

**CONSTITUTION OF NORTHBRIDGE
PROGRESS ASSOCIATION
INCORPORATED**

Reg No: Y08048-28

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Preamble Objects and purpose of association

1. The objects for which the association is established are:
 - (a) To preserve or improve for its residents, the amenity and environment of the suburb of Northbridge;
 - (b) To affiliate with, establish, promote or assist in establishing or promoting any other association or body whose objects are substantially similar to the objects of the association or the establishment, promotion or assistance of which may be beneficial to the association;
 - (c) In promotion of the objects of the association to maintain and pursue discussion in matters of business on a non-sectarian and non-political basis;
 - (d) To do any of the foregoing matters or things either alone or jointly or in co-operation with any government or other authority, institution, company or person as the association may consider proper; and
 - (e) To do all such other things as the association deems to be directly or indirectly incidental or conducive to the attainment of any or all of the above objects.

Part 1 Preliminary

1 Definitions

(1) In this constitution:

Associate member has the meaning in accordance with clause 2a.

association means Northbridge Progress association Incorporated
Registered No: Y08048-28;

By-law means any by-law made in accordance with clause 13 and any by-laws already in existence.

Circulation Resolution has the same meaning as that outlined in the Corporations Act.

Committee means the Management Committee of the association. The Committee consists of the Committee Members.

Committee Member means a member of the Committee appointed in accordance with this Constitution.

Corporations Act means the *Corporations Act (Cth) 2001*.

Councillor means an elected representative of the Council for the Local Government area in which the suburb of Northbridge is situated.

Delegates means delegates of the association to the Federation of Willoughby Progress Associations Incorporated and delegate has a similar meaning.

Director-General means the Director-General of the Department of Fair Trading.

Law means the Associations Incorporation Act 2009 and the Regulations made thereunder as amended from time to time.

Member means a member of the association in accordance with clause 2.

Members Present means, in connection with a meeting, the members present in person at the venue or venues for the meeting or by proxy, or attorney.

Northbridge means and includes the suburb of Northbridge in New South Wales, with Post Code 2063

Office Bearers consist of a President, two Vice-Presidents, Secretary and Treasurer.

Prescribed Rate means the base rate charged by the association's principal banker to corporate customers from time to time in respect of overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days.

Public Officer has the meaning given in the Law.

Ratepayer means a person holding a beneficial interest in real estate within the suburb of Northbridge upon which Council rates are levied.

Resident is someone who lives in Northbridge.

Rules has the same meaning as a Clause of the Constitution.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no person holds that office - the Public Officer of the association.

Special General Meeting means a general meeting of the association other than an Annual General Meeting.

Special Resolution has the meaning provided in clause 33.

the Act means *the Associations Incorporation Act 2009*.

the Regulation means *the Associations Incorporation Regulation 2016*.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under *the Act*.

Part 2 Membership

2 Membership

- (1) A person is eligible to be a member of the association if:
 - (a) they are a natural person, and
 - (b) they are a *ratepayer* or *resident*, and
 - (c) they have applied for, and been approved for, membership of the association in accordance with clause 3
- (2) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of *the Act* was made.
- (3) Subject to the other clauses of this Constitution and to any By-law being in force and made by the Committee, all members of the association shall be entitled to use the premises and property of the association but at such charges, and on such conditions, if any, as the Committee in its discretion shall from time to time determine.

2a Associate membership

- (1) A person who is not a resident of Northbridge may apply to be an *Associate member* of the association.
- (2) An Associate member has the right to attend meetings of the association but does not have the right to:
 - (a) vote at a meeting, or
 - (b) stand for election to the Committee.

3 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must specify whether the application is for *Membership* or *Associate membership*;
 - (b) must be made in writing (which includes email or other electronic means) in the form determined by the Committee, and
 - (c) must be lodged with the Secretary of the association
 - (d) be accompanied by the applicable membership fee.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and
 - (b) if the Committee rejects the application the fee will be refunded.
- (4) If the application is approved by the Committee, the Secretary must enter or cause to be entered the applicant's name in the register of members and, on

the name being so entered, the applicant becomes a member or associate member of the association (as the case may be).

4 Cessation of membership

- (1) A natural person ceases to be a member of the association, and their name will be removed from the register of members if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association,
 - (d) becomes bankrupt;
 - (e) in the Committee's sole view ceases to be eligible for membership (and such membership ceases immediate on the passing of a resolution of the Committee and without refund of fees); or
 - (f) fails to pay the annual membership fee under clause 8 (2).
- (2) Notwithstanding clause 4(1) the Committee has absolute and unfettered discretion to reinstate or refuse to remove from the register the name of a member where the annual membership fee has not been paid and on such terms as the Committee thinks fit.

5 Membership entitlements not transferable

Membership entitlements are not transferable unless approved by the Committee.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by giving to the Secretary written notice of the member's intention to resign.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The Secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members may be inspected, by any *member* of the association.

- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of *the Act* or *the Regulation*.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) The joining fee (if any) and annual subscription payable by either members or Associate Members of the association shall be as prescribed by the Committee from time to time and at least 4 weeks before it is due each 1 January in following year.
- (2) The annual subscription period will commence on 1 January in each year and annual subscriptions will be due and payable on 1 January in each year in advance or at such other time or times, including by instalments, as the Committee may determine.
- (3) Notwithstanding anything contained in this clause, the Committee may at its discretion determine either generally or in a particular case what proportionate part of the annual subscription shall be payable by a member elected during any year.

9 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (or any successor to that Act.)
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* (or any successor to that Act.) applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- (1) A member or Associate member may appeal to the association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or associate member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the disciplined member or associate member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association. The decision of the members in general meeting is final.

Part 3 The Committee

13 Powers of the Committee

Subject to *the Act*, the Regulation, this constitution and any resolution passed by the association in general meeting, the Committee:

- (a) is to control and manage the affairs of the association; and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association: and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the association, including the appointment of Delegates; and
- (d) Shall have power from time to time to make By-laws as it sees fit for the conduct of the affairs of the association.

14 Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the Office-Bearers of the association,
 - (b) at least 3 Committee members, and
 - (c) who are ordinary residents of Northbridge,each of whom is to be elected at the annual general meeting of the association under clause 15 and in compliance with section 28(2) of *the Act*.

- (2) The total number of Committee members is to be a maximum of 10. Such number to be determined at the Annual General Meeting.
- (3) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) The maximum number of consecutive terms for which the president may hold office is 4 years. The maximum number of consecutive terms for which other office-bearers may hold office is 6.
- (5) Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (6) An auditor appointed by the association shall not be a member of the Committee or closely related to a member of the Committee.

15 Election of Office Bearers and other Committee members

- (1) Nominations of candidates for election as Office-Bearers of the association or as other Committee members:
 - (a) must be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the association at least 1 day before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Office-Bearers and other Committee members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs, and otherwise by a show of hands and is to be agreed to by Special Resolution.
- (7) A person nominated as a candidate for election as an Office-Bearer or as other Committee member of the association must be a member of the association.

16 Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of Committee members

- (1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining Office Bearers chosen by the members present at the meeting is to preside.

21 Appointment of association members as Committee members to constitute quorum

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the association as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at Committee meetings

- (1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Committee to sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of the member or members of the association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by *the Act* or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting (so long as there is a quorum).
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.
- (5) The Committee may pass a resolution without holding a meeting if all Committee members approve the resolution by signing the resolution (circulation resolution).

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under *the Act*.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of *the Act*.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to *the Act* and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect Office-Bearers of the association and other Committee members,

- (d) to receive and consider any financial statement or report required to be submitted to members under *the Act*.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The Committee must, on the requisition of at least 5% of the total number of members, convene a Special General Meeting of the association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the association, the Secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Eight (8) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A resolution/question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - (b) a written ballot, if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of *the Act*.

34 Voting

- (1) On any question arising at a general meeting of the association a member entitled to vote has one vote only.
- (2) A member is not entitled to vote at any general meeting of the association, unless all monies due and payable by the member to the association have been paid prior to the meeting being held.
- (3) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (4) In the case of an equality of votes on a show of hands or on a poll the chairperson of the meeting has a casting vote in addition to any vote to which the chairperson may be entitled as a member.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A committee or general meeting may be held at 1 or more venues using any technology approved by the Committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of the association who participates in a committee or general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 *Previous rules superseded*

- (1) This constitution supersedes the rules of the association which were taken to be the association's rules in force immediately before the adoption of this Constitution.

39 *Transitional*

- (1) Everything done under the previous rules of the association continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular:
 - (a) every Committee member, Officer Bearer, Public Officer and Auditor in office immediately before adoption of this constitution is taken to have been appointed and shall continue in office under this constitution;
 - (b) Every member of the association at the date of adoption of this Constitution is taken to continue to be a member under this Constitution;
 - (c) any Seal adopted by the association before the adoption of this Constitution is taken to be a Seal properly adopted under this Constitution; and
 - (d) any by-laws in force under the previous rules continue in force until amended or deleted by the Committee.

40 *Actions authorised under the Law and compliance with the Law*

- (1) Where the Law authorises or permits an incorporated association to do any matter or thing if so authorised by its rules, the association is and will be taken by this clause to be authorised or permitted to do that matter or

thing, despite any other provisions of this Constitution.

- (2) No addition, alteration or amendment to this Constitution will be effective unless such addition, alteration or amendment is carried out in accordance with the Law.

41 Insurance

- (1) The association may effect and maintain insurances.

42 Funds - source

- (1) The funds of the association are to be derived from joining fees and annual subscriptions of members, donations, advertising fees from the association's Newsletter (*The 202*) and, subject to any resolution passed by the association in general meeting, any other sources that the Committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds – management - audit

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (3) The association may use electronic banking provided that the relevant payment portal or system is provided by an authorised deposit taking institution registered under the *Banking Act 1959* (cth) and requires all payments or fund transfers to be approved by 2 authorised signatories.
- (4) Appropriate books of account and records of the association are to be maintained by the Committee.
- (5) Subject to subclause (6) hereof, notice of the intention to nominate an auditor to replace any current auditor shall be given to the Secretary at least twenty one days before the annual general meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and if that person so wishes to be heard at such annual general meeting, speak at such annual general meeting.
- (6) Where the current auditor of the association submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, subclause (5) hereof shall not apply.

44 Income and Property

- (1) Subject to subclauses 2 and 3, the profits (if any) or other income and property of the association must be applied solely towards the promotion of the objects of the association and no portion of it may be paid or

transferred, directly or indirectly, to any member of the association whether by way of dividend, bonus or otherwise.

- (2) Nothing in subclause 1 prevents any payment in good faith by the association of:
 - (a) reasonable and proper remuneration to any member for any services actually rendered or goods supplied in the ordinary and usual course of business to the association;
 - (b) the payment or reimbursement of out-of-pocket expenses incurred by a member of the association on behalf of the association where the amount payable does not exceed an amount previously approved by the Committee or Members of the association;
 - (c) reasonable and proper rent for premises let or demised by any member of the association to the association;
 - (d) moneys to any member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and is not more than an amount which commercially would be reasonable payment for the service; or
 - (e) interest at a rate not exceeding the Prescribed Rate on money borrowed from members of the association.
- (3) The association must not pay fees to Committee Members but the association may make payments in good faith for.
 - (a) the payment or reimbursement of out-of-pocket expenses incurred by a Committee member in the performance of any duty as Committee member where the amount payable does not exceed an amount previously approved by the Committee;
 - (b) moneys to any Committee member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or the person's firm or employer where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and is not more than an amount which commercially would be reasonable payment for the service;
 - (c) any salary or wage due to the Committee member as an employee of the association where the terms of employment have been approved by the Committee;
 - (d) an indemnity, exception, insurance premium or payment for legal costs as referred to in s212 of the Corporations Act;

45 Distribution of property on winding up of association

- (1) Subject to *the Act* and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of *the Act* provides for distribution of surplus property on the winding up of an association.

46 Change of name, objects and constitution

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of *the Act* is to be made by the public officer or a Committee member.

47 Custody of books etc

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the association, in the custody of the Secretary or a member of the association (as the Committee determines), or
 - (b) if the association has no premises in the custody of the Secretary.

48 Inspection of books etc

- (1) The following documents may be inspected by a member of the association:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

49 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50 Financial year

- (1) The financial year of the association is:
 - a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
 - b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

51 association is non-profit

- (1) Subject to *the Act* and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

PART 6 Additional Rules Applicable to Charities

52 Application of Part

- (1) This Part applies where the association is registered under or is exempted from registration by or under the Charitable Fundraising Act 1991.

53 Compliance with Charitable Fundraising Act, 1991

- (1) The association shall comply with such of the provisions of the *Charitable Fundraising Act 1991* and the regulations made thereunder as are appropriate to the association.
- (2) Nothing contained in paragraph (1) hereof shall require the association to be registered under the *Charitable Fundraising Act 1991* by reason of the association trading or securing pecuniary gain for members in terms of or by reason of those matters referred to in the Law including a pecuniary gain for members which is of a class prescribed for the purposes of the Law by the Regulation.
- (3) Without limiting the generality of paragraphs (1) and (2) hereof the association shall not be taken to infringe the prohibition against trade engaged in for a charitable purpose within the meaning of the *Charitable Fundraising Act 1991* in circumstances where the provisions of Regulations remain in full force and effect.

54 Notification of Proposed Alteration of Rules

- (1) A proposed alteration of the Constitution or of the statement of objects of the association shall be notified to the Minister administering the *Charitable Fundraising Act, 1991*, in the manner required by the regulations under that Act.

This page and the preceding twenty four (24) pages is the document, for the purposes of identification signed by the Chairperson, as tabled by the Chairperson at the Special General Meeting of members of the Northbridge Progress Association Incorporated, held on the 7th day of June 2017 and convened pursuant to a Notice of Special General Meeting dated the 16th day of May 2017 signed by the Secretary, containing an item of Special Business within such Notice, to consider and if thought fit, pass as a Special Resolution, that the current rules of the association be:

1. rescinded; and
2. replaced by a new constitution of association, as presented, which would comply with the requirements of the Associations Incorporation Act 2009 No. 7.

Dated at Northbridge this 7th day of June 2017

Robert Coote (President)
Chairperson