

Rules of Northbridge Progress Association Incorporated

- NAME** The name of the Association shall be the Northbridge Progress Association Incorporated
- OBJECTS** The objects for which the Association is established are:
- (a) To stimulate interest in and support for the advancement of the community comprising 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 - GENERAL

Definitions

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The following definitions apply in these rules unless the context otherwise requires.

Association means Northbridge Progress Association Incorporated Registered No. Y08048-28.

By-law means any by-law made in accordance with rule 37 and any by-laws already in existence.

Committee means the Management Committee of the Association. The Committee consists of the members of the Committee.

Committee Member means a person appointed to the Committee in accordance with these rules.

Corporate Member means any incorporated body or association, including a body corporate as defined by the Corporations Act, admitted to membership of the Association in accordance with these rules.

Corporations Act means the Corporations Act 2001 of the Commonwealth of Australia.

Honorary Member and *Honorary Life Member* have the meanings given to them by the Committee from time to time.

Law means the Associations Incorporation Act 1984 and the Regulations made thereunder as amended from time to time.

Member means a member of the Association and *member* has a similar meaning.

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

Office Bearers shall consist of a President, two vice Presidents, Secretary and Treasurer, Publicity Officer and such other officers as shall be decided by the members of the Association at the Annual General Meeting.

Period of Service means the period of approximately 12 months between each annual general meeting of the Association.

Regulation means a Regulation made under the Associations Incorporation Act 1994.

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.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

Secretary has the meaning given in the Law and includes an Honorary Secretary.

Interpretation

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Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (i) A gender includes all genders.
- (ii) The singular includes the plural and conversely.

- (iii) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (iv) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (v) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (vi) A reference to a function includes a reference to a power, authority and duty; and reference to the exercise of the function where the function is a duty, includes a reference to the performance of the duty.
- (vii) To the extent not prohibited by law, a reference to paper or documentation includes paper or documentation stored in an electronic form or reproduced from electronic recording or storage.
- (viii) Except in so far as a contrary intention appears in these rules, an expression in a provision of these rules which relates to a particular provision of the Law has the same meaning as in that provision of the Law.
- (ix) The provisions of the Interpretation Act 1897 apply to these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Law.

Previous rules superseded

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These rules supersede the rules of the Association which were taken to be the Association's rules in force immediately before the adoption of these rules.

Transitional

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Everything done under the previous rules of the Association continues to have the same operation and effect after the adoption of these rules as if properly done under these rules. In particular:

- (a) every Committee Member, Officer Bearer, Public Officer and Auditor in office immediately before adoption of these rules is taken to have been appointed and shall continue in office under these rules;

- (b) any Seal adopted by the Association before the adoption of these rules is taken to be a Seal properly adopted under these rules; and
- (c) any by-laws in force under the previous rules continue in force until amended or deleted by the Committee.

Actions authorised under the Law and compliance with the Law

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- (a) 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 these rules.
- (b) No addition, alteration or amendment to these rules will be effective unless such addition, alteration or amendment is carried out in accordance with the Law.

PATRON

Appointment of patron

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A patron may be appointed by a general meeting of the Association either for a specified or unspecified period as the general meeting which shall make such appointment thinks fit.

INCOME AND PROPERTY

Application of income and property

7

- (a) Subject to clauses 7(b) and 7(c), 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.
- (b) Nothing in clause 7(a) prevents any payment in good faith by the Association of:
 - (i) 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;
 - (ii) 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;

- (iii) reasonable and proper rent for premises let or demised by any member of the Association to the Association;
 - (iv) 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
 - (v) interest at a rate not exceeding the Prescribed Rate on money borrowed from members of the Association.
- (c) The Association must not pay fees to Committee Members but the Association may make payments in good faith for:
- (i) 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;
 - (ii) 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 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;
 - (iii) 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;
 - (iv) an indemnity, exception, insurance premium or payment for legal costs as referred to in s212 of the Corporations Act;
 - (v) any payment to a Committee Member in the capacity of a member; and
 - (vi) any other payment to any Committee Member approved by the Committee.

MEMBERS' LIABILITY

Limited Liability

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- (a) The liability of the members is limited.

Extent of liability

- (b) Each member undertakes to contribute to the property of the Association if the Association is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the Association's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding A\$10.00.

PART 2 - MEMBERSHIP**Membership and Membership qualifications****9**

- (a) The Association shall consist of members divided into classes which may be determined by the Committee from time to time. Such classes may include the class consisting of Donor Members, the class consisting of Honorary Members and the class consisting of Honorary Life Members.
- (b) A person over the age of eighteen (18) years of age who is a ratepayer or resident of Northbridge is qualified to be admitted to membership of the Association if, but only if the person is a natural person who –
- (1) has made application for membership of the Association as provided by rule 10; and
 - (2) has been approved for admission to membership of the Association by the Committee.
- (c) Any person not being a ratepayer or resident of Northbridge may be elected to membership by the vote of a three-fourths majority of Members present at a general meeting.
- (d) Subject to the other clauses of these rules 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.

Application for membership**10**

- (a) Application of a person to membership of the Association –

- (i) Shall be made by the prospective member of the Association in writing or by the signing of the membership request ledger; and
 - (ii) Shall be lodged with the Secretary of the Association, together with payment of any joining fee and the annual subscription fee.
- (b) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
 - (c) Where the Committee determines to approve an application for membership, the Secretary shall submit the name of such proposed new member at the next general meeting.
 - (d) Following declaration of the applicant's name at the general meeting, the applicant becomes a member of the Association.
 - (e) A person may be nominated as a Life Member, an Honorary Life Member or a Donor Member of the Association by a resolution at a general meeting.
 - (f) Upon application in writing to the Committee and with its approval, a member may transfer from one class of membership to another class upon payment of such different rate of subscription for the current year as the Committee may generally or in a particular case determine and without further application.

Register of Members

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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.

Joining fee and annual subscription

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- (a) The joining fee (if any) and annual subscription payable by the various classes of members of the Association, other than Honorary Members and Honorary Life Members, shall be as prescribed by the Committee from time to time.
- (b) 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.

- (c) 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.

CESSATION OF MEMBERSHIP

Resignation of a member

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A member may at any time, by giving notice in writing to the Secretary, resign as a member of the Association. The resignation will be effective from the date of receipt of the notice by the Secretary. That member's name must be removed from the register of members. Any member who resigns remains liable for any subscriptions and other moneys payable by him, her or it to the Association and unpaid at the date of resignation.

Non-payment of subscriptions

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- (a) If the subscription of a member remains unpaid for a period of 30 days (or a longer period if the Committee determines) after it becomes due, the Committee may:
- (i) suspend the member from all privileges of membership and, if the Committee thinks fit, reinstate the member on payment of all arrears; or
 - (ii) immediately or after a period of suspension, expel the member from membership of the Association, whether or not all arrears have then been paid, and remove the member's name from the register of members.
- (b) Notwithstanding clause 16(a), the Committee has absolute discretion to reinstate any such member upon such terms as to payment of arrears as the Committee thinks fit.
- (c) Notwithstanding clauses 16(a) and (b), the Committee may in its discretion allow such additional time as it thinks fit for the payment of any subscription.

Misconduct of a member

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- (a) If any member:

- (i) is in breach of the provisions of these rules; or
- (ii) is guilty of any act or omission which, in the opinion of the Committee is unbecoming of a member, or prejudicial to the interest of the Association,

the Committee may by resolution do any one or more of censure, suspend or fine the member or, instead of the foregoing, expel the member from the Association and remove the member's name from the register of members.

- (b) The Committee must not expel a member under clause 15(a) unless:
 - (i) at least seven days' notice has been given to the member stating the date, time and place at which the question of expulsion of that member is to be considered by the Committee, and the nature of the alleged misconduct; and
 - (ii) the member is given the opportunity of giving to the Committee, orally or in writing, any explanation he, she or it may think fit.
- (c) If the Committee resolves to expel a member, the Secretary must immediately give notice of this to the member. The member then has the right, exercisable by notifying the Secretary within seven days after receipt of the notice (the *Expulsion Notice Period*), to have the issue dealt with by the Association in general meeting. In that event, a general meeting of the Association must be called for that purpose, having the same powers as the Committee has under clause (a). If a resolution to expel the member is passed at the meeting by a majority of two-thirds of the Members Present, the member ceases to be a member on the making of the resolution and the member's name must be removed from the register of members.
- (d) If the member does not notify the Secretary on or before the expiration of the Expulsion Notice Period that the member wishes to have the issue dealt with by the Association in general meeting, the member ceases to be a member on the expiration of the Expulsion Notice Period and the member's name must be removed from the register of members.
- (e) Every person ceasing to be a member of the Association whether by retirement, expulsion, death, non payment of subscription or other debt or for any other reason shall forfeit all rights and claims upon the Association to enjoy the privileges of membership.

Other grounds for cessation of membership

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- (a) A member's membership of the Association automatically ceases if the member becomes bankrupt or insolvent or makes an assignment or composition with or for the benefit of his, her or its creditors or, in the case of a

Corporate Member, goes into liquidation (except for the purpose of reconstruction) or is dissolved or wound up or an order is made by a court for the winding-up or deregistration of the Corporate Member.

- (b) The Committee may at any time in its absolute discretion by resolution cancel the membership of a member which in the opinion of the Committee has ceased to be qualified for membership.

Liability for subscription fees and other amounts following cessation

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Any member ceasing to be a member:

- (a) will not be entitled to any refund (or part refund) of an entrance fee or subscription;
- (b) will remain liable for and must pay to the Association all subscriptions and moneys which were due and unpaid on the date of ceasing to be a member; and
- (c) will remain liable for amounts which the member is or may become liable to pay under clause 8.

PART 3 - GENERAL MEETINGS

Annual General Meetings – Holding Of

- 18** (a) 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 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) The Association shall hold its first annual general meeting –
- (i) Within the period of 18 months after its incorporation under the Law, and
- (ii) Within the period of 2 months after the expiration of the first financial year of the Association.
- (iii) Paragraphs (i) and (ii) have effect subject to any extension or permission granted under section 26(3) of the Law.
- (iv) Eight (8) members shall form a quorum of any annual general meeting of the Association.

Annual General Meetings – Calling of and Business At

- 19** (a) The annual general meeting of the Association shall, subject to the Law and to rule 18, be convened on such date and at such place and time as the Committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (i) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) To receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - (iii) To elect Office Bearers of the Association Committee;
and
 - (iv) To receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Law.
- (c) An annual general meeting shall be specified as such in the notice convening it.

General Meetings and Special General Meetings – Calling Of

- 20** (a) The Committee may whenever it thinks fit convene a general meeting of the Association.
- (b) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a special general meeting of the Association.
- (c) A requisition of Members for a special general meeting –
- (i) Shall state the purpose or purposes of the meeting;
 - (ii) Shall be signed by the members making the requisition;
 - (iii) Shall be lodged with the Secretary; and
 - (iv) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) 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.

- (e) A special general meeting convened by a Member or Members as referred to in clause (d) 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.

Notice

- 21** (a) 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, at least 7 days before the date fixed for the holding of the general meeting, cause to be sent to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) 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, at least 7 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 19(b).
- (d) 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 next notice calling a general meeting given after receipt of the notice from the member.

Procedure

- 22** (a) 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.
- (b) Eight (8) 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.
- (c) 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 shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.

- (d) 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 5) shall constitute a quorum.

Presiding Member

- 23** (a) The President or, in the President's absence, a vice-President shall preside as chairperson at each general meeting of the Association.
- (b) 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.

Adjournment

- 24** (a) 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.
- (b) Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.
- (c) Except as provided in clauses (a) and (b), 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.

Voting at general meetings

- 25** (a) Any resolution to be considered at a meeting must be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be demanded by not less than 3 Members Present in person or by proxy at the meeting.
- (d) A poll may not be demanded on the election of a chair or on a resolution for adjournment.

- (e) If and whenever the Committee thinks fit, the Committee may submit any question to the vote of all members for the time being entitled to vote at a general meeting by means of a ballot in such form and returnable in such manner as the Committee decides. A resolution approved by a majority of members voting by such a ballot shall have the same force and effect as such resolution would have carried by such a majority at a duly constituted general meeting of the Association.

Procedure for polls

26

- (a) A poll when demanded must be taken in the manner and at the time the chair directs.
- (b) The result of the poll is a resolution of the meeting at which the poll was demanded.
- (c) If a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

Chair's casting vote

27

In the case of an equality of votes on a show of hands or on a poll the chair of the meeting has a casting vote in addition to any vote to which the chair may be entitled as a member, proxy, attorney or body corporate representative.

Representation and voting of members

28

- (a) Subject to these rules and to rule 28(b):
- (i) at meetings of members each member entitled to attend and vote may attend and vote in person or by proxy, or attorney and (where the member is a Corporate Member) by representative;
- (ii) a member is not entitled to vote at a general meeting unless all sums presently payable by the member in respect of membership in the Association have been paid; and
- (iii) on a show of hands and on a poll, every Member Present having the right to vote at the meeting has 1 vote.
- (b) Subject to 14(a) of these rules, where the membership of the Association has been divided into classes pursuant to rule 12(a), then each natural person over the age of 18, other than Honorary Members and Honorary Life Members, who is recorded by the Association as being a natural person within a membership, shall be entitled to 1 vote.

Objections to qualification to vote**29**

- (a) An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- (b) Any objection must be referred to the chair of the meeting, whose decision is final.
- (c) A vote allowed after an objection is valid for all purposes.

Number of proxies**30**

A member entitled to vote may appoint 1 proxy. A proxy need not be a member.

Form of proxy**31**

- (a) An instrument appointing a proxy must:
 - (i) be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing; or
 - (ii) if the appointor is a corporation, be either under seal or under the hand of a duly authorised officer or attorney.
- (b) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- (c) An instrument appointing a proxy may be in any form that the Committee may accept or stipulate.

Lodgement of proxies**32**

- (a) For an instrument appointing an attorney to act on behalf of a member at all meetings of the Association (or at all meetings for a specified period) to be effective the following documents must be received by the Association not less than 48 hours (or any shorter period as the Committee may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:
 - (i) the power of attorney or a certified copy of that power of attorney; and
 - (ii) any evidence that the Committee may require of the validity and non-revocation of that power of attorney.

- (b) For the purposes of rule 32(a), the Association receives these documents when they are received at any of the following:
- (i) the Association's registered place of business;
 - (ii) a fax number at the Association's registered place of business; or
 - (iii) a place, fax number or electronic address specified for the purpose in the notice of meeting.

Validity of proxies

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- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
- (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,
- if no notice in writing of the death, unsoundness of mind or revocation has been received by the Association at its registered office not less than 48 hours (or any shorter period as the Committee may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

Where proxy is incomplete

34

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.

Right of officers of the Association and other persons to attend general meeting

35

Any person, including officers of the Association (whether a member or not) requested by the Committee to attend any general meeting is entitled to be present and, at the request of the chair, to speak at that general meeting.

Special Resolution

36 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 or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) Where it is made to appear to the Commissioner 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 Commissioner.

PART 4 - THE COMMITTEE - APPOINTMENT AND REMOVAL AND POWERS

Powers of Committee

37

The Committee shall be called the Management Committee of the Association and, subject to the Law, these rules and to any resolution passed by the Association in general meeting –

- (i) Shall control and manage the affairs of the Association;
- (ii) 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; and
- (iii) 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.
- (iv) Shall have power from time to time to make By-laws as it sees fit for the conduct of the affairs of the Association.

Appointment of Committee

38

- (a) The Committee shall consist of the Office Bearers of the Association each of whom shall be elected at the annual general meeting of the Association pursuant to clause 39 of these rules.
- (b) 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.
- (c) 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.
- (d) Any auditor appointed by the Association shall not be a member of the Committee or closely related to a member of the Committee.

Election of Committee

39

- (i) Nominations for Office Bearers shall be made at the Annual Meeting and election shall be by show of hands **unless** a secret ballot is called for and is agreed to by a three-fourths majority of Members Present.
- (ii) If sufficient nominations are received to fill all vacancies on the Committee, the respective candidates so nominated shall be deemed to be elected and further nominations shall not be received at the annual general meeting.
- (iii) If insufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (iv) 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.
- (v) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (vi) A ballot for the election of Office Bearers of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

- (vii) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

Casual Vacancies of the Committee

40 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 Corporations Act;
- (d) Resigns office by notice in writing given to the secretary;
- (e) Is removed from office under rule 15;
- (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.

Secretary

41

- (a) 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.
- (b) It is the duty of the Secretary to keep minutes of –
 - (i) All appointments of Office-Bearers and members of the Committee;
 - (ii) The names of members of the Committee present at a Committee meeting or a general meeting; and
 - (iii) All proceedings at Committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

42

It is the duty of the Treasurer of the Association to ensure that –

- (a) All money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) 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.

Removal of a Committee Member

- 43 (a) 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.
- (b) Where a member of the Committee to whom a proposed resolution referred to in clause (a) 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.

Meetings and Quorum

44

- (a) The Committee shall meet at least 3 times in each period of 12 calendar months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (c) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a Committee meeting given under clause (c) 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 unanimously agree to treat as urgent business.
- (e) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (f) No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) 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.
- (h) At a meeting of the Committee –
 - (i) The President or, in the President’s absence, a vice-President shall preside; or
 - (ii) If the President and the vice-President 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.

Delegation by Committee to Sub-Committee

- 45**
- (a) The Committee may, by instrument in writing, 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, other than –
 - (i) This power of delegation; and
 - (ii) A function which is a duty imposed on the Committee by the Law or by any other law.
 - (b) 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.
 - (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (d) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
 - (e) 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.
 - (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
 - (g) A sub-committee may meet and adjourn as it thinks proper.

Voting and Decisions of Committee

- 46**
- (a) 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 present at the meeting.
 - (b) 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.
 - (c) Subject to rule 40(e), the Committee may act notwithstanding any vacancy on the Committee.
 - (d) 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 5 – MISCELLANEOUS

Insurance

47

- (a) The Association shall effect and maintain insurance pursuant to section 44 of the Law.
- (b) In addition to the insurance required under clause (a) hereof, the Association may effect and maintain such other insurance as the Committee may from time to time determine.

Funds – Source

48

- (a) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donation and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds – Management - Audit

49

- (a) Subject to rule 7, the funds of the Association shall only be used in pursuance of the objects of the Association and in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee of the Association, being members authorised to do so by the Committee.
- (c) Appropriate books of account and records of the Association are to be maintained by the Committee.
- (d) Subject to paragraph (e) 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 (7) 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.
- (e) Where the current auditor of the Association submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph (d) hereof shall not apply.

Alteration of Objects and Rules

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

Common Seal

51

- (a) The common seal of the Association shall be kept in the custody of the Public Officer.
- (b) 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 2 members of the Committee or of 1 member of the Committee and of the Public Officer or the Secretary.

Custody of Books, etc.

- 52** 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.

Inspection of Books, etc.

- 53** 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.

Service of Notices

54

- (a) 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.
- (b) 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.
- (c) Any member who has not left at or sent to the registered place of business of the Association, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Association may be served or sent is not entitled to receive any notice.
- (d) A notice may be given by the Association to any member by:
 - (i) serving it on the member personally;
 - (ii) sending it by post to the member or leaving it at the member's address as shown in the register or the address supplied by the member to the Association for the giving of notices;
 - (iii) serving it in any manner contemplated in this clause (d) on a member's attorney as specified by the member in a notice given under clause (e);
 - (iv) facsimile to the fax number supplied by the member of the Association for the giving of notices; or

- (v) transmitting it electronically to the electronic mail address given by the member to the Association for giving notices.
- (e) A member may, by written notice to the Secretary left at or sent to the registered place of business of the Association, require that all notices to be given by the Association or the Committee Members be served on the member's attorney at an address specified in the notice.
- (f) Notice to a member whose address for notices is outside Australia must be sent by airmail, facsimile or electronic mail.
- (g) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - (i) in the case of a notice of a meeting, on the day after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (h) Where a notice is sent by facsimile or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

PART 6 – ADDITIONAL RULES APPLICABLE TO CHARITIES

Application of Part

55 This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Fundraising Act 1991.

Compliance with Charitable Fundraising Act, 1991

- 56** (a) 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.
- (b) Nothing contained in paragraph (a) 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 paragraphs (a) to (h) (both inclusive) of section 4 of the Law including a pecuniary gain for members which is of a class prescribed for the purposes of section 4 of the Law by the Regulation.

- (c) Without limiting the generality of paragraphs (a) and (b) 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 Regulation 9 remain in full force and effect.

Notification of Proposed Alteration of Rules

- 57** A proposed alteration of the rules or of these 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.

Alteration of Rules

The following resolution was passed as a special resolution by members at a General Meeting held on 24 February 2010.

That the Rules of the Constitution be altered in the following manner:

1. Replace Rule 10 with the following:-

"10. Application for membership

(a) Application of a person for membership of the Association:-

(i) shall be made by the prospective member of the Association in writing; and

(ii) shall be lodged with the Secretary of the Association or any other person authorised to act in this regard by the Committee, together with payment of any joining fee and the annual subscription fee.

(b) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application;

(c) A person may be nominated as a Life Member or Honorary Member of the Association by a resolution at a general meeting;

(d) Upon application in writing the Committee and with its approval, a member may transfer from one class of membership to another class upon payment of such different rate of subscription for the current year as the Committee may generally or in a particular case determine and without further application."

2. In Rule 22(b) replace the numeral "7" appearing in the second line with the numeral "21".

Draft 5.4.02

RULES OF NORTHBRIDGE PROGRESS
ASSOCIATION INCORPORATED Reg. No. Y08048-28

An Association incorporated under the Associations Incorporations Act 1984
of the State of New South Wales

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