

THOMPSON BEACH PROGRESS ASSOCIATION Incorporated

CONSTITUTION

1993 as amended 1995, 2005, 2007, 2012 and 2017.

1. The name of the Association shall be **“THOMPSON BEACH PROGRESS ASSOCIATION INCORPORATED”** herein after called the Association.
2. Definitions
 - “Committee” means the Committee of Management of the Association.
 - “Special General Meeting” means a Special General Meeting of the members of the Association convened in accordance with this constitution.
 - “Member” means a financial member of the Association.
 - “The Act” means the Association’s Incorporation Act 1985.
 - “Month” shall mean a calendar month.
 - “Published” shall mean a notice placed in clear view within or at the front of the Shed or in the quarterly newsletter.
 - “Special Resolution” shall mean a resolution at the Annual General Meeting or Special General Meeting, where 21 days notice of the resolution is given in writing and where the resolution is carried by a majority of three quarters of those present and entitled to vote.
 - “Executive Committee” shall mean a Committee, separate to the Management Committee, consisting of Officers : Chairperson, Vice-Chairperson, Secretary and Treasurer.
3. Aims and Objectives
 - The aims and objectives of the Association shall be
 - (a) To arrange and conduct social and sporting activities and functions of all kinds in the township of Thompson Beach and/or Dublin Area.
 - (b) To build clubrooms and to provide other buildings and facilities for the use of the people in those areas.
 - (c) To apply for and hold such licences (including any licence pursuant to the Liquor Licensing Act 1997 and any amendments thereto) as may be necessary or expedient for the conduct of the Association.
 - (d) To carry out projects for the benefit of the general community, either alone or in co-operation with any other individual or group and to raise money for such projects.
 - (e) To provide money and support for other community clubs in Thompson Beach provided that the needs of the residents and members of the above Association are sufficiently met.
 - (f) To provide the facilities and environment for social and sporting contact between members and their friends and generally to afford them all the usual privileges, benefits and conveniences of a social sporting club.
 - (g) To set up sub-committees, whether permanent or temporary, for any purpose consistent with the Association’s objectives.
 - 3a. The Association shall be a non-profit organisation.
 - 3b. The Association shall have all the powers conferred by section 25 of the Act.
4. Membership
 - Any ratepayer, resident or their partner of Thompson Beach upon making an application in such a manner as the Committee determines and upon paying the annual subscription, may become a full member. Full Membership shall be on an individual basis and each financial member shall be entitled to one vote. A member who wishes to resign from the Association shall do so by written notice to the Secretary. Such resignation shall take effect seven (7) days following the receipt of such notification.
 - Non-voting Affiliate Membership is available to persons not resident in the Thompson beach township, at a rate of subscription determined by the Committee.
5. Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person’s membership on such terms as it thinks fit.
6. On the recommendation of the Committee, any member of the Association may, at any Annual General meeting, be elected by two-thirds (2/3) majority as a Life Member for valuable and outstanding services rendered to the Association over a period of not less than 10 years. Every Life

Member shall be entitled to all rights and privileges of a member during his or her life, without any further payment of the annual subscription. Life Members need not be elected annually.

7. The affairs of the Association shall be managed by a Committee which shall consist of the following office bearers:

Chairperson
Vice-Chairperson
Secretary
Treasurer, and
Five (5) other Committee members.

Elections for the position of Officers shall be held every two (2) years. Elections for the position of Committee members shall be held annually. Upon the adoption of this Constitution, three (3) Committee members shall be elected for a period of one (1) year and two (2) for a period of (2) years and then subsequently all committee members shall be elected for a period of two (2) years.

The positions of Assistant Secretary and Assistant Treasurer may be elected as necessary.

No person shall be elected as an Officer of the Association unless such a person is a current financial member.

In the event of a vacancy occurring in any position of Office Bearer the Committee shall select a member of the Committee to fill such vacancy.

In the event of a vacancy occurring on the Committee, the vacancy shall be filled with an appointment by the Committee of a financial member of the Association and the person appointed shall, whether as Office bearer or Committee member, hold office until the next Annual General Meeting.

If any Committee Member is absent for three (3) or more meetings of the Committee in any one year without good excuse or without the permission of the Committee, the Committee may at its discretion declare the position of the Committee Member vacant.

The Committee shall have the power to:

- (a) Manage the affairs of the Association within the spirit of the Constitution.
- (b) Hold inquiries into and make decisions in connection with all disputes.
- (c) Deal with the correspondence of the Association.
- (d) Open and conduct bank accounts on behalf of the Association.
- (e) Pass all accounts for payment on behalf of the Association.
- (f) Carry out all duties necessary for the good order and management of the Association within the spirit of the constitution.
- (g) Suspend any elected Committee member for failure to perform their duties with the right of appeal within fourteen (14) days under the Act of Incorporation 5.4b.

8. Committee Meetings:

The Committee shall meet once in each calendar month or more frequently as necessary.

- (a) A quorum for such meetings shall consist of no less than five (5) of the Committee including at least three (3) office bearers.
- (b) All Committee members are to attend at least nine (9) of the twelve (12) Committee meetings per year. A Committee member may be granted a leave of absence in advance for no more than three (3) meetings. A Committee member who does not attend at least eight (8) meetings a year, or misses three (3) consecutive meetings, unless granted leave of absence will be deemed to have resigned.
- (c) The minutes of all resolutions and proceedings of the Committee shall be entered by the Secretary in the book kept for that purpose. Members of the Association shall be permitted to examine all minutes of the Association, including its sub-committees and other groups, free of any charge, with the proviso that where the Committee determines that particular minutes are of a sensitive or personal nature they shall not be available generally.
- (d) A secret ballot shall be conducted in respect of any matter if so required by a simple majority of the Committee Members present and voting. Such ballot shall be conducted in such a manner as the Chairperson thinks fit.

- (e) The Committee may appoint Sub-Committees and delegate to them such functions as it deems fit. The Committee may appoint members of the Association who are not members of the Committee to a Sub-Committee provided that the chairperson of the Sub-committee shall be a member of the Committee.
- (f) All Sub-Committees will submit a report to each Committee Meeting of its activities and recommendations. Any Sub-Committee that does not submit a report to two (2) consecutive Committee meetings shall be disbanded. No Sub-Committee shall have the power to enter into or commit to any binding arrangements on behalf of the Association.
- (g) The Executive Committee shall be empowered to make decisions regarding the operation and management of the Association at short notice where time restrictions make it impractical to call a Committee meeting to gain approval of an expeditious decision.
- (h) The Executive Committee shall be held accountable to and clearly state reasons for any short notice decisions at the next Management Committee meeting.
- (i) The Executive Committee will have no power to veto the majority decision of the Management Committee.

9. Office Bearers and duties:

- (a) Chairperson shall preside over the meetings of the Association and shall have a deliberative and casting vote.
- (b) The Vice-chairperson shall deputise for the Chairperson when and if required.
- (c) The Secretary shall attend to all clerical duties of the Association other than those within the province of the Treasurer and :-
 - Conduct correspondence in accordance with instructions received from the Committee,
 - Keep all clerical records of the Association in a receptacle provided by the association for that purpose in a safe and secure place,
 - Be responsible for keeping and maintaining a record of disposition of all property and assets, with an individual value of greater than \$500, of the Association. This record will be stored in the same manner as clerical records.
- (d) The Treasurer shall receive all monies paid to the Association and issue receipts for same and :-
 - Keep all financial records of the Association in a receptacle provided by the Association for that purpose in a safe and secure place,
 - To pay all monies received into the Association bank accounts.
 - To submit a statement of accounts to the Annual General Meeting.
 - To submit a brief financial statement to each Committee Meeting.
 - To correctly keep proper books of account.
 - To produce such books, papers and documents to the Auditors as they from time to time require.
 - To promptly pay all accounts after such accounts have been passed for payment by the Committee. All cheques to be signed by two (2) of the following: Chairperson, Vice-chairperson, Treasurer or Secretary. No two signatories can be from the same household.
 - Keep Association membership register including but not limited to, a list of all members with their contact details and their Association financial status.
- (e) Upon the resignation or retirement of an Office Bearer it shall be the responsibility of the outgoing and incoming office bearers to ensure that all records, property and assets are placed into the control of the incoming office bearer.
- (f) The Assistant Secretary shall assist the Secretary in the performance of the Secretary's duties from time to time and shall perform the duties of the Secretary in the Secretary's absence.
- (g) The Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's duties from time to time and shall perform the duties of the Treasurer in the Treasurer's absence.

10. Finance:

- (a) The financial year shall commence on 1 July and conclude on 30 June in any given year.
- (b) The accounts shall, as soon as practical after the end of the financial year, be audited by the Auditors who shall be appointed by the Committee prior to the A.G.M.
- (c) The Committee shall fix from year to year the subscription to be paid by members prior to the A.G.M. and submit this to the A.G.M. for ratification. These fees are due and payable on the first (1st) day of the month following the A.G.M. The membership year shall expire on the last day of the month following the A.G.M.
- (d) The Committee shall ensure that proper accounts are kept in respect of the Association.
- (e) In keeping with the social nature of the Association, where the Committee is satisfied that the financial state of the Association is adequate, gifts may be provided for children on occasions such as Christmas, Easter, Halloween and the like. Participating children must be registered with the Association prior to the event

11. Daily Management of the Shed:

- (a) A member(s) of the Association can be nominated as "Shed Manager" at the A.G.M. to be appointed by ballot of the elected Committee at the next available Committee meeting. If no nominations are received, the Committee shall appoint a "Shed Manager". This appointment is to be by open or secret ballot, as the Chairperson deems suitable. The "Shed Manager" is responsible and answerable for all aspects of Bar administration, including the requirements of the various Act of Parliament and regulations relating thereto, purchasing of supplies, finances, setting of prices and selling of goods of all kinds customarily held.
- (b) The committee may dismiss the "Shed Manager" from his/her position at any time, for any valid reason.
- (c) The "Shed Manager" or his appointee shall have the authority, within the customary requirements of the Liquor Licensing Act, to refuse service and to order unruly or disorderly persons to leave the premises forthwith.
- (d) The "Shed Manager" must seek approval of the Committee to alter or amend existing policies, prices, hours of business, staffing, Happy Hours etc.
- (e) In addition, members shall nominate a member(s) of the Association to each separately hold the positions of Bar Manager and Kitchen Manager, at the next A.G.M., to be appointed by ballot of the elected Committee at the next available Committee meeting. If no nominations are received, the Committee shall appoint a Bar Manager and a Kitchen Manager. These appointments are to be by open or secret ballot, as the Chairperson deems suitable. The Bar Manager is to control, under the direction of the "Shed Manager", the activities within the bar. The Kitchen Manager, under the direction of the "Shed Manager", the activities within the kitchen.
- (f) The "Shed Manager", Bar Manager and the Kitchen Manager are not ex-officio members of the Committee of the Association, but they may stand as members in their own names for election to office.
- (g) A Bar sub-committee, under the control of the "Shed Manager", will be appointed comprising the "Shed Manager", Bar Manager and at least one other Association member appointed by the Management Committee. This sub-committee shall meet as required and shall keep minutes of its deliberations. It is the responsibility of the members of the sub-committee to obtain accreditation by the Liquor Licensing Court as persons in a position of authority and to retain that accreditation.
- (h) The "Shed Manager" will prepare a report for each meeting of the Committee.
- (i) The "Shed Manager" will prepare a report on activities, which will be presented to the members at the A.G.M. each year.

12. Newsletter

The Committee shall oversee the publication and printing of a quarterly newsletter which shall be distributed to all members and residents of Thompson Beach.

The newsletter shall include but not be limited to:

- Name and contact number of the Chairperson of the Association,
- A programme of activities planned for the following quarter,
- Such other news, notes, activities and articles as the Committee deem fit.

13. Meetings

- (a) Annual General Meeting – shall be held on the second (2nd) Sunday in August each year and shall:
- a. Confirm the Minutes of the previous A.G.M.
 - b. Receive reports from all Officers relating to the previous twelve (12) months,
 - c. Elect the Officers and Committee as herein provided,
 - d. Deal with any resolution which may be duly submitted to the meeting as herein provided,
 - e. Attend to any other business appearing on the agenda,
 - f. Set honoraria as recommended by the Committee,
 - g. Nominations for vacancies on the Committee shall be in writing, signed by the person nominated, the proposer and seconder and be delivered to the Secretary seven (7) days prior to the A.G.M. If no written nominations are received, nominations may be accepted from the floor at the A.G.M. All retiring members of the Committee are eligible for re-election without nomination, unless precluded by the Constitution.
 - h. Each financial member has the right of a proxy in writing at least forty eight (48) hours prior to the meeting.
 - i. The election for the Committee may be by secret ballot. Where a secret ballot occurs, the Chairperson shall nominate two (2) members, who are not involved in the ballot, as scrutineers, to collect and count the votes.
 - j. All voting slips will be immediately destroyed after the ballot.
 - k. A notice of the A.G.M. shall be printed in the Plains Producer newspaper, displayed on the Notice Board in the Association premises and on the Thompson Beach notice board in front of the Shed, at least twenty one (21) days prior to the date fixed for the meeting.
 - l. A quorum for an A.G.M., or Special General Meeting, shall be one-fifth of the Association's financial membership. If, half an hour after the time set for the A.G.M. or Special General Meeting, a quorum is not available, that meeting will be postponed for a week at the same time and place. At that meeting a quorum shall comprise of the members present at the second meeting.
- (b) Special General Meeting
The Secretary shall at the request of the Chairperson or on the written request of ten (10) or more financial members call a Special Meeting of members. At least fourteen (14) days prior notice of the meeting shall be given and members must be informed of the meeting by circular and the placing of an appropriate notice on the notice board provided in the township of Thompson Beach. The notice of motion by the Chairperson or members shall briefly outline the reason for calling the meeting. No business other than that stated on the notice shall be dealt with at the meeting. Officers of the Association and Committee shall have no power to veto the calling of such a meeting.
- (c) Public Meetings
The Committee shall cause to be called one (1) Public Meeting a year. This meeting shall not be part of any other meeting and should be of a general, sporting or social nature to foster the aims of the Association and to encourage new members and a general exchange of the views of the community of Thompson Beach.

14. Alterations to the Constitution

This Constitution may be altered or repealed at any properly constituted A.G.M. provided that fourteen (14) days notice setting out the proposed alterations, amendment or repeal to the Constitution has been forwarded in writing to the Committee and all financial members. No motion for alteration, amendment or repeal of this Constitution shall be carried without the consent of the majority of those present and entitled to vote at such meeting.

15. Public Officer

In accordance with the Associations Incorporation Act 1985 the Association shall appoint a Public officer. The Public officer shall carry out all duties imposed on such person by the Act as amended from time to time.

16. Seal and Seal Holder

The Association shall have a Common Seal held by the Secretary, The Chairperson, the Public Officer and the Vice-chairperson for the time shall be the persons authorised to use the Common Seal of the Association to all documents required to be executed by the Association, and on behalf of the Association, execute, carry out, perform and observe all acts, deeds, matters and things which may be required under the Constitution or for any purpose whatsoever.

17. Inappropriate behaviour by a Member

- (a) Any member conducting himself or herself in a manner detrimental to the good name of the Association shall be notified in writing that he or she is to be brought before a special disciplinary sub-committee of three people (one of whom shall be a Committee member) at a mutually convenient time and asked to explain his or her behaviour. The member will be given full details of the complaint against him or her and will be given an adequate opportunity to rebut the complaint or to offer an explanation.
- (b) The sub-committee meeting will be held in-camera, although the person, if he or she wishes, may be accompanied and supported by another person who is also a member of the Association. If the member declines to attend the sub-committee meeting, it may be held in his or her absence.
- (c) After hearing the matter and after due consideration, the sub-committee may dismiss the complaint or reprimand, suspend the person's membership for a specific period, or expel the person from membership of the Association.
- (d) Following suspension or expulsion, the person will no longer be permitted to enter the "Shed" or use its facilities.
- (e) An appeal may be lodged with the Secretary by submission in writing within fourteen (14) days, whereupon the Secretary shall take immediate steps to convene a special meeting of the Committee for the purpose of allowing the matter to be debated in full. At such a meeting, a simple majority of those present will decide the outcome. The person making the appeal may attend this meeting and may address the Committee on his or her own behalf. After due consideration, the decision of the Committee shall be final.

18. Dissolution and Disposition of Assets

The Association may be dissolved or wound up only on a resolution carried by a majority of three quarters ($\frac{3}{4}$) of the membership present (either personally or by proxy) and voting at a General Meeting called for such purpose.

If upon the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Association or Institution having objects similar, wholly or in part to the objects of the Association or to a charitable object or objects which the Association or Institution or object shall be determined by members of the Association at or before the time of dissolution or winding up.