

ASSOCIATIONS INCORPORATION ACT 1984

CONSTITUTION OF

CASTLECRAG PROGRESS ASSOCIATION INC. (1992 and as amended 2 July 2004, and 22 April 2015)

NAME: The name of the association shall be "Castlecrag Progress Association Inc."

CONTINUITY: To maintain continuity of the intent of the original Association formed in 1925 the Castlecrag Progress Association Inc shall be deemed to reflect the Constitution of the Association prior to incorporation.

PART I PRELIMINARY

Upon incorporation under the Associations Incorporation Act, 1984 the Castlecrag Progress Association Inc. shall be deemed to have adopted the Model Rules for the incorporation of associations with minor variations as the basis on which the Association would operate.

1.1 INTERPRETATION

In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

"ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 13(2);

"secretary" means -

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985.

In these rules:

- 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 where the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act, 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act

1.2 OBJECTIVES

- (1) To do everything possible to promote and further the interests of the district of Castlecrag as defined in Rule 1.3 or such other nearby area where it is possible that benefit could accrue to the advantage of the district and could enhance and stimulate the community life of residents of Castlecrag and environs and
- (2) To conserve the natural and human heritage of Castlecrag for the benefit of future generations.

1.3 BOUNDARIES

The District of Castlecrag shall be the area bounded by properties on the southern side of Moratai Crescent extending across Eastern Valley Way to the junction with Windsor Road, the properties on the western side of Windsor Road to Edinburgh Road, the properties on the northern side of Edinburgh Road to Eastern Valley Way,

the properties on the western side of Eastern Valley Way to Sugarloaf Crescent, the properties on the northern side of Sugarloaf Crescent, both sides of Lincoln Avenue and all the area east thereof to the waters of Middle Harbour.

PART II MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the association if, but only if -

- (a) the person was a current member of the Castlecrag Progress Association prior to Incorporation; or
- (b) the person is a natural person who is -
 - (i) a resident or ratepayer of the area designated in Rule 1.3, being over the age of 18 years and is otherwise eligible for membership; and
 - (ii) has sought membership of the association as provided by Rule 3; and
 - (iii) has been approved for membership of the association by the committee of the association.

3. APPLICATION FOR MEMBERSHIP

3.1 ORDINARY MEMBERSHIP

- (1) The payment to and receipt by the treasurer of the first annual membership fee as determined at each annual general meeting or otherwise by Special Resolution by a person/s living within the boundaries prescribed in Rule 1.3 and eligible for membership in terms of Rule 2 shall constitute an application for membership.
- (2) The committee may, not later than three months from the date of such receipt approve or reject such application for membership and if rejected the fee received by the treasurer shall be refunded not later than one month after the date of such rejection.
- (3) Upon receipt of the first membership fee in terms of paragraph (1) of this Rule and provided the fee is not refunded in terms of paragraph (2) of this Rule, the applicant/s name/s shall be entered in the register of members.
- (4) Two months membership is obligatory for a member to be eligible to vote.
- (5) The payment and receipt by the treasurer of the first annual membership fee as determined in paragraph (1) of this Rule by a person/s outside the boundaries as prescribed in Rule 1.3 shall constitute an application for membership but membership shall be contingent on the committee being satisfied that such person/s has/have demonstrated a genuine and long standing interest in the association or for other good and sufficient reason, otherwise the application for membership shall be rejected and the fee received by the treasurer shall be refunded not later than one month after the date of such rejection.

3.2 HONORARY LIFE MEMBERSHIP

- (1) Any member of the association who has been a financial member thereof for more than ten years and who has rendered extraordinary service to it may be nominated for Honorary Life Membership, the proposed appointment to be by way of Notice of Motion and carried by simple majority of members present at the relevant meeting.
- (2) Any member of the association admitted as a Member in terms of Rule 3.1 paragraph (5) may be nominated for Honorary Life Membership and the provisions of paragraph (1) of this Rule shall apply accordingly

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the association if the person -

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the association; or
- (d) has not renewed membership by 30th June each year but upon payment of outstanding fees at any time up to the following 31st January, membership shall be restored.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the association -

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

6. RESIGNATION OF MEMBERSHIP

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to paragraph (2), and in every other case where a member ceases to hold membership, the secretary shall 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 public officer of the association shall establish and maintain a register of members of the association specifying the name and 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 shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

8. FEES, SUBSCRIPTIONS, ETC

- (1) A member of the association shall, upon admission to membership, and thereafter annually, pay to the association a fee which is determined at each annual general meeting or otherwise by Special Resolution of which notice has been given in terms of Rule 25 paragraphs (1) or (5) or (6).

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 cost, 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 Rule 8.

10. DISCIPLINING OF MEMBERS

- (1) Where the committee is of the opinion that a member of the association -
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,the committee may, by resolution -
 - (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under paragraph (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under paragraph (3), confirms the resolution in accordance with this rule.

- (3) Where the committee passes a resolution under paragraph (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in paragraph (3), the committee shall -
 - (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under paragraph (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (6) A resolution confirmed by the committee under paragraph (4) does not take effect -
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to Rule 11(4).

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under Rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under paragraph (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within two months after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under paragraph (2),
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III THE COMMITTEE

12. POWERS, ETC., OF COMMITTEE

The committee shall be called the committee of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting -

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association;
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association including the writing off of any moneys or fees due to the association; and
- (d) has power to co-opt up to two further committee members

13. CONSTITUTION AND MEMBERSHIP

- (1) Subject to Rule 12(d) and in the case of the first members of the committee to section 21 of the Act, the committee shall consist of -

- (a) the office-bearers of the association; and
- (b) seven ordinary members,

each of whom shall be elected at the annual general meeting of the association pursuant to Rule 14.

- (2) The office-bearers of the association shall be -

- (a) the president;
- (b) the vice-presidents (two);
- (c) the treasurer; and
- (d) the secretary.

- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (4) 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 shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

14. ELECTION OF MEMBERS

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee shall be made at the annual general meeting by two members of the association and with the consent of the nominee.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated may be deemed to be elected if members agree by simple majority at the annual general meeting.

- (3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected if members agree by simple majority at the annual general meeting.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

15. SECRETARY

- (1) The secretary of the association shall, 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 of -

- (a) all appointments of office-bearers and members of the committee;

- (b) the names of members of the committee present at a committee meeting, to ensure that members at all general meetings sign the attendance book and that the number so present are recorded in the minutes;
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the secretary following the notation on the final page "Minutes prepared by" and the chairperson of the next relevant meeting below the notation "Confirmed" if such was the decision.
- (4) The secretary shall -
- (a) issue notices of meetings;
 - (b) conduct all correspondence;
 - (c) during the unavoidable absence of the treasurer receive any moneys issue receipts and hand the moneys to the treasurer as soon as possible or deposit the moneys to the association's cheque account;
 - (d) hand over all official records to his/her successor on relinquishing office;
 - (e) carry out all such other duties as are consistent with such office.
- (5) The duties of secretary relative to the keeping of minutes or conduct of correspondence may be delegated at any time by decision of the committee or members in general meeting.

16. TREASURER

It is the duty of the treasurer to ensure that:

- (a) all moneys due to the association are collected and received and that all payments authorised by the association are made;
- (b) correct books of account and accounting records are kept showing the financial affairs of the association including full details of all receipts and payments connected with its activities;
- (c) moneys, receipts and banking : the treasurer shall receive all moneys on behalf of the association and give receipts for all moneys received in cash but in respect of moneys received by cheque the issue of an official receipt shall not be obligatory provided adequate details are entered in respect of each such remittance in the receipts cash book and bank deposit book but in any case not longer than seven days after collection lodge all moneys to the credit of the association's appropriate account with its bankers or other financial institution as directed by the committee or members in general meeting;
- (d) cheques : the treasurer shall sign all cheques in conjunction with the secretary or other committee members as may be appointed in that behalf from time to time by the committee for payment of all accounts and expenses passed for payment by the committee or members in general meeting, or as provided in Rule 35 paragraph (2);
- (e) the treasurer shall keep such books of account and accounting records as may be necessary to properly and correctly record the financial affairs of the association and produce such books etc., together with the association's bank pass book/s or similar record/s and make a report on the finances at each committee meeting and general meeting or as may be required otherwise;
- (f) the treasurer shall present such books of account and accounting records to the auditor for auditing as soon as possible after 31st December each year but not later than 3rd February in each year;
- (g) the treasurer shall present to each annual general meeting a statement of receipts and payments for the financial year in such form as the treasurer and the auditor agree is appropriate;
- (h) the treasurer shall hand over all official records to his/her successor on relinquishing office;
- (i) the provisions of this Rule shall apply to the treasurer of any sub-committee or as may be directed by the committee.

17. CASUAL VACANCIES

For the purposes of these rules a casual vacancy in the office of a member of the committee occurs if the member -

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

18. REMOVAL OF MEMBER

- (1) The association in a 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) Where a member of the committee to whom a proposed resolution referred to in paragraph (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 they 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.

19. MEETINGS AND QUORUM

- (1) The committee shall meet at least three times in each period of twelve months at such place and times as 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 shall be given by the secretary to each member of the committee at least forty-eight hours (or such other period as may unanimously be agreed upon by members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under paragraph (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting agree by simple majority that such business warrants attention.
- (5) The number of committee members to constitute a quorum for the transaction of the business of a meeting of the committee shall be $n/2 + 1$ (a majority) where n = the number of members of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the appointed time for the commencement of a committee meeting a quorum is not present the meeting may proceed but any emergent action that the meeting considers desirable to be taken shall be submitted at the next committee meeting for ratification.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee -
 - (a) the president or, in the president's absence, a vice-president shall preside; or
 - (b) if the president and the vice-presidents are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument in writing, or appropriate minute approved in general meeting, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument or appropriate minute approved in general meeting, 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 rule 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 section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation or appropriate minute approved in general meeting.
- (4) Notwithstanding any delegation under this rule, 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 rule 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 or appropriate minute approved in general meeting, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The committee shall appoint a convener or secretary for each sub-committee who shall report at each general meeting.
- (9) The president of the association shall be a member ex-officio of each sub-committee and in his/her absence a vice president shall act in his/her stead.

21. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (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 Rule 19(5), the committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV GENERAL MEETINGS

22. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting -
 - (a) within the period of eighteen months after its incorporation under the Act; and
 - (b) within the period of two months after the expiration of the first financial year of the association.
- (3) Paragraph (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

23. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as 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 shall be -
 - (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 upon the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

23A ORDINARY GENERAL MEETINGS

Ordinary general meetings shall be held every two months or as directed by members in annual general meeting or ordinary general meeting.

24. SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) 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 one 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 three months after that date.
- (5) A special general meeting convened by a member or members as referred to in paragraph (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

25. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall as soon as possible before the date fixed for the holding of the general meeting, cause to be published in the association's newsletter "The Crag", a notice specifying the place, date and time of the meeting and shall if convenient notify in such newsletter the place, date and time of general meetings for the following months or give notice as specified in paragraph (5) or (6) of this rule.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, as soon as possible before the date fixed for the holding of the general meeting, cause notice to be published in the manner provided in paragraph (1) specifying, in addition to the matter required under paragraph (1), the intention to propose the resolution as a special resolution.
- (3) Any business other than that specified in the notice convening a general meeting may be transacted at the meeting including in the case of an annual general meeting, business which may be transacted pursuant to Rule 23(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 shall include that business in the agenda for the next general meeting.

- (5) If due to unforeseen circumstances notice of a general meeting, whether the business proposed to be dealt with requires a special resolution or not, cannot be given in terms of paragraph (1) of this rule, the secretary shall endeavour to notify by telephone, email, mail, or other suitable method of communication, those members who attended the last general meeting and such other members as the president may nominate.
- (6) If for any reason publication of the association's newsletter "The Crag" should cease, temporarily or permanently, the committee shall decide the best and most appropriate means of giving notice of future meetings of the association.

26. PROCEDURE AND QUORUM

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules 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 if convened upon the requisition of members in terms of Rule 24 paragraph 2 shall be dissolved but otherwise the meeting may proceed but any emergent action that the meeting considers it desirable to be taken shall be submitted to the next general meeting for ratification.
- (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 not less than five) shall constitute a quorum.

27. PRESIDING MEMBER

- (1) The president or, in the president's absence, a vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

28. 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place unless the chairperson considers that emergent circumstances make it desirable to do so.
- (2) Where a general meeting is adjourned for fourteen days or more, the secretary shall give written or oral notice of the adjourned meeting to each member present at the previous meeting and those who tendered an apology for inability to attend the previous and present meeting 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 paragraphs (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.

29. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than three members present in person at the meeting.

- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. SPECIAL RESOLUTION

A resolution of the association is a special resolution if -

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting notice of which has been published in the association's newsletter "The Crag" by the secretary in terms of Rule 25 paragraph (1) or (5) or (6) as soon as possible; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

31. VOTING

- (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (5) Two months membership is obligatory for a member to be eligible to vote.

32. APPOINTMENT OF PROXIES

Voting by proxy shall not be allowed under any circumstances.

PART V MISCELLANEOUS

33. INSURANCE

- (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under paragraph (1), the association may effect and maintain other insurance.

34. FUNDS - SOURCE

- (1) The funds of the association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's account with its bankers or other financial institution except that expenses in connection with fund raising activities such as carnivals, garage sales, exhibitions and the like may be deducted where it is of reasonable circumstance so to do and are appropriately recorded in the accounting statement relevant thereto for the benefit of audit.

- (3) Proceeds from activities as described in paragraph (2) shall be certified correct in writing by two members including the treasurer or other member who received the proceeds for banking.
- (4) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt having regard to Rule 16 paragraph (c).

35. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the treasurer, the president and secretary or any other member authorised to so do by the committee subject to specimen signatures being furnished to the appropriate financial institution concerned by those so authorised to sign in terms of this paragraph.

36. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37. COMMON SEAL

- (1) The common seal of the association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

38. CUSTODY OF BOOKS, ETC.

- (1) Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.
- (2) All minute books, records, documents, albums, photographs etc. that are not in current use are to be stored in a locked safe in the fire proof safe room provided by Willoughby City Council at the Castlecrag Community Centre and a listing of same should be prepared and maintained by the Secretary.
- (3) In the event of the storage set out in paragraph (2) becoming unavailable or insufficient the committee shall determine the place and means of the storage required.

39. INSPECTION OF BOOKS, ETC.

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

40. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. SURPLUS PROPERTY

- (1) At the first general meeting of the association, the association shall pass a resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.

42. AUDITOR

An auditor shall be appointed at each annual general meeting and shall audit the books of account and accounting records of the association and shall furnish a report therein if required to the president and which shall be submitted to the annual general meeting; otherwise the auditor may make an oral report to such meeting.

43. FINANCIAL YEAR

The financial year of the association shall begin on 1st January and end on the following 31st December.

44. DISCUSSIONS

All discussions at general, committee and sub-committee meetings shall be governed by standing orders approved by members in general meeting and by the usual rules of debate and in the event of dispute the "Guide for Meetings and Organisations" by N.E.Renton or similar authority shall be used for reference.

45. ASSOCIATION RECESS

When for any valid reason the committee considers that the association should go into recess -

- (a) notice of a special resolution to this effect shall be given in terms of Rule 25 paragraph (1) or (5) or (6)
- (b) the period of recess shall not exceed fourteen months each time.

46. DISSOLUTION

- (1) The association may be dissolved by resolution of a general meeting provided that three months notice in writing of a proposal for such resolution shall have been circulated to all financial members or an article or notice to this effect has been published in the local newspaper.
- (2) Upon dissolution of the association the terms of Rule 41 shall be observed.

47. BY-LAWS

The members may approve by special resolution in terms of Rule 30 such by-laws not inconsistent with these rules as may be necessary to further the objects and facilitate the administration of the association.

48. AFFILIATION

The association may grant affiliation to other incorporated organisations whose objects are generally within the scope of Rule 1.2 under such terms and conditions as agreed upon between the members of the association and the relevant organisation by simple majority in general meeting of which notice has been given in terms of Rule 25 paragraphs (1) or (5) or (6).

49. ASSOCIATION'S NEWSLETTER

Reference in these rules to the association's newsletter "The Crag" shall be deemed to apply to any newsletter or similar publication printed and distributed under another name by the association.

50. PUBLIC STATEMENT

Statements or press releases to the media on behalf of the association shall be made only by the president except where the president has delegated his or her authority to a vice president.

51. EMPLOYMENT OF PERSONS

Where the paid employment of person/s is authorised by the committee or members in general meeting, the term/s and/or condition/s of such employment shall be specified in the minutes and in the relevant written contract/s.