

PROSPER AUSTRALIA® INCORPORATED

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CONSTITUTION AND RULES

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1 NAME

The name of the organization shall be “Prosper Australia Incorporated”, hereafter referred to as “Prosper Australia”.

2 OBJECTS

The object of Prosper Australia is to further public knowledge of the teachings and economic principles of Henry George, as set forth in his book “*Progress and Poverty*” and other of his writings.

3 MEMBERSHIP

a/ Prosper Australia shall consist of those persons who declare themselves to be in sympathy with its objects, who have been formally accepted at a meeting of the executive committee, and who have paid their annual membership fee.

b/ The membership fee shall be as set from time to time by the members at a General Meeting.

c/ A member who remains unfinancial for a period of two years shall automatically cease to be a member

d/ Prosper Australia shall provide for the keeping of a register of the names and address of members.

e/ Where a member’s behaviour is considered to be inimical to the rules or wellbeing of Prosper Australia, the executive committee may by resolution:

i Suspend the person from membership for a specified period; or, ii Expel the person from membership of Prosper Australia.

f/ Such resolution described as described in e/ above requires that:

- i. The Secretary has given written notice to the member setting out the resolution of the executive committee and the grounds on which it based; and,
- ii. Stating that the member, or his or her representative, may address and be heard by the executive committee at a meeting held not earlier than 14 days or later than 28 days after the notice has been given to the member; and,
- iii Stating the date, time and place of that meeting; and,
- iv. Informing the member that he/she may either, or both, attend the meeting and give the executive committee (before the date of the meeting) a written statement seeking revocation of the resolution; and,
- v. Informing the member that, if at that meeting, the executive committee confirms the resolution, he or

she may, not later than 48 hours after that meeting, give the Secretary

- a notice that he/she wishes to appeal against the resolution to a Special General Meeting of Prosper Australia.

g/ If the Secretary receives from the member such a notice to convene a Special General Meeting, the Secretary shall notify the executive committee, and the executive committee must convene a Special General Meeting within 21 days of the Secretary having received the notice. At the Special General Meeting:

- i. No other business than the appeal may be conducted; and,
- ii. The executive committee may place the grounds for the resolution and reasons for passing it before the meeting; and,
- iii. The member or his/her representative must be given an opportunity to be heard: and,
- iv. The members present must vote by secret ballot on whether the resolution is confirmed or revoked; and'
- v. Not less than two-thirds of the members must vote in person or by proxy in order for the resolution to be confirmed.

h/ Where disputes arise between members, or between a member and Prosper Australia, the parties to the dispute must meet within 14 days of the dispute coming to the attention of all of the parties, in order to attempt to resolve the dispute.

- i. If at such meeting resolution of the matter is not achieved, or if one party fails to attend, then the parties must meet within the presence of a mediator chosen by agreement between the parties. A member of Prosper Australia who is not party to the dispute may be a mediator.
- ii. Failing agreement between the parties as to a mediator, a mediator shall be chosen by the executive committee.
- iii. Where the dispute is between a member and Prosper Australia, a professional mediator will be engaged.
- iv. The parties must attempt to settle the dispute in good faith by mediation, and the mediator must give every opportunity to the parties to be heard; and,
- v. The mediator shall allow due consideration by all parties of any written statement submitted by any party; and,
- vi. The mediator shall ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and,
- vii. The mediator must not determine the dispute.

If mediation does not resolve the dispute, the parties may resolve the dispute in accordance with the Act or, otherwise, at law.

4 PROVISION FOR TRADING

Prosper Australia is a body duly authorised to trade under Section 51 of the Association Incorporations Act 1981.

5 FUNDS

The funds and property of Prosper Australia shall be derived from annual subscriptions, donations, business conducted under its trading name and from any such other legal source as the executive committee determines from time to time,

and shall be applied solely to the promotion of the objects of Prosper Australia. Funds shall not be paid or transferred in any way to its members. This shall not prevent payment in good faith of remuneration to any officer/s of Prosper Australia or to any member in return for any services actually rendered, or goods actually supplied, in the ordinary way of business to Prosper Australia.

6 DISSOLUTION

In the event of dissolution of Prosper Australia, if there remains any property after the satisfaction of all debts and liabilities, it shall not be paid to nor distributed among members, but given or transferred to the Henry George Foundation of Australia, or, if that body shall be no longer extant, a body with similar charitable and Georgist educative objects, which also prohibit distribution of income and property among members to a similar extent as is imposed by Clause 5 of this constitution. Such determination to give or transfer shall be made by members of Prosper Australia before dissolution, or, in default, by a Judge of the Supreme Court of Victoria who has or acquires jurisdiction in the matter. The winding up will be held in accordance with the Association Incorporations Act 1981.

The provisions for trading and for winding up contained in the rules shall not be altered without the consent of the Minister.

7 ALTERATIONS TO CONSTITUTION AND RULES

a/ Alterations may be made to the Constitution and Rules at the Annual General Meeting, or at a Special Meeting called for the purpose. Notice of Motion must be given in writing to the Secretary not less than 21 days before such a meeting.

b/ Notice of proposed alterations and, where applicable, the relevant existing wording, shall be sent to Members, together with the details of the time and place of the meeting, at least 14 days prior to the meeting.

c/ Members unable to attend an Annual General Meeting or a Special General Meeting may lodge a vote by proxy in the form shown at Clause 8.

d/ The proposed alterations shall become effective by being carried by a majority of 75% of the votes.

e/ Any proposed alteration shall be debated on its merits, and no amendment shall be accepted.

8 FORM OF PROXY VOTE

Except as specifically provided in Clause 3(e), a member may appoint another member to represent him/her as his/her proxy, and to vote on his/her behalf at either an Annual General Meeting or at a Special General Meeting, in the following written form:-

PROSPER AUSTRALIA INCORPORATED

I hereby appoint.....or failing that person being present, the
Chairperson of the meeting, as my proxy, to vote for me and on my

behalf on(date) or at any adjournment of that meeting.

If I do not strike out one of the following, my proxy may vote as he or she thinks fit:

I favour/ am against the proposed resolution.

(Name).....

BLOCK LETTERS

(Signature) (Date).....

To be valid, the proxy form must be completed and in the hands of the Secretary prior to the commencement of the Annual General Meeting or Special General Meeting.

9 CONTROL

a/ The affairs of Prosper Australia shall be managed by an Executive Committee of no less than nine and no more than 13 members.

b/ The Executive Committee shall appoint a President, a Vice President, a Treasurer and a Secretary from among their number. No member shall hold more than one of these offices simultaneously. If the Executive is unable to appoint a Secretary under this Clause, it shall secure an appointment under Clause 11(b)

c/ No person shall hold a seat on the Executive whilst a paid Officer of Prosper Australia.

10 EXECUTIVE COMMITTEE

a/ Members of the Executive shall be elected at the Annual General Meeting by a poll of members present at the AGM and proxy votes received by the Secretary seven days prior to the AGM.

b/ Nominations shall be made in writing and signed by two Members and the Nominee. They shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting. Only a financial Member may be a Nominee.

c/ The outgoing Executive shall appoint three persons to conduct the poll.

d/ If vacancies occur, the ballot papers which nominated the Executive shall be examined in order to determine, and invite to the Executive, those unelected Members with the next greatest quota of votes. Should no such Member be able to fill the vacancy/vacancies under this procedure, the Executive may then appoint other Member(s) willing to fill the vacancy/vacancies for the unexpired portion of the period of office.

e/ No Member shall be eligible for election to the Executive unless she/he has been a Member for a minimum of two years immediately prior to the date of the election, of a Georgist organisation recognized as such by the Henry George Foundation of Australia. An exception may be made by a vote of the majority of the Executive Committee.

11 POWERS OF THE EXECUTIVE

a/ Subject to direction by a General Meeting of Members, the Executive shall have full control of the work and finances of Prosper Australia, and of the relevant books, documents and securities.

b/ the Executive shall have power to appoint an unelected person as a Secretary (either paid or honorary) to appoint Committees and Sub-Committees, to engage employees and fix their remuneration, and to terminate such engagements and appointments.

c/ It shall have custody and control of the official journal of Prosper Australia.

d/ All financial transactions shall be authorised and signed by any two members of a panel appointed by the Executive for the purpose. Apart from discretionary appointment of a member of the office staff, members of the panel shall be appointed from members of the Executive.

e/ It shall furnish reports of its work to Annual General Meetings of Members

f/ It may declare a seat vacant, should any Member of the Executive be absent without satisfactory reason for three consecutive meetings.

g/ A quorum shall consist of five Members.

12 COMMON SEAL

The Executive shall provide for the safe custody of the Seal which shall only be used by the authority of the Executive, and every instrument to which the Seal is affixed shall be signed by an Executive Member and shall be countersigned by the Secretary or a second Executive Member.

13 ANNUAL GENERAL MEETINGS

a/ The financial year shall end on 31 March, and the Annual General Meeting of Members shall be held during the month of May, or such other time as advised.

b/ Notice of the Annual General Meeting will be sent to members at least 14 days in advance by email or post to the address appearing in the register of members.

c/ A quorum shall consist of ten (10) members.

14 SPECIAL GENERAL MEETINGS

a/ A Special General Meeting of members may be called by the President when the interests of Prosper Australia appear to him/her to so warrant.

b/ A Special General Meeting shall also be called upon receipt by the Secretary of a requisition signed by not less than twelve Members. Such Special General Meetings shall be held not later than six weeks after receipt of the requisition. The period between Christmas and the end of January may be disregarded in calculating the six week period.

c/ Notice of a Special General Meeting will be sent to members at least 21 days in advance by email or post to the address appearing in the register of members.

d/ A quorum shall consist of ten (10) members.

15 CONDUCT OF MEETINGS

- a/ Meetings shall be controlled by the Chairperson in accordance with rules of procedure that are fair and reasonable.
- b/ A member who has been unfinancial for six months or more may not, while continuing to be unfinancial, vote at meetings or appoint proxies or sign nomination forms for election to the Executive Committee.

16 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- a/ Except as otherwise provided in these Rules, the Secretary must keep in his or her custody, or under his/her control, all books, documents and securities of Prosper Australia.
- b/ All accounts, books, securities and any other relevant documents of Prosper Australia must be available for inspection free of charge by any member upon request.
- c/ A member may request a copy of any accounts, books, securities and any other relevant documents of Prosper Australia, which will be clearly watermarked as a 'COPY'.