

ASSOCIATIONS INCORPORATION ACT 1985

RULES OF

HAMLEY BRIDGE COMMUNITY ASSOCIATION INCORPORATED

1 Name

The name of the incorporated Association is **HAMLEY BRIDGE COMMUNITY ASSOCIATION INCORPORATED** referred to herein as “the Association”.

2 Interpretation

In these rules, unless the contrary intention appears:

“The Act” means the Associations Incorporation Act, 1985;

“Executive Committee” means the management committee of the Association, i.e. President, Deputy President, Secretary, Treasurer, Public Officer and Institute Bookings Officer.

“Meeting” means any scheduled meeting of the Association convened in accordance with these rules;

“Council” means the Wakefield Regional Council, proclaimed under the Local Government Act 1999, or any successor

“Member” means a member of the Association;

“Councillor/s” means a councillor(s) with the Council.

3 Objects and Purposes

The objects and purposes of the Association are:

- 3.1 To oversee the management of Hamley Bridge and its surrounding areas including long term management plans, and properties including the Hamley Bridge Institute.
- 3.2 To promote and foster public and local interest in Hamley Bridge and its community facilities.
- 3.3 To encourage community recognition of all its facilities as an important asset to the Hamley Bridge township.
- 3.4 To encourage and nurture the strong volunteer system which forms the basis of the Hamley Bridge community.
- 3.5 To assist other community projects in the Hamley Bridge area in the form of the Association’s endorsement.

- 3.6 To liaise and co-operate with the Council, State and Federal Governments, other authorities and community bodies, towards promotion and the development of the Hamley Bridge Town Strategic Plan.
- 3.7 In accordance with the Act as required, to acquire, by purchase, lease or otherwise, any property or interest in property, real or personal which in the opinion of the Association may be desirable for the use for the purposes of the Association and to dispose of by such means as the Association may determine any such property or interests therein which may in the opinion of the Association be surplus to the requirements of the Association.
- 3.8 To do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

4 Powers

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

- 4.1 To do such lawful things as are incidental or conducive to the attainment of the objects of the Association.

5 Membership

- 5.1 Membership of the Association is open to all community groups, clubs and members of the community within the township and surrounding areas of Hamley Bridge.

- 5.2 A register of membership must be kept and contain:

The name and address of each member updated at the AGM or within one month of the AGM and the date of, and reason(s) for, discontinuation or termination of membership is to be recorded

- 5.3 Should a group wish to be included in the Association, then this shall occur by giving written notice. The Association will determine the application and will advise the applicant in writing within 30 days of the meeting at which the application was reviewed..

6 Resignation

A member, being a person appointed as a representative of a group listed under Clause 5.1, may resign from membership of the Association by giving written notice thereof to the Secretary of the Association. Should a group wish to be removed from the Association, then this shall also occur by giving written notice.

7 Notice to Members

It is the responsibility of every member to keep the Association informed of current contact details which will be entered in the records of the Association. Any notice delivered via email or posted to the last know contact notified by the member will be deemed to have been duly given on the day of delivery or on the business day following the day of posting.

8 Expulsion of a Member

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the Executive Committee at which the matter will be determined.
- 8.3 The Executive Committee must give due consideration to any submissions made by the member and may, by a majority vote of at least two thirds (2/3) of the membership present:
- 8.3.1 expel the member from the Association
 - 8.3.2 suspend the member from membership for a specified period
 - 8.3.3 reprimand or caution the member in such terms as it thinks fit or
 - 8.3.4 dismiss the charge
- 8.4 The determination of the Executive Committee must be communicated to the member.
- 8.5 On expulsion from the Association a member forfeits all rights and claims on the Association.
- 8.6 It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Association within fourteen (14) days after the determination of the Executive Committee has been communicated to the member.
- 8.6.1 In the event of an appeal the appellant's membership of the Association shall not be terminated unless the determination of the Executive Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Executive Committee is upheld.

9 Voting and Holding Office

Only members nominated from the respective groups will have voting rights, however representatives from other specific community bodies or groups or members of the community may attend the meetings as observers.

10 Executive Committee

- 10.1 The affairs of the Association shall be managed and controlled exclusively by the Executive Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

- 10.2 The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, Institute Booking Officer.
- 10.3 The Executive Committee has the management and control of the funds and other property of the Association.
- 10.4 The Executive Committee may establish a sub-committee(s) with relevant terms of reference as and when required.
- 10.5 The Executive Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 10.6 The Executive Committee shall have the power to appoint or second persons as are required to carry out the objects of the Association and may discuss or delegate any of its powers to such persons.
- 10.7 An Executive Committee member shall be a natural person.
- 10.8 The Executive Committee shall hold office until the annual general meeting after incorporation. At this time all members of the Executive Committee shall retire from the Committee and shall be eligible for reappointment.
- 10.9 The Executive Committee may appoint a member of the Association to fill a casual vacancy, and such an Executive Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- 10.10 All proponents for a position as Executive Committee member, including those seeking re-election, shall be eligible to stand for election by lodging a written nomination as stated in Clause 16.2.2.
- 10.11 If there are two or more candidates for any of the above offices, an election, or in the case of a casual vacancy, an appointment, may be held by secret ballot.
- 10.12 The Executive Committee shall meet at such times and places as may be determined by the Chairperson but not less than three times during any financial year.

11 Disqualification of Executive Committee Members

The office of Executive Committee member shall become vacant if a Committee member is:

- 11.1 disqualified by the Act;
- 11.2 expelled under these rules; or
- 11.3 permanently incapacitated by ill health.

12. Proceedings of Executive Committee

- 12.1 The Executive Committee shall meet together for the dispatch of business at least three times every financial year.
- 12.2 Questions arising at any meeting shall be decided by a majority vote.

- 12.3 Minutes of the proceedings of meetings of the Executive Committee shall be made, a record of those minutes maintained and copies distributed to members within fourteen (14) days of the meeting.
- 12.4 The minutes must be confirmed by the Executive Committee at a subsequent meeting (and must be signed by the member who presided at the meeting at which the proceedings took place) or by the member presiding at the meeting at which the minutes are confirmed.

13 Rules

- 13.1 These rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules and registered as required by the Act, subject to a general meeting. Two weeks notification of the proposed changes must appear in the local newspaper or local newsletter.
- 13.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14. Alteration of Rules

- 14.1 These rules may only be altered, rescinded or replaced at a General Meeting, and by a resolution passed by a majority of not less than two thirds (2/3) of members present, as being entitled to vote.
- 14.2 Written notice of the proposed amendment, rescission or replacement of the rules shall be notified to all members of the Association at the same time as notification of the General Meeting.

15 Common Seal

- 15.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 15.2 The seal shall not be used without the express authorisation of the Executive Committee, and every use of the seal shall be recorded in the minutes of the Association. The affixing of the seal shall be witnessed by the Chairperson or in his/her absence the Vice-Chairperson and either the Secretary or Treasurer.
- 15.3 The seal shall be kept in the custody of the Secretary or such other person as the Executive Committee may from time to time decide.

16 Meetings

16.1 Special General Meetings

16.1.1 The Executive Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act and these rules.

16.1.2 Upon a request in writing of not less than five (excluding local/ward Councillors) members of the Association, the Executive Committee shall within

one (1) month of the receipt of the request, convene a special general meeting for the purpose specified in the request.

- 16.1.3 Every request for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting and be delivered to the Secretary.
- 16.1.4 If a special general meeting is not convened within one (1) month of such a request being delivered the members making the requisition may themselves convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee and for this purpose the Executive Committee shall ensure that members who made the requisition are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 16.1.5 At least seven (7) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Executive Committee and the auditor, the appointment of an auditor and Executive Committee members, the setting of annual membership subscriptions, and any other business requiring consideration by the Association in general meeting.
- 16.1.6 The Association may give notice to any member by serving the member with the notice personally, or by sending it by email with a request for receipt of delivery; or by post to the address appearing in the register of members.
- 16.1.7 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- 16.2 Annual General Meeting
- 16.2.1 The Annual General Meeting shall be convened within two months after the end of the financial year.
- 16.2.2 Notice of the Annual General Meeting shall be published in the local newspaper or local newsletter at least twenty eight (28) days prior to the meeting.
- 16.2.3 Councillor Representatives will be nominated by the Wakefield Regional Council (or it's successors) and will receive automatic membership of the Association.
- 16.2.4 The business of the Annual General Meeting shall be, but not limited to;
- (a) Confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting but not ratified by an Ordinary General Meeting;

- (b) to receive an annual report;
- (c) to receive the Treasurer's report;
- (d) to fill positions on the Executive Committee;
- (e) to appoint an auditor;
- (f) appoint or record the name of the public officer;
- (g) to deal with any business, which has been submitted, to the Chairperson in writing or which may arise and is required to be dealt with by the Association at a meeting.

17 Quorum

A quorum of the Association will be constituted:

17.2 At general meetings of the Association, by half of the number of Association members, excluding any fractions, plus one(1)

17.3 At general meetings of the Executive Committee, by half of the number of committee members, excluding any fractions, plus one(1);

17.4 At general meetings of a sub-committee, by half of the number of sub-committee members, excluding any fractions, plus one(1); and

17.5 No business can be transacted at any meeting unless the required quorum of the members is present in person or by proxy.

18 Proceedings at Meetings

18.1 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present in person or by proxy, the members present may adjourn the meeting to a date within the following month and a notice of the adjourned meeting must be given to the members in the same manner as notice of the original meeting was given, or in such other manner as the Association, Executive Committee, or sub-committee may decide.

18.2 If the Executive Committee decides to continue with the meeting, they may deal with all actions and matters arising in the interests of attaining the objects of the Association, but they may not make any strategic decisions or vote on any motions.

18.2 The Chairperson of the Association or if there shall be no Chairperson, then the Vice-Chairperson of the Association or in their absence, or on their declining to take, or retiring from the chair, one of the Executive Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.

18.3 If there is no such Chairperson or Vice-Chairperson present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.

18.4 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 18.5 Subject to these rules, every member of the Association has only one (1) vote at a meeting of the Association.
- 18.6 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the person presiding at the meeting that a resolution has been carried or lost will, unless a poll is demanded, be conclusive and final.
- 18.7 If a poll is demanded by the person presiding or by two (2) or more members in person, it must be taken in such manner as the person presiding directs. The result of such poll shall be the resolution of the meeting, (except that in the case of a special resolution a majority of not less than two thirds (2/3) of the members present who, being entitled to do so, vote personally at the meeting, is required.)
- 18.8 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

19 Proxy Voting

Any member who is entitled to vote may appoint in writing another member who is a person associated with the members' group to be his or her proxy and attend and vote at any meeting of the Association.

20 Minutes

20.1 Minutes of the proceedings of meetings of the Association shall be made, a record of those minutes maintained and copies distributed to members within fourteen (14) days of the meeting.

20.2 Minutes of the Association meetings shall be distributed to the community via the Association website; and copies made available at local facilities; and a copy sent to the Wakefield Regional Council.

20.2 The minutes must be confirmed by the Association at a subsequent meeting (and must be signed by the member who presided at the meeting at which the proceedings took place) or by the member presiding at the meeting at which the minutes are confirmed.

21 Financial Reporting

21.1 The financial year of the Association shall be the period ending on 30 June each year.

21.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

21.3 Subject to this rule the Association may borrow money (with the approval of 2 thirds of the members at a general meeting) from banks or other financial institutions upon such terms and conditions as the Executive Committee sees fit, and may secure the repayment thereof by charging the property of the Association.

21.4 Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Executive Committee from time to time.

22 Reporting

The Association must provide the Council with its annual report within three (3) months of the end of the Association's Financial Year.

23 Budget

The Executive Committee must adopt its annual budget in the first instance, within two (2) months of the formation of the Association, and then by 31 May of each year.

24 Banking

The Association must maintain a bank account and bank all cash on hand as soon as practicable.

25 Audit

25.1 The Association must appoint an independent auditor to ensure its books of account and financial records are audited annually.

25.2 The Association must provide a copy of its audited statements to the Council within three (3) months of completion.

26 Indemnity

Upon adoption of these Rules every member of the Executive Committee or any sub-committee or other office for the time being of the Association shall be indemnified by the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust which shall have occurred on or after the adoption of these Rules.

27 Conflict of Interest

27.1 A member of the Association, Executive Committee or any sub-committee who has an interest in a matter before the Association, Executive Committee or any sub-committee of the Association must disclose his or her interest

27.2 A member of the Association, Executive Committee or any sub-committee has an interest in a matter before the Association, Executive Committee or sub-committee if:

27.2.1 the member would receive or have a reasonable expectation of receiving a direct or indirect pecuniary benefit or suffer or have a reasonable expectation of suffering a direct or indirect pecuniary detriment; or

27.2.2 the member obtains or has a reasonable expectation of obtaining a non-pecuniary benefit or suffer or have a reasonable expectation of suffering a non-pecuniary detriment, not being a benefit or detriment would be enjoyed or suffered in common with all or a substantial portion of the other members of the Association.

27.3 A disclosure made must be recorded in the minutes of the meeting of the Association and if relevant, those of Executive Committee or sub-committee as the case may be.

27.4 A member of the Association, Executive Committee or sub-committee who has an interest in a matter before the Association, Executive Committee or sub-committee must not:

27.4.1 Take part in discussion by the Association, Executive Committee or sub-committee relating to that matter, apart from the opportunity to speak on the matter if approved by the meeting.

27.4.2 While such discussion is taking place, be in or in the close vicinity of, the room in which or other place at which the matter is being discussed, or

27.4.3 Vote in relation to that matter.

28 Winding Up

28.1 The Association is not carried on for the purposes of profit or gain to individual members and no distribution, whether in money, property or otherwise, may be made to a member.

28.2 The Association may be wound up voluntarily or by a special resolution of a Special General Meeting passed in accordance with the Act

28.3 If, upon completion of the winding up, there are surplus assets, they must not be paid to or distributed amongst the members of the Association but must be given or transferred to the Council representing that area.

DATED the 8th July 2020