

Tramountanas-North Association Incorporated

These Rules were adopted at a General Meeting of Tramountanas-North Family, Relative and Friends-Supporters on the 27th of July 2008 held at the Thebarton Greek Orthodox Community Centre 71 George Street Thebarton, South Australia.

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1. Name of Association: The name of the association shall be the Tramountanas-North Association Incorporated (hereafter called "*the association*").

2. Definitions

In these Rules terms or phrases mean:-

"Managing Committee" means the Managing Committee elected by the members in accordance with these rules.

"Family member" shall mean any natural person who is a descendant of George and Lydia [nee Vosper] Tramountanas-North.

"general meeting" means a general meeting of members of the association convened in accordance with these rules.

"member" means either a Full, Associate or Honorary member

"the Act" means the Associations Incorporation Act 1985

"month" shall mean a calendar month.

3. Objects

The objects of the association shall include to:-

- 3.1 Honour the occasion of the first Greek settler, George Thomas Tramountanas¹, arrival to South Australia in 1842.
- 3.2 Recognise the historical achievements of George and Lydia Tramountanas-North.
- 3.3 Benefit a designated project within the purview of the District Council of Elliston.
- 3.4 Acknowledge and promote the pursuit of excellence of any Tramountanas-North family member.
- 3.5 Support recreational and social activities for Tramountanas-North family members such as sport, picnics, reunion and social gatherings, concerts and lecture activities.
- 3.6 Furnish material assistance to Tramountanas-North family members concerning the identification and acquisition of historical family artefacts including the maintenance for posterity of noteworthy heritage objects.
- 3.7 Celebrate the contemporary Australian-Hellenic culture within the context of Australia's multicultural diversity.
- 3.8 Contribute to an awareness of and support for a worthy Australian community issue.

4. Powers of the Association: The association shall have all the powers conferred by s.25 of the Act for the fulfilment of the Objects.

5. Full, Associate and Honorary Membership

- 5.1 Full Membership is opened to all descendant family members resident in Australia who agree with the Objects of the association and who are over the age of twelve (12) years.
- 5.2 Associate Membership is open to a person, while not a direct family member descendant, who supports the objects of the association.
- 5.3 Honorary Members may be elected by the Managing Committee from time to time, to recognise a person's significant contribution to furthering the interests of the Tramountanas-North Association.
 - 5.3.1 Nominations shall be made by Full Members of the association, for deliberation by the Managing Committee at its next scheduled meeting.

6. Enrolment and Subscriptions

¹ George *Thomas* Tramountanas – *Thomas* being his father's name as verified by the Marriage Certificate.

- 6.1 A person wishing to become a Full Member or an Associate Member shall sign a membership form which must be accompanied with an enrolment fee of five dollars [\$5.00] and an annual membership fee of ten dollars [\$10.00].
- 6.2 Provided a person under eighteen [18] years, or who is a full time student or is unemployed, shall only be required to pay half of the membership fee.
- 6.3 Any application must be nominated by a family member of the association.
- 6.4 Each application shall be considered at the next Managing Committee meeting. Upon approval the applicant shall become a member.
- 6.5 If a Managing Committee member opposes the application or if any three [3] members of the association indicate their opposition to the application then the Managing Committee shall refer the application to the next General Meeting for decision. If the General Meeting approves the application the applicant shall thereupon become a member of the association.
- 6.6 The annual membership fee shall be determined by the Annual General Meeting from time to time.

7. Resignation: A family member may resign by informing the Managing Committee in writing and remitting any outstanding membership fee that is due.

8. Financial Members

- 8.1 The membership fee shall fall due on 1st January each calendar year and be payable by 31 March the same year.
- 8.2 A family member shall be deemed un-financial if their current annual membership fee remains unpaid as at the 31 December.
- 8.3 Except for dispensation as to the date of payment as determined by the Managing Committee exercising discretion, an un-financial family member shall lose their membership benefits and rights until such time as they become financial by paying any outstanding and the current membership fee.

9. Expulsion

- 9.1 If in the opinion of the Managing Committee a member has acted in a manner harmful to the interests of the association the Managing Committee may request such member to attend a meeting of the Managing Committee to explain their conduct.
- 9.2 If after due investigation, the Managing Committee is of the opinion that the member has acted in a manner contrary to the interests of the association it may by resolution expel the member from membership.
- 9.3 The member shall be advised in a timely manner of the next General Meeting of the association and advised that an appeal may be lodged against an expulsion. Such a General Meeting may confirm or reverse the decision of the Managing Committee.

10. Rights of Full Members and Associate Members

All full members have the right to:-

- 10.1 Participate in all the activities of the association.
- 10.2 Attend and vote at all General Meetings of the association.
- 10.3 Stand for and be elected to any position or office in the association, save and except that the full member shall not be elected to the office of Chairperson, Secretary or Treasurer unless they have been a member for at least six [6] months.
- 10.4 An Associate member has the right to participate in all activities of the association, attend and vote at all General Meetings of the association and to nominate and to vote for a Managing Committee position.
- 10.5 Provided that at all times of the Managing Committee no less than two thirds [2/3] members shall be full members e.g. of a Committee of 9 members-6; of a Committee of 8 members-6; of a Committee of 7 members-5; of a Committee of 6 members-4; and of a Committee of 5 members-3.
- 10.6 An Associate member may only be elected to the position of Assistant Secretary or Assistant Treasurer but not to the position of the Chairperson, the Secretary or the Treasurer.

11. Powers and Duties of Managing Committee

- 11.1 The affairs of the association shall be managed and controlled by the Managing Committee in accordance with the rules and the objects of the association.
- 11.2 The Managing Committee shall undertake such activities as might reasonably be required to administer and control the funds and other property of the association; and to:-
 - Open and operate a bank account[s] and conduct related financial transactions.
 - Raise funds for association activities through membership fees, sponsorship of events and publications.
 - Engage such services and enter into agreements and contracts from time to time including to enter into lease and rental agreements.
 - Maintain an asset register of acquired assets and property.

12. Managing Committee

- 12.1 The Managing Committee shall consist of at least five [5] and no more than nine (9) members. Where more than the required number of members have nominated, those members not elected shall remain recorded as supplementary Management Committee members to fill any casual vacancy.
- 12.2 The Managing Committee shall be appointed from the Family, relatives, friends and supporters attending the inaugural General Meeting and shall hold office until the first Annual General Meeting after incorporation and/or shall hold office until the next Managing Committee is elected.
- 12.3 The Managing Committee shall meet no less than quarterly except as otherwise determined. A quorum at the Managing Committee meeting shall be half plus one [1] member. A Managing Committee member who is present by way of conference telecommunication or video medium shall be included for quorum purposes.

- 12.4 The Managing Committee shall have the authority to interpret the meaning of the rules and any other matter relating to the affairs of the association on which the rules are silent.
- 12.5 The Managing Committee shall as required, determine procedural guidelines for the association's general administration, function and governance.
- 12.6 The Managing Committee may appoint a sub-committee to assist it in connection with the various association activities. Such sub-committee shall include at least one member of the Managing Committee, who shall regularly report the sub-committee's activity to the Managing Committee.
- 12.7 The Managing Committee at its first meeting shall elect from amongst its full members the Chairperson, the Secretary and the Treasurer.
- 12.8 The Managing Committee may at its discretion expend monies for the normal purposes of the association but in the case of any extraordinary expenditure involving a payment in excess of \$250.00 it shall not be undertaken without submitting a budget outlining income and expenditure for approval of a General Meeting.
- 12.9 The Managing Committee may invite a person nominated by [and who is a member of] the Greek Orthodox Community of SA Inc. to consult and liaise on mutual Tramountanas - North family celebratory activities.
- 12.10 The Managing Committee may issue a quarterly association bulletin. Such bulletin shall be titled "*The Tramountanas - North Wind*" [or any another name as determined by the Managing Committee]. All contributions to the bulletin must bear the authorship and signature of the contributor writer but not necessarily for publication.
- 12.11 The Managing Committee shall call a Special General Meeting in accordance with these Rules when the Managing Committee considers necessary or upon receiving a written request for such a meeting signed by ten [10] financial members requesting the meeting to be held. In the latter case the Managing Committee shall call a general meeting within twenty one [21] days of receipt of the request.
- 12.12 Provided a General Meeting has prior approved such an appointment, the Managing Committee may appoint an Organising Secretary, who may be paid an honorarium.
- 12.13 A Managing Committee member shall declare a conflict of interest that may arise from a pecuniary interest prior to any consideration of a matter by the Managing Committee.

13. The Officers of the Association

- 13.1 The Officers of the association – i.e. the Chairperson, the Secretary and the Treasurer - shall meet monthly and present their report to the next Managing Committee.
- 13.2 **The Chairperson** duties shall include to:-
 - Preside over all association Managing Committee Meetings and all General Meetings and to adhere to the association's 'Rules of Procedure, Debate and Conduct of Meetings';
 - Be responsible with the Secretary for attending to the correspondence and the every-day administration of affairs;
 - Confirm the minutes of the Managing Committee and general meetings at the subsequent relevant meeting;

- Be responsible with the Treasurer for the every-day administration of the financial affairs; and
- Exercise a deliberative vote at the Managing Committee meetings and at the Annual General meeting or at a Special General Meeting.

13.3 **The Secretary** in consultation with the Chairperson shall be responsible:-

- To keep the records [other than financial records];
- To keep and enter the Minutes of all Managing Committee and General meetings of the association in a record book and to have the minutes presented for confirmation by the relevant subsequent meeting;
- For the every-day administration of the association's affairs; and
- To act as the Public Officer and undertake the duties and tasks in accordance with the Act.

13.4 **The Treasurer** in consultation with the Chairperson shall be responsible:-

- To keep and retain such accounting records as are necessary to correctly record and explain the financial transaction and financial position of the association in accordance with the Act, including:-
 - To require that a receipt is issued for any funds received;
 - To bank all monies within five [5] working days of being received;
 - To keep financial records for all monies dispersed; and
 - Prepare an annual financial statement for the year ending 30 June for the general meeting.
- Maintain a membership register with the name and address of each member; the date of admission; and initiate membership renewal notices in consultation with the Secretary. Where applicable the record will record the date of, and reason[s] for, termination of membership.

14. Meetings of the Association

14.1 The Managing Committee shall provide all members at least twenty one [21] days clear written notice of any Special General Meeting or the Annual General Meeting. Included in the meeting written notice shall be any Special Resolution or Notice of Motion intended to be considered and/or determined.

14.2 The Annual General Meeting [except in the association's first year] shall be held in September of each year on a date to be fixed by the Managing Committee with the following Agenda items included:-

- Record of attendance and apologies
- Minutes of last Annual General Meeting [or Special General Meeting] with any Business Arising [not included in the current Agenda].
- The Managing Committee's Annual Report together with the Annual Financial Statement Report for the preceding financial year ended 30th June.
- Election of Returning Officer [to conduct the election of the Managing Committee] and Internal Audit Committee.
- Any Other and General Business.

14.3 The Annual General Meeting shall if it deems fit:-

- Receive and approve the Managing Committee's annual report and approve the annual financial statement for the preceding financial year ended 30th June.

- Deal with any other business which may be placed on the agenda by the Managing Committee or by Special Resolution or Notice of Motion.

14.4 An Special General Meeting may be held as above mentioned and shall consider such business as may be placed on the agenda by the Managing Committee; or in the case of a Special General Meeting called by no less than ten [10] financial members, the business indicated in such a request.

14.5 At any Special General Meeting a quorum shall consist of eight [8] financial members as at the date of the meeting. In the absence of a quorum the meeting shall stand adjourned for one [1] hour and at such reconvened meeting those members present shall constitute a quorum.

14.6 If at least five members call for a poll, the Chairperson shall specify the manner it will be conducted. The poll result shall be the resolution of the question by the meeting.

15. Elections

15.1 **The Returning Officer** shall be elected by the Annual General Meeting and will forthwith call for nominations for the Managing Committee.

15.2 **A financial Member** may nominate for a Managing Committee position. Where the nominees exceed the number required a secret postal ballot will be conducted with only the financial members constituting the electoral body.

15.3 **The Internal Auditors** constituted of 2-3 members, shall be elected at the Annual General Meeting for the purpose to conduct an internal audit of the association's books and financial statements. They shall present a written report to the Annual General Meeting as a separate part to the Treasurer's financial report.

16. Voting

16.1 Each member present at the Annual General Meeting or Special General Meeting shall be entitled to exercise a single vote in the manner set out in the Rules of Procedure and Debate and Conduct of Meetings.

16.2 Where a member cannot attend any meeting, they may submit a written statement for the Chairperson to read to the meeting on their behalf.

16.3 Where the Managing Committee resolves that a significant question should be put to a postal vote of members, the ballot may be undertaken according to the procedures the Managing Committee may determine. In such an instance the Returning Officer shall be delegated to take charge of the ballot.

17. Seal Holders

17.1 There shall be a Seal of the association with the name "Tramountanas-North Association Incorporated".

17.2 The three [3] Seal holders namely the Chairperson, the Secretary and the Treasurer shall retain the Seal during their tenure of office.

17.3 The Seal shall be affixed only in the presence of the Seal holders following a determination of the Managing Committee or of a General Meeting.

18. Public Officer: The Secretary shall be appointed Public Officer of the association and the Chairperson shall undertake the required tasks in that person's temporary absence.

19. Alternative Dispute Resolution [ADR]

19.1 The Managing Committee shall consider and provide if required an ADR procedure under these rules in relation to disputes between:-

- A member and another member; and
- A member and the association.

19.2 If the parties are unable to resolve the dispute they may choose to meet and discuss the dispute before an independent third person agreed between the parties.

20. Dissolution²

20.1 In the event that the members do not respond to reasonable efforts to maintain the association and it becomes moribund, the elected Officers shall act as Trustees for the association pending its dissolution.

20.2 The association shall be dissolved if the membership shall fall below ten (10) financial full members and may be dissolved by an affirmative two thirds [2/3] majority decision of a general meeting called for that purpose and of which at least one-month's notice has been given.

20.3 Upon dissolution the assets of the association shall be disposed of in equal shares between the following institutions, provided that no member shall personally gain from such disposal:

Alzheimer's Australia Inc.;

Queen Elizabeth Hospital Medical Research Foundation;

Mary Potter Foundation Incorporated; and

Women's and Children's Hospital.

21. Amendment of the Rules

The rules may be amended by resolution passed by a simple majority of financial members at a Special General Meeting called for that purpose provided that twenty eight [28] days notice of intention to move such an amendment[s] have been given to all members.

² **Notation:** The inaugural General Meeting held on 27 July 2008 of the Tramountanas-North Family Members, Relatives, and Friends – Supporters unanimously resolved that "Clause 20.3 will be referred to the next Annual General Meeting for discussion".