



WellBeing SA ASSOCIATION INCORPORATED

WellBeing SA Inc

1. NAME

The name of the Incorporated Association is "WellBeing South Australia Association Incorporated" (WellBeing SA) referred to herein as "Association".

2. DEFINITIONS

"Committee" means Management Committee of the Association.

"Rules" means Rules of this Incorporation to operate and guide the Committee.

"Constitution" means this document.

"General meeting" means a general meeting of members of the Association convened accordance with these Rules.

"Member" means a member of the Association.

"The Act" means the *Associations Incorporation Act 1985 (SA)*.

"Special resolution" means a special resolution as defined in the Act.

"Month" means a calendar month.

"Presiding member" means a member, who held a position in the management committee in the past.

3. MISSION STATEMENT

"Peoples' well-being is our goal"

4. OBJECTIVES OF THE ASSOCIATION

1. To promotes mindfulness meditation retreats, workshops and to assist and share techniques with other meditation groups in Australia and overseas.
2. To organise and conduct mindfulness events/sessions for children, young adults and adults in conjunction with local, national and international mindfulness practitioners.
3. Organise charity events and educational workshops with local and national non-for-profit organizations to improve and sustain the quality of life of the disadvantaged/disabled communities and people.

4. To assist the settlement of new migrants in South Australia.
5. To assist the affected people during natural disasters as well as to liaise with other environmental protection bodies in Australia and overseas.
6. To achieve the above objectives mentioned, the Association will co-operate with South Australian government agencies and relevant non-governmental bodies.
7. Initiate, scope, support and conduct any projects/developments that are economically feasible, socially acceptable and environmentally sound.

5. POWERS OF THE ASSOCIATION

For the purpose of carrying out its objects, an incorporated Association may, subject to this Act and its rules: -

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate authorised deposit –taking institution (ADI) accounts; and
- (d) invest its moneys—
 - i. in any security in which trust moneys may, by Act of Parliament, be invested, or
 - ii. in any other manner authorised by the rules of the Association; and
- (e) Borrow money upon such terms and conditions as the Association thinks fit; and
- (f) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contracts it considers necessary or desirable.

6. MEMBERSHIP

7.1 Types of memberships

The Association shall consist of Ordinary Members and the Management Committee members.

6.1.1. Ordinary Members

- (a) Any person who demonstrates a keen and genuine interest and involvement in carrying out the objectives of Association (Section 4 of the constitution) can become an ordinary member.

7.2 All members must agree to accept to all the objectives of the Association (Section 4 of this constitution).

7.3 Subscription

- (a) The subscription fees for membership shall be such sum (if any) as the Association shall determine from time to time by the management.
- (b) The subscription fees shall be payable annually on 1st July or at a time that the Association determines.
- (c) Any Member whose subscription is outstanding for more than three months after the due date for the payment shall, if determined by the Association, cease to be a member of the Association, provided always that the Association may reinstate such person's membership on such terms as it thinks fit.

7.4 Resignations

A member may resign from membership of the Association by giving written notice to Secretary of the management Committee. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

7.5 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 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 member, and in the event of an adverse determination the member shall, (subject to Rule 6.5 (d) below, cease to be a member 14 days after the Committee has communicated its determination to the member.
- (d) It shall be open to a member to appeal the expulsion at a general meeting. The intention to appeal shall be communicated to the Secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- (e) In the event of an appeal under Rule 6.5 (d) 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.

7. THE MANAGEMENT COMMITTEE

7.1 Powers and duties

- (a) The affairs of the Association shall be managed and controlled by the 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 is to manage and control the funds and other property of the Association.
- (c) The Committee shall have authority to interpret these rules and any other matter relating to the affairs of the Association upon which these Rules are silent.
- (d) The Committee shall appoint a public officer as required by the Act.
- (e) The Committee can, in its discretion, co-opt any person to assist the Committee with the undertaking of any of the affairs or activities of the Association, whether or not that person is a member of the Association. Any co-opted person will not have voting rights at any Committee meeting.

7.2 Appointment

- a) The Committee shall be comprised of a President, Vice President, Secretary, Treasurer and not less than four and not more than fifteen Committee members.
- 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 for a period of 2 years after incorporation. At this time, and for each subsequent 2-year period thereafter, all positions come up for re-election.
- d) Any person, including a retiring Committee member, shall be eligible to stand for election or re-election when a member of the Association

- has nominated that person at least 28 days before the annual general meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee. The nominee shall be seconded at the general meeting.
- e) 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.
 - f) 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.

7.3 Leadership

- a) The elected officers and their roles and responsibilities of this Association shall include:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer
- b) The President shall serve as head of the Association and be responsible to ensure regular management Committee meetings are organized, preparing an agenda in consultation with vice President and Secretary and ensuring sufficient information is available to members, delivering a casting vote in the event of an equal vote, maintaining a neutral position during discussion and decision making, preserving order throughout the meeting and keeping discussion and decision making relevant within time, representing the Association at all levels of the community, ensuring that the Association adheres to its constitution and rules, providing a charge and general oversight for all Committees, establishing goals for the Association to work toward.
- c) The Vice-President shall serve in absence of the President, for example, chairing meeting of the management Committee and shall perform such duties as assigned by the President.
- d) The Secretary shall be responsible for maintaining all records of the Association, i.e., constitutional amendments, membership rosters, attendance of members of the Committee meeting, and general meetings, oversight of publicity, and for recording the minutes of all meeting and communicating with membership on behalf of the management Committee, knowing the rules of the Association and taking responsibility for all the legal requirements of Incorporation.
- e) The Treasurer shall be responsible for managing the Association's finances, i.e., collection of dues, general book keeping and financial

reports to the executive Committee, presenting financial information to management Committee for approval, deposit all funds in the Association's account, and approval of expenditures in conjunction with the President, ensuring annual budget is prepared and expenditure against the budget is reviewed regularly.

7.4 Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business at such times and frequency as the Committee determines is appropriate.
- b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Committee shall be 5 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 Committee member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

7.5 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member:

- a) is disqualified from being a committee member by the Act;
- b) is expelled as a member under these Rules;
- c) dies, or is permanently incapacitated by ill-health;
- d) is absent without apology from more than four meetings in a financial year; or resigns.

8. THE SEAL

- a) The Association may 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. The affixing of the seal shall be witnessed by any two of the chairperson, Secretary or Treasurer.

9. ANNUAL GENERAL MEETINGS

9.1 Annual general meetings

- (a) The Committee shall call and hold an annual general meeting as required by, and in accordance with the Act, and these Rules.
- (b) The order of the business at any annual general 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) consideration of the accounts and reports of the Committee and the auditor's report (if an auditor's report is required by the Act or these Rules);
 - (iii) the appointment of auditors (if required by the Act); and
 - (iv) any other business requiring consideration by the Association in general meeting.
 - (v) bi-annual general meeting will be held to appoint Committee members.

9.2 Special general meeting

The Committee may call a special general meeting of the Association at any time.

- a) Upon a requisition in writing of not less than 50% of the total number of 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.
- b) Every requisition for a special general meeting shall be signed by the President and Secretary shall state the purpose of the meeting.
- c) If a special general meeting is not convened within one month, as required by Rule 9.2 (a) 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 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.

9.3 Notice of general meetings

- a) Subject to Rule 9.2 (c), at least 21 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 a 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 email to the address appearing in the register of members.
- d) Where a notice is sent by post:
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e) Where a notice is sent by email, unless the contrary is proved, service will be taken to have been effected at the time at which the email is sent, provided that the Association does not receive any notification that the email was not correctly delivered to the addressee.

9.4 Proceedings at general meetings

- a) 8 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 of 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 Rule 7.3 (b), the President shall preside as chairperson at a general meeting of the Association.
- d) If the President is not present within five 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.

9.5 Voting at general meetings

- a) Subject to these Rules, every member including Committee members of the Association has only one vote at a meeting of the Association.

- b) 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.
- c) 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.

9.6 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 the meeting.

9.7 Special and ordinary resolutions

- a) A special resolution as defined in the Act
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8 Proxies

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.

10 MINUTES

- a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the Management Committee, shall be entered within one month after the relevant meeting in to minute books kept for the purpose.
- b) 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.
- c) 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, and that any appointments made at the meeting shall be deemed to be valid.

11.1 Financial year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

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.

11.2 (a) Prepare the financial report ready to be forwarded to the Tax Consultant. This report will be circulated with the notice of AGM. The current committee will amend the financial report to reflect any changes proposed by the general members, if any. The elected committee will forward the final financial report to the Tax Consultant and complete the Australian Tax Office requirements.

11.3 Expenditures

Approval of expenditures in conjunction with the President requires at least two signatures and /or a vote of the general membership to approve budget expenditures.

- (a) The treasurer is permitted to settle any bills/ invoices related to the expenditure towards fund raising projects with the approval of the President. Copies of such bills/ Invoices are to be recorded under the relevant project account file to assist with any audit queries.
- (b) The committee can commit to make any donation to an event/ organization to the limit of \$2000 per any organization in line with the 'Objectives of the Association', as defined by Clause 4.
- (c) Any amount exceeding the limit defined under the clause 11.3(b) shall be referred to the general membership or to at least four presiding members of the organization, nominated from AGM, for review and approval. The committee will decide whether the matter should be referred to the general membership or to the five (5) presiding members.
- (d) Any committee looking forward to donate more than the limit defined by 11.3(b) to an organization that already received this amount needs to refer to the matter to the general membership or to the five (5) presiding members.

11.4 Funds generating sources

- (a) The funds of the association are to be derived from donations, member fees and, are subject to any resolution passed by the association in a general meeting, any other sources that the committee determines.

- (b) All money received by the association must be deposited in the association bank account as soon as practicable and an appropriate receipt should be issued.

12 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

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) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15 RULES AND AMENDMENTS

- (a) These Rules may be altered by special resolution of the members of the Association. This includes rescission or replacement by substitute Rules.
- (b) The alteration shall be registered with the Office of Consumer and Business Affairs, 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 agree to be bound by all of the provisions thereof.
- (d) Any member may submit a proposal to amend this constitution.
- (e) Amendments to the constitution may be made according to the procedure below.

- i. Proposed amendments must be submitted 21 days in advance to Secretary of the Association; the amendment will be voted on at the following general meeting.
 - ii. Management Committee members and active members (as per 6.3 (c)) will be eligible to vote on any amendments.
 - iii. For amendments to pass, a 2/3 majority vote of members and officers present, provided there is a quorum, will be required.
 - iv. Passed amendments will be noted in the minutes and placed in the constitution. The revised constitution will be distributed to all members within two weeks.
- f) Amendments repeals may be made according to the following procedure.
 - i. Motions to repeal a constitutional amendment must be submitted in writing. No oral repeals are acceptable.
 - ii. For a repeal to pass, a 2/3 majority vote of members and officers present, provided there is a quorum, will be required.