



**CHARLESTOWN  
YOUTH AND COMMUNITY CENTRE  
INCORPORATED**

**CONSTITUTION**

Next Review 2020

### Controlled Document Version History

<b>Version No.</b>	<b>Date Modification approved</b>	<b>Amendments</b>	<b>Next Review Due</b>
1.0	First Published May 2010	NA	Feb 2012
1.1	23/2/2012	Change all references from President to Chairperson 1, 9(2), 35 (3)e), 38(5), 40, 43(3), 45, 49	Feb 2016
1.2	10/3/2016	Nil amendments	Feb 2020

# YOUTH AND COMMUNITY CENTRE INCORPORATED

## Rules of the Incorporated Association

### Preamble

The Charlestown Youth and Community Centre has been developed by Lake Macquarie City Council in conjunction with GPT RE Limited. The facility is for general community activity engagement with a component specific to youth engagement. It is situated at Charlestown in the Lake Macquarie Local Government Area.

Lake Macquarie City Council has resolved that the Charlestown Youth and Community Centre is to be managed and administered by an incorporated body and it is for this purpose that the Charlestown Youth and Community Incorporated (“the Association”) has been formed.

GPT RE Limited owns the Charlestown Youth and Community Centre building. Lake Macquarie City Council will lease the building and own the assets (fixtures, fittings and equipment) and will appoint the Association as its agent to carry out the management and administration in the most cost effective and efficient manner.

### Part 1 – Preliminary

#### **1. Name**

The name of the Association is “Charlestown Youth and Community Centre Incorporated”

The principal place of administration of the Association is-

The Place: Charlestown Community Centre

Cnr Frederick & Pearson Streets

Charlestown

NSW 2290

In addition, its address for postal deliveries and service of notices is

The Place: Charlestown Community Centre

Charlestown Square

81/30 Pearson St

Charlestown

NSW 2290

## 2. Interpretation

(1) Unless the context indicates otherwise, the abbreviation or word in the left hand column has the meaning next to it in the right hand column

Act	the Associations Incorporation Act 1984
Association	Charlestown Youth and Community Centre, Incorporated
Centre	The Place: Charlestown Community Centre
Centre Manager	Manager of The Place: Charlestown Community Centre
Council	Lake Macquarie City Council
Director-General	the Director-General of the Department of Fair Trading
Facility	The Place: Charlestown Community Centre
General Manager	General Manager of Lake Macquarie City Council
GPT	GPT RE Limited
GPT Manager	General Manager or Centre Manager Charlestown Shopping Centre
LMCC	Lake Macquarie City Council
Member	Member of the Board
Poll	Proof of the number or proportion of the votes recorded in favour of, or against a resolution
Regulation	Associations Incorporation Regulation 1999

(2) Unless the context otherwise indicates:

- a) The singular includes the plural and conversely.
- b) A gender includes all genders.
- c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- d) A reference to a person includes a body corporate, an unincorporated body or other entity and conversely.

- e) A reference to a clause or schedule or attachment is to a clause of, schedule, or attachment to this document.
  - f) 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.
  - g) A reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly, and separately.
  - h) A reference to conduct includes any omission and any statement or undertaking, whether or not in writing.
  - i) Mentioning anything after include, includes, or including does not limit what else might be included.
- (3) In this constitution:
- a) a reference to a function includes a reference to a power, authority and duty, and
  - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

### **3. Purpose and Responsibilities of the Association**

#### **(1) Statement of Purpose**

To promote the growth and development of The Place: Charlestown Community Centre and to manage the organisation in a cost effective and efficient manner to ensure a successful and sustainable Facility.

#### **(2) Responsibilities**

- a) To support, enter into and perform the Association's responsibilities under any agreements with LMCC and GPT
- b) To provide broad social inclusion throughout the community with a particular focus on young people aged between 12 and 25 years
- c) To consider the impact of the facility and its operations on the local community
- d) To promote the facility and its services in the Lake Macquarie Local Government Area

### **4. Structure**

The Association has the following structure:

- a) A Committee
- b) A Centre Manager and staffing as required

## **Part 2 – The Committee and Membership**

### **5. The Committee**

The committee hereafter is to be called the Charlestown Youth and Community Centre Board (the Board) and comprises the members of the Association.

### **6. Role and Powers of the Board**

The primary role of the Board is to ensure the effective management of the facility consistent with the purpose and responsibilities referred to in clause 3, to those ends, provide advice, and exert influence to ensure the sustainability and relevance of the facility.

The key areas of its responsibility are:

- a) Shaping the strategic direction for the facility,
- b) Monitoring and improving the performance of the facility, and
- c) Ensuring the facility has appropriate and sufficient leadership and resources.

The Board is also responsible for the appointment and removal of the Centre Manager and centre staff as required.

The Centre Manager is responsible for the day-to-day management of the facility and is accountable to the Board in all aspects of management.

### **7. Delegation**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the Centre Manager or members of the Association, as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - a) This power of delegation, and
  - b) A function, which is a duty, imposed on the Board by the Act or by any other law.
- (2) The sub-committee in accordance with the terms of the delegation may while the delegation remains unrevoked, exercise a function the exercise of which has been delegated to a sub-committee under this rule from time to time.
- (3) A delegation under this section 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.
- (4) Despite any delegation under this rule, the Board 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 Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## 8. Office Bearers

Office bearers of the association shall consist of:

- a) **Chairperson** - The role of Chairperson is delegated to the General Manager of Lake Macquarie City Council or his/her delegate.
- b) **Deputy Chairperson** - The role of Deputy Chairperson is to fulfil the Chairpersons role in his/her absence.
- c) **Treasurer** - It is the duty of the treasurer of the association to ensure:
  - i. That all money due to the association is collected and received and that all payments authorised by the association are made, and
  - ii. That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- d) **Secretary** - The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his/her address.

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 board present at a board meeting or a general meeting, and
- iii. All proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

## 9. Membership of the Association

Membership of the Association (and therefore the Board), subject to clause 17 shall consist of:

- (1) Two Lake Macquarie City Councillors, nominated by LMCC with one being representing North Ward, and one representing East Ward.

- (2) The Mayor or Deputy Mayor of the City of Lake Macquarie
- (3) The General Manager of LMCC or his/her delegate
- (4) The GPT Manager of Charlestown Shopping Centre or his/her delegate
- (5) Two nominated youth representative aged between 18 – 23 years at the time of nomination. These members must reside within the boundaries of the Lake Macquarie Local Government Area.
- (6) Two nominated community representatives. These members must reside within the boundaries of the Lake Macquarie Local Government Area and be over the age of 18 years.

### **10. Membership qualifications**

Provided however in every such case the person, is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or the person is a natural person:

- a) who has been nominated for membership of the Association as provided by clause 13 and
- b) Whom the Board of the Association has approved for membership of the Association.

### **11. Fees and Subscriptions**

- (1) A member of the Association must, on admission to membership, pay to the Association an entrance fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under clause 11(1), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
  - a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - b) if the member becomes a member on or after 1 July in any calendar year—on becoming a member and before 1 July in each succeeding calendar year.

### **12. Register of Members**

- (1) A register of members is to be maintained in a hardcover register with numbered pages.
- (2) The register will be made available for viewing by current financial members (as determined by clause 11) within two days upon request in writing.

- (3) The register is to be maintained by the Secretary however, inspected, signed and dated by the Chairperson of the Board for accuracy prior to the Annual General Meetings.
- (4) The register is to be available for viewing at annual general meetings

### **13. Calling for Nominated Representatives** (as per clauses 9(5) and 9(6))

Any members of the Board who wish to reapply as a nominated representative must not partake in the selection process.

The procedures for the calling for the nominated representatives of youth members and community members on any year a vacancy is relevant, are:

- (1) A minimum of eight weeks prior to the date of the Annual General Meeting of the Board, a notice of nomination clearly stating selection criteria shall be published in local media. Interested persons, eighteen years or over are eligible to nominate (subject to clauses 9(5), 9(6) and 10) for the following appointed Board positions

Depending upon the position becoming vacant as set out in this constitution:

- a) Two (2) young people (18 – 23 years) that would represent the interests of young people in Lake Macquarie local government area
  - b) Two (2) community representatives that would represent the interests of the community of Lake Macquarie local government area
- (2) Four weeks prior to the date of the Annual General Meeting the Board will meet to consider nominations received.
  - (3) Nominated individuals duly selected by the Board shall be invited to attend the Annual General Meeting for appointment as a nominated representative of the Board.
  - (4) Individuals who are employed by the Charlestown Youth and Community Centre, Incorporated, or employed on a contract basis, are not eligible for appointment to the Board.

### **14. A nomination of a person for membership of the Association**

Subject to clause 13 above, Nominations must:

- (1) be made by a member of the Association in writing on the form set out at Appendix 1 to these rules, and
- (2) be lodged with the Chairperson of the Association.
- (3) as soon as practicable after receiving a nomination for membership, the Chairperson must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (4) as soon as practicable after the Board makes that determination, the Chairperson must:

- a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
  - b) If the Board approved the nominated representative, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (5) The Secretary must, on payment by the nominee of the amounts referred to in clause 14(4)b, within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

## **15. Remuneration**

Members of the Association are volunteers and no remuneration benefit is attached to membership.

## **16. Members' Code of Conduct**

Members are required to;

- (1) declare and abstain from discussing and voting on a matter in meeting where there is a conflict of interest that has arisen or is likely to arise between the matter under discussion and the interests of the member;
- (2) Declare and abstain from discussing and voting on a matter in meeting where the member has an interest in that matter because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person.
- (3) maintain the confidentiality of information relating to the facility except where disclosure is authorized,
- (4) act honestly, in good faith and in the best interests of the facility,
- (5) Other than stated at clause 16(6), all public announcements or communications on all matters relating to the Board and its deliberations will be made by the Chairperson, or in his absence his/her delegate,
- (6) The Centre Manager has the authority to make public announcements and communications on the operational issues of the centre.
- (7) Members of the Board can be authorized by the Board to present promotional material to interested community groups upon discussion with the Centre Manager.

## **17. Term of Membership**

- (1) Councillors

Councillors nominated by LMCC shall hold office for the duration of the Council term, subject to the Act, Regulation and these rules.

(2) Appointed Representatives

The four (4) nominated representatives shall have tenures for four (4) years however; the following rules apply for the initial establishment of the Board:

- a) **First Year of Establishment** - One youth and one community nominated representative to serve a three (3) year term,
- b) **Second Year of Establishment** – a second youth and second community nominated representative to serve a four (4) year term,
- c) **Thereafter** – all nominated representatives shall have tenures of four (4) years.

(3) Continuing Representation

Subject to the Act, Regulation and these rules, there is no restriction on continuing membership provided that the nominated representatives are current financial members of the association and the members are successful in being re-nominated by the Board.

## **18. Liability of Members**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 11.

## **19. Induction and Continuing Education of Members**

All members shall undertake an induction program on appointment to the Board. The procedure for the induction of members of the Board is as follows:

- (1) The Centre Manager shall determine the content of, and the method of delivery, of an induction package for members of the Board.
- (2) This will cover the history of the Facility, the relationships between the Board, the Centre Management, and the partnerships between GPT and LMCC, the operating style, current strategic plan and key themes, challenges and key responsibilities.
- (3) All new members of the Board must be inducted at or prior to their first attendance at a meeting of the Board. The entire Board shall undertake a re-induction at the first general meeting of the Board following local government elections for Lake Macquarie City Council. Members are also encouraged to participate in courses, workshops, and relevant public forums to enhance their contribution and the performance of the Board.

## **20. Disciplining of Members**

- (1) A formal complaint in writing may be made to the Chairperson by any person, 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.

On receiving such a complaint, the Board:

- (2) must cause notice of the complaint to be served on the member concerned, and
- (3) must give the member at least 14 days from the time the notice is served within which to make submissions to the Chairperson in connection with the complaint, and
- (4) must take into consideration any submissions made by the member in connection with the complaint.
- (5) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (6) If the Board expels or suspends a member, the Chairperson must, within 7 days after the action is taken, serve written notice to said member. This letter is to include the action taken, the reasons given by the Board for having taken that action and of the member's right of appeal under clause 21.
- (7) The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 20(6) whichever is the later.

## **21. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 20, within 7 days after notice of the resolution is served on the member, by lodging with the Chairperson a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause 21(1), the Chairperson must notify the Board, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Chairperson received the notice.

- (4) At a general meeting of the Association convened under clause 21(3):
  - a) no business other than the question of the appeal is to be transacted, and
  - b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (5) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **22. Cessation of Membership**

A person shall cease to be a member of the Association if that person dies, resigns, is expelled from the Association, or has his/her nomination for membership withdrawn by the nominating organization and/or if the nominating organization ceases to exist.

## **23. Resignation of membership**

A member of the Association is not entitled to resign that membership except in accordance with this rule.

- (1) A member of the Association may resign from membership of the Association by first giving to the Chairperson written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) The Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **24. Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- a) Dies, or
- b) Ceases to be a member of the Association, or
- c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- d) Resigns office by notice in writing given to the Chairperson, or
- e) Becomes a mentally incapacitated person, or
- f) Is absent without the consent of the Board from all meetings of the Committee held during a period of 6 months, or
- g) Is a Councillor who fails to be elected at local government elections, or resigns from their position of Councillor, or

- h) Is the LMCC General Manager (or delegate) or the GPT Manager (or delegate) and resigns from their appointed position.

## **25. Replacement of Casual Vacancy on the Board**

- (1) If the departed member is the Mayor or Deputy Mayor or a Councillor of LMCC, LMCC can nominate a new representative member during the term by written notification to the Board.
- (2) If the departed member is the LMCC General Manager (or delegate), the position shall be taken up by the newly appointed LMCC General Manager or delegate.
- (3) If the departed member is the GPT Centre Manager (or delegate), the position shall be taken up by the newly appointed GPT Centre Manager or delegate.
- (4) The position of a departed Youth or Community representative shall be appointed by the remaining Board members for the remainder of the original term.
- (5) In this clause, “departed” means a person whose membership of the Association has ceased.

## **26. Rights and Privileges**

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

- (1) Is not capable of being transferred or transmitted to another person, and
- (2) Terminates on cessation of the person’s membership.

## **27. Public Officer**

- (1) The Board shall appoint a Public Officer who shall be responsible for carrying out all duties as set down in the Act and the Regulation made pursuant thereto.
- (2) The Public Officer is required to be closely associated with the operations of the facility and in a position to undertake the required duties and demands within the required timeframes.
- (3) The Public Officer must establish and oversee the maintenance of 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, and, the date when that person ceased to be a member.
- (4) The register of members must be kept at the principal place of administration of the Association and must be open for inspection in accordance with clause 12.

- (5) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

## **28. Honorary Positions**

- (1) **Honorary Solicitor** - The Board at their discretion may appoint an Honorary Solicitor to provide advice and counsel to the Board, and Centre Manager on governance, legal obligations, and specific issues relating to the sustainable operations of the Centre. The appointment shall be for a period of five years to ensure consistency and understanding. The Honorary Solicitor can be appointed for a further term.
- (2) **Honorary Financial Advisor** - The Board at their discretion may appoint an Honorary Financial Advisor to provide advice to the Board, and the Centre Manager on matters relating to opportunities for Not for Profit organizations and the sustainable operations of the Centre. The appointment shall be for a period of four years or in line with the years between local government elections. The Honorary Financial Advisor can be appointed for successive terms.

## **29. Disputes and Mediation**

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **Part 3 – Meetings**

### **30. General Board Meetings**

- (1) The Board shall have its affairs controlled and managed by members in general meetings.
- (2) The Board shall hold general meetings at least every three months.
- (3) Notice of the general meetings shall be given to each member of the Board at least 7 days prior to the meeting. The Secretary shall ensure that the notice sets out the details for the meeting and be given personally, either by electronic means or by post.
- (4) Questions arising at any general meetings shall be determined by majority. The opinion of all members shall be equal in value and shall be considered by all other members. No decision shall be recorded unless a majority of members present agree to a decision being accepted.
- (5) In the case of a tied vote, the chair of the meeting shall have a second or casting vote.
- (6) Voting at general meetings shall be by show of hands. Decisions shall be made by simple majority vote.
- (7) Proxy votes are permitted as per clause 39.
- (8) The Secretary shall ensure that the proceedings of the meeting are duly recorded and that minutes are included with the Notice of Meeting for the next general meeting of the Board.

### **31. Procedure for General Meetings**

- (1) No item of business is to 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) Four 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:
  - a) If convened on the requisition of members, is to be dissolved, and
  - b) in any other case, is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **32. Presiding member at general meetings**

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

### **33. Adjournment of Meetings**

- (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. No business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Chairperson must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 33(1) and 33(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.

### **34. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands. 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. This shall form 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 at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken: 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 is taken to be the resolution of the meeting on that matter.

### **35. Annual General Meetings – calling of and business at**

- (1) An annual general meeting of the Board shall be held each year within six months from the end of the financial year.
- (2) At least 21 days notice of the Annual General Meeting of the Board shall be given to members. The Secretary shall ensure that the notice

shall set out the agenda for the meeting and include the details of any resolution that is to be considered. Written notice of the meeting shall be given to members either personally, by electronic means or by post. An annual general meeting must be specified as such in the notice conveying it.

- (3) In addition to any other business that may be transacted at an annual general meeting the business of an annual general meeting is to include the following:
- a) Confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
  - b) Receipt of the Chairperson's Report on the activities of the Board and any sub-committee for the previous financial year,
  - c) Receipt of the Treasurer's report on the financial activities for the previous year,
  - d) Receipt of the Centre Manager's report on the activities for the previous financial year,
  - e) Receipt of the nominations from membership organizations for their appointed representatives if due in the current year,
  - f) Receipt of the recommendations from the Board regarding the nominations received from individuals for the appointed positions,
  - g) Election of persons to the respective positions as due in the current year,
  - h) Election of Treasurer, Secretary and Deputy Chairperson of the Association; and
  - i) Consideration of any proposed resolutions on notice.

### **36. Special general meetings - calling of**

- (1) The Board may convene, whenever it thinks fit, a special general meeting of the Association.
- (2) The Board must, on the requisition in writing of at least three members of the Association convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - a) Must state the purpose or purposes of the meeting, and
  - b) Must be signed by the members making the requisition, and
  - c) Must be lodged with the Chairperson, 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 Board fails to convene a special general meeting, to be held within 1 month after that date, on which a requisition of members for

the meeting is lodged with the Chairperson, 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 clause 36(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

### **37. Notice for Special General Meetings**

- (1) Except if, the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 37(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a special general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under clause 35.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Chairperson who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **38. Voting at Meetings**

- (1) On any question, arising at a general meeting of the Association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than two proxies.
- (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 or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

- (5) A postal ballot may be used to pass any kind of resolution or to permit meetings to be held at more than one venue using technology that allows members in different places to participate.

### **39. Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Chairperson no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## **Part 4 – Miscellaneous**

### **40. Special Resolutions Changes**

- (1) When considering a motion for resolution of the items listed at clause 40(2) at a special or annual general meeting, the Board must pass the motion in such a manner as to affect the necessity of endorsement of Lake Macquarie City Council prior to the motion being accepted.

The procedure for enacting such a change to the constitution is:

- a) Subject to clause 37, 38, 39 and 40(2)(3) a motion shall be put forward followed by the statement 'The Board passes the motion as stated subject to the endorsement of Lake Macquarie City Council'.
- b) The motion is then provided to Lake Macquarie City Council via Council staff for endorsement.

Should Council recommend an alteration to the motion, this shall be returned to the Board for consideration.

- c) Upon endorsement, a copy of the minutes of the Council meeting and the associated special or annual general Board meeting along with the appropriate alteration to the constitution shall be forwarded to the Department of Fair Trading for registration.
- (2) Subject to clause 40(1), a special general meeting of the Board to effect the following changes must pass a special resolution for:
- a) A change of the Association's name;
  - b) A change in the Association's rules;
  - c) A change in the Association's responsibilities;
  - d) An amalgamation with another incorporated Association;
  - e) The voluntarily wind up the Association and distribute its assets;  
or
  - f) To apply for registration as a Company or a Co-operative.
- (3) A special resolution shall be passed in the following manner:-
- a) A quorum must be present at the meeting; and
  - b) At least three-quarters of those present must vote in favour of the resolution.
  - c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be

made to the Department of Fair Trading for permission to pass in some other way.

#### **41. Insurances**

The Board shall ensure that Public Liability, Professional Indemnity, workers compensation including volunteers and assets content insurance cover and other insurances as required by the operations are provided for the purposes of the Association.

#### **42. Funds—source**

- (1) The funds of the Association are to be derived from activity fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **43. Funds Management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any one of two elected signatory of the Board and the Centre Manager or his/her temporary replacement should the Manager be on leave or employees of the Association, being members or employees authorised to do so by the Board.
- (3) The Financial Year for this association will run from 1<sup>st</sup> July to 30<sup>th</sup> June.

#### **44. 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.

#### **45. Custody of books**

Except as otherwise provided by these rules the Public Officer must keep in his or her custody or under his or her control, all records, books and other documents relating to the Association.

#### **46. Inspection of books**

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

#### **47. Service of notices**

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

#### **48. Income and Assets of the Association**

- (1) The income of the Association shall be used only for the promotion of the objects of the Association and shall not be paid or transferred to members by way of dividends, bonus or profit.
- (2) All assets purchased by or under the authority of the Association shall be transferred to Council at the end of that financial year in which they were purchased.
- (3) In the event that the Association is wound up or have its incorporation cancelled any surplus property, including income shall be the property of and be returned to Council.

#### **49. Authorised Signatories**

Authorised signatories must be appointed by the Board and reviewed at the Annual General Meeting each year.

Authorised signatories have the authority to execute documents on behalf of the organisation.

By the nature of the positions, the Chairperson and the Public Officer must be appointed as authorised signatories. Up to two other members of the Board can be nominated as authorised signatories.

A minimum of two authorised signatories is required.

**Appendix 1**

(Regulation Rule 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

..... Incorporated  
(incorporated under the Associations Incorporation Act 1984)

I, .....

*(full name of applicant)*

of .....

*(address)*

..... hereby apply to become a

*(occupation)*

member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
*Signature of applicant*

Date .....

I, ..... a member of the association,

*(full name)*

nominate the applicant, who meets the criteria as a nominated representative, for membership of the association.

.....  
*Signature of proposer*

Date .....

I, ..... a member of the association,

*(full name)*

second the nomination of the applicant, who meets the criteria as a nominated representative, for membership of the association.

.....  
*Signature of seconder*

Date .....

**Appendix 2**

FORM OF APPOINTMENT OF PROXY

I, ..... of .....  
*(full name)* *(address)*

being a member of .....  
*(name of incorporated association)*

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of .....,  
*(month and year)*

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *(insert details)*.

\* *To be inserted if desired.*

.....  
Signature of member appointing proxy

Date .....

NOTE:

A proxy vote may not be given to a person who is not a member of the association.