meeting shall be taken as read and when resolved to be a true and correct record of that meeting, signed and dated by the person presiding over the meeting.

## **17. COMMON SEAL**

FOTI shall have a common seal upon which its corporate name shall appear in legible characters.

- 17.1. The common seal shall not be used without the express authorisation of the Management Committee and every use of the seal shall be recorded in the Minutes of FOTI.
- 17.2. The affixing of the seal shall be witnessed by the Chairman and Secretary of FOTI currently holding office.
- 17.3. The seal shall be kept in the custody of the Secretary or such other person as the Management Committee may from time to time decide.

## **18. AMENDMENTS TO THE CONSTITUTION**

This Constitution may be altered, amended or repealed by special resolution as defined in the Act.

## **19. WINDING-UP**

- 19.1. FOTI may be wound up in the manner specified in the Act.
- 19.2. If upon the winding-up or dissolution of FOTI there remains, after satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid or distributed among Members of FOTI but shall be distributed to such other body or bodies in South Australia having similar objects to FOTI or to such charitable body or bodies in South Australia which prohibit the distribution of its income and property among its Members.

## **20. INTERPRETATION**

In this Constitution, unless the context shall require a different construction, words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter genders and vice versa, and words importing person shall include partnerships, businesses, companies or organisations.

Original 25/02/1991

Amended 08/08/2018

Amended 22/08/2019