**Reference A.**

**Constitution of the Hutt Street Traders Association Inc.**

 **1. Name**

 The name of the incorporated association is “Hutt Street Traders Association” herein noted at “HSTA”.

**2. Powers of the Association.**

The Association shall have all the powers conferred by Section 25 of the Act.

**3. Definitions**

 In this Constitution:-

“Hutt Street” relates to the length of the street between South Terrace and Pirie Street and bound by East Terrace and 300 metres west of Hutt Street from South Terrace to Pirie Street.

‘Constitution’ means the Constitution of HSTA made under the Associations Incorporation Act. 1985

Under this constitution:

“Annual General Meeting” (AGM) is the annual meeting for members to receive a financial report and to vote for committee members.

“General Meeting” is called by the committee for the meeting of members.

“Committee member” is a financial member elected to the committee at the AGM.

“Members” are financial and approved members of HSTA.

**4. HSTA objectives:**

It is the aim of HSTA - to support and promote businesses in order to increase commercial activity in Hutt Street.

**By**

3.1 Representing the interests of “for profit” businesses to the City of Adelaide and any other authoritative body.

3.2 Developing and promoting a brand synonymous with the streets’ ambiance and activity.

3.3 Enhancing the streets infrastructure and amenities.

3.4. Facilitating community events and street art works.

3.5 Supporting security and safety measures allowing free passage and measures to eliminate antisocial behaviour for businesses and visitors to Hutt Street.

3.6 Encouraging sustainability and environment initiatives.

**5. Membership**

**5.1 Membership classification:**

1. Small to Medium “for profit” Business Members whose businesses are in Hutt Street
2. ‘For profit” Corporation or Institutions whose businesses are in Hutt Street.
3. Property Owners who have commercial property situated in Hutt Street.
4. Honorary Members, at the discretion of the Committee being a representative of a Community Group representative; Adelaide City Councillors during the time they hold office as such or persons as approved and appointed by the Committee.

**5.2 Membership Entitlements:**

1. Business Members, Commercial Property Owner Members classification have the right to attend and if required to vote at General Meetings and the Annual General Meeting and through this process appoint a committee.
2. Honorary Members have the right to attend General Meetings and the Annual General Meeting but have no voting rights.

**6. Subscriptions**

 a) The Committee determines the subscription fee for each classification of membership annually as proposed at the Annual General Meeting.

b) Subscription fee is due and payable bi annually on 1 July of each year.

c) Outstanding subscriptions of a member of more than three months will cause cancellation of the membership.

d) Financial records and bank account details will be the responsibility of the Treasurer for presentation at each committee meeting.

e) Audited financial records are required to be presented by the Treasurer at the end of the determined financial year at which the Treasurer will also suggest an Auditor ( for approval) for the following financial year.

**7. Membership status:**

**7.1** **Application for membership**

 i) details of name, business name and address, preferred contact details, e-mail, business activity and date (of application) must be lodged with the Secretary.

ii) the application is accepted or denied at the discretion of the committee with the decision being dated and the applicant informed within 14 days.

**7.2** **Termination** will be activated if the member becomes ineligible under the Constitution or acts in a manner that brings the Association into disrepute. Appeal of the termination can be considered by the committee in consideration of the Constitution and with reference to the Act 1985. The findings of which would then be final.

**7.3 Resignation** of members need to be lodged with the Secretary and any debt against the members name is required to be settled.

**8. Committee – election**:

**a)** The election of nine members to form a committee is voted in at the AGM.

**b)** Nominations for committee are required to be lodged with the Secretary 7 days prior to the AGM and have registered the signature and name of the nominee and the proposer (being a member of HSTA).

**c)** At each AGM, all positions will be declared vacant and all retiring members become eligible for re-election. Future consideration by the HSTA may be made to limit the number of consecutive years held by any one person in the same position.

**d)** The election can be for either-

 i) members having no positions in the committee, that leaves it to the those elected, at the first meeting, to elect members to the executive positions.

or ii) executive positions of President, Vice President, Secretary, Treasurer and Public Officer with the balance being ordinary committee members. One committee member can be elected to two roles of the above excluding the President position.

**e)** Notice of appointment and any change of the Public Officer will be lodged with Consumer and Business Services. The Public Officer will have the custody of the Seal and record and present it when used on documentation.

**f)** Committee members can be disqualified if absent without good reason for more than three consecutive meetings; no longer a qualified HSTA member or in contravention of this constitution.

**9. Committee - duties:**

**a)** The business and finance of HSTA is managed and controlled exclusively by the Committee based on an agreed projected business plan. The borrowing powers of the Association is limited and regulated in accordance with a membership agreed business plan.

**b)** The committee is responsible for calling the AGM by notifying members three weeks before the chosen date. Notification shall included time, date, place, a call for nominations and a proposed agenda.

**c)** The format of the AGM requires opening address, apologies, presentation of previous AGM minutes, address of business arising (if not covered in other business), Presidents Report, Co-ordinators report (if appointed), Treasurers Report, Vacancy and election of the committee (independent adjudicator), Other Business on the Agenda and meeting closed. Further activities may be organised following the meeting.

**d)** An audited financial report is required at the AGM in accordance with the selected financial year and, if available, be circulated with the AGM notification. The appointment of an auditor will be considered with the Treasurers report.

**e)** The committee is responsible for calling General meetings and Special General meetings as it sees fit with regard to HSTA information, planning and any other relevant issues. Special General meetings are required to give notice of time, date and place along with reason for it being called and requires 25% of membership for a quorum. On the instance of either meeting being called further consultation of the Act maybe advised or required by the committee.

**f)** The committee is required to meet at least once every three months and has the discretion to determine the frequency and place of meeting.

**g)** The quorum for the committee meeting is half plus one of the total number on the committee.

**h)** Minutes of committee meetings recorded by the Secretary or appointed person are required to be a proper record of motions passed and information expressed for the benefit of the Association. Action required should be highlighted and the minutes distributed within one week of the meeting. All minutes for the AGM, Special, General and Committee meetings are recorded and kept in safe keeping by the Secretary.

**i)** The committee is able to appoint a sub-committee with guidelines to enable it to carry out certain activities for the benefit of HSTA. The sub-committee is required to give a report of progress as required by the committee.

**j)** Committee members are required to declare pecuniary interest in matters before the committee and HSTA.

**k)** In regard to disputes with the Association, the committee, if unsuccessful in mediating, will seek advice from an agreed third part for a resolution.

**10. Indemnity:**

a) HSTA as an Association indemnifies any committee and appointed subcommittee member against liability incurred in the pursuit of the approved activities of the Association.

b) HSTA as an Association will take out policy insurance for committee members acting in accordance with their responsibilities.

c) Volunteers assisting the Association will be required to fill out a form regarding personal responsibility and limited liability when active on behalf of the Association. A list of volunteers will be recorded with the Secretary.

**11. Winding up and closure:**

By Special resolution the Association may seek to be dissolved by a vote taken by members at a Special General meeting that is subject to the Act. The distribution of assets and liabilities are to be tabled at the meeting for agreement prior to a vote being taken.

Under the Act the appropriate authorities are notified within one month of the meetings decision to dissolve.

This is the annexure marked “A” referred to in the statutory declaration of

 ………………………………………………………………….

made on the …………………….. of ……………………………… in 2018

Before me:

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