

CONSTITUTION

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## 1. Name of Association

The name of the association is as follows:

COMMUNITY CHURCH OF ST BARNABAS, SOUTH ARM INC.

## 2. Interpretation

In these Rules, unless the context otherwise requires:

- a) **accounting records** has the same meaning as in the Act;
- b) **Act** means the Associations Incorporation Act 1964;
- c) **Annual General Meeting** means an Annual General Meeting of the Association held under Rule 13;
- d) **Association** means the association referred to in Rule 1;
- e) **Association** has the same meaning as in the Act;
- f) **Auditor** means the person appointed as the auditor of the Association under Rule 11;
- g) **Authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;
- h) **Basic objects of the Association** means the objects and purposes of the Association as stated in an application under Section 7 of the Act for the incorporation of the Association;
- i) **Committee** means the Committee of management referred to in Rule 24;
- j) **Financial year** has the same meaning as in the Act;
- k) **General Meeting** means –
  - I. an Annual General Meeting; or
  - II. a special general meeting;
- l) **Member** shall mean all persons admitted pursuant to these Rules to any of the following classes of Membership:
  - I. Members
  - II. Honorary Members
- m) **Officer of the Association** means a person elected as an officer of the Association at an Annual General Meeting. Rule 25 or appointed as an officer of the Association under Rule 25.4;
- n) **Ordinary business of an Annual General Meeting** means the business specified in Rule 13.5;
- o) **Ordinary Committee Member** means a Member of the Committee other than an officer of the Association;
- p) **Special Committee Meeting** means a meeting of the Committee that is convened under Rule 29.2 by the President or any 4 of the Members of the Committee;
- q) **Special General Meeting** means a meeting of the Association, other than an Annual General Meeting, convened under Rule 14;
- r) **Special Resolution** has the same meaning as in the Act;
- s) **Public Officer** means the person who, under S14 of the Act is appointed the Public Officer of the Association.

## 3. Association's office

The office of the Association is to be at the following place or at any other place the Committee determines:

#### **4. Objects and purposes of Association**

- 4.1 In addition to the basic objects and purposes of the Association as set out in Rule 4.2, the objects and purposes shall also be deemed to include:
- 4.1.1 the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
  - 4.1.2 the purchase, sale or supply of, or other dealing in, goods;
  - 4.1.3 the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
  - 4.1.4 the acceptance of a gift for any of the objects or purposes of the Association;
  - 4.1.5 the taking of any step the Committee or the Members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
  - 4.1.6 the printing or publication of any newspaper, periodical, book, leaflet or other document the Committee or the Members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;
  - 4.1.7 the borrowing and raising of money in any manner and on terms –
    - (i) the Committee thinks fit; or
    - (ii) approved or directed by resolution passed at a general meeting;
  - 4.1.8 subject to the provisions of the Trustee Act 1898, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
  - 4.1.9 the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
  - 4.1.10 the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
  - 4.1.11 the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
  - 4.1.12 the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the Rules of the Association;
  - 4.1.13 the making of operational Rules to ensure the orderly and safe management of the Association;
  - 4.1.14 the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.
- 4.2 In this Rule, "basic objects of the Association" means the objects and purposes of the Association, as stated in the application under sub-section (2) of section 7 of the Act for the incorporation of the Association lodged with the Commissioner pursuant to that section. The said application states that the basic objects of the Association are as follows:
- 4.2.1 To provide a spiritual place of worship, a vibrant centre for community activities and a burial place for loved ones.

#### **5. Membership of Association**

- 5.1 Nominations , for membership, are open to all community and interested persons.
- 5.2 A person who is nominated and approved for Membership in accordance with these Rules is eligible to be a Member of the Association on payment of the subscription specified in Rule 33.

- 5.3 A nomination of a person for Membership of the Association is to be:
  - 5.3.1 made in writing, on the approved nomination form and signed.
  - 5.3.2 lodged with the Public Officer.
  - 5.3.3 Subject to Sub-rule 5.2, the Public Officer is then to refer the nomination to the Committee.
- 5.4 If a nomination is approved by the Committee, the Public Officer is to:
  - 5.4.1 notify the nominee, in writing, by post or email, that the nominee has been approved for Membership of the Association; and
  - 5.4.2 On receipt of the amount payable by the nominee as his/her first year's subscription, in accordance with Sub-rule 33.5, enter the nominee's name in the register of Members.
- 5.5 A Member of the Association may, at any time, resign from the Association by delivering, sending by post or emailing to the Public Officer a written notice of resignation.
- 5.6 Upon receipt of a notice under Sub-rule 5.6, the Public Officer shall remove the name of the Member by whom the notice was given from the register of Members, whereupon that Member ceases to be a Member of the Association.
- 5.7 A right, privilege, or obligation of a person by virtue of his Membership of the Association-
  - 5.7.1 is not capable of being transferred or transmitted to another person; and
  - 5.7.2 terminates upon the cessation of his Membership, whether by death, resignation, or otherwise.
- 5.8 A person is entitled to be elected as an honorary Member of the Association providing they have applied in writing and is approved by the Committee.
  - 5.8.1 An honorary Member does not have voting rights but has all other rights as a Member.
  - 5.8.2 An honorary Member shall not be required to pay an annual subscription.

## **6. Liability of Members on winding up**

In the event of the Association being wound-up, the Members shall not individually be required to contribute to satisfy the payment of debts or liabilities of the Association and any expenses incurred by such winding-up, except that any Member indebted to the Association for arrears of fees or any debt or liability contracted to the Association prior to the date of such winding-up shall be liable at law to make good any such obligation.

## 7. Income and property of Association

- 7.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 7.2 No portion of the income or property of the Association is to be paid or transferred to any Member of the Association unless the payment or transfer is made in accordance with this Rule.
- 7.3 The Association may –
  - 7.3.1 pay a servant or Member of the Association:
    - a) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or Member; or
    - b) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or Member for any of the objects or purposes of the Association; or
    - c) interest at a rate not exceeding 7.25% on money lent to the Association by the servant or Member; or
    - d) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or Member; and
  - 7.3.2 pay a Member of the Committee remuneration in return for carrying out the functions of a Member of the Committee; and
  - 7.3.3 pay a Member of a Sub-Committee remuneration in return for carrying out the functions of a Member of the Sub-Committee; and
  - 7.3.4 if so requested by or on behalf of any other association, organisation or body, appoint or nominate a Member of the Association to an office in that other association, organisation or body.
- 7.4 Despite Sub-rule 7.3.1 (a), (b) and (c), the Association is not to pay a person any amount under that Sub-rule unless the Association or Committee has first approved that payment.
- 7.5 Despite Sub-rule 7.3.1 (d), the Association is not to appoint or nominate a Member of the Association under that Sub-rule to an office in respect of which remuneration is payable unless the Association or Committee has first approved –
  - 7.5.1 that appointment or nomination; and
  - 7.5.2 the receipt of that remuneration by that Member.

## 8. Financial year

The Financial Year of the Association will run from 1<sup>st</sup> July to 30<sup>th</sup> June each year.

## 9. Accounts of receipts and expenditure

- 9.1 True accounts are to be kept of the following:
  - 9.1.1 each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - 9.1.2 each asset or liability of the Association.
- 9.2 The accounts are to be open to inspection by the Members of the Association at any reasonable time, and in any reasonable manner, determined by the Committee.
- 9.3 The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- 9.4 The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.

## 10. Banking and finance

- 10.1 On behalf of the Association, the Treasurer of the Association is to –
  - 10.1.1 receive any money paid to the Association; and
  - 10.1.2 cause the money to be paid into the account opened under Sub-rule 2 as soon as practicable after it is received.

- 10.2 The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- 10.3 A cheque drawn on an account of the Association is to be signed by the Treasurer and any one of the President, Vice President, Secretary or, in the absence of the Treasurer, any two of the signatories as duly minuted and registered with the deposit-taking institution.
- 10.4 An electronic fund transfer (EFT) drawn upon the account of the Association is to be authorised as provided for in Rule 10.3.
- 10.5 All transactions are to be tabled by the Treasurer at the next Committee meeting.

## 11. Auditor

- 11.1 At each Annual General Meeting, the Members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 11.2 If an auditor is not appointed at an Annual General Meeting under Sub-rule 1, the Committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
- 11.3 The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- 11.4 The first auditor:
  - 11.4.1 may be appointed by the Committee before the first Annual General Meeting; and
  - 11.4.2 if so appointed, holds office until the first Annual General Meeting unless earlier removed by a resolution of the Members of the Association at a general meeting.
- 11.5 If the first auditor is appointed by the Committee under Sub-rule 4.1 and subsequently removed at a general meeting under Sub-rule 4.2, the Members of the Association, at that general meeting, may appoint an auditor to hold office until the first Annual General Meeting.
- 11.6 If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the next Annual General Meeting.

## 12. Audit of accounts

- 12.1 The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 12.2 The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - 12.2.1 certify as to the correctness of the accounts of the Association; and
  - 12.2.2 at the next Annual General Meeting, provide a written report to the Members of the Association present at that meeting.
- 12.3 In the report and in certifying to the accounts, the auditor is to –
  - 12.3.1 specify the information, if any, that he or she has required under Sub-rule 5.2 and obtained; and
  - 12.3.2 state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - 12.3.3 state whether the Rules relating to the administration of the funds of the Association have been observed.
- 12.4 The Public Officer of the Association is to deliver to the auditor
  - 12.4.1 A list of all the accounting records, books and accounts of the Association; and
  - 12.4.2 A list of Committee Members including names and addresses for signature by the Auditor.
- 12.5 The auditor may –
  - 12.5.1 have access to the accounting records, books and accounts of the Association; and
  - 12.5.2 require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
  - 12.5.3 employ any person to assist in auditing the financial affairs of the Association; and
  - 12.5.4 examine any Member of the Committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

### 13. Annual General Meeting

- 13.1 The Association is to hold an Annual General Meeting each year.
- 13.2 An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Committee determines.
- 13.3 An Annual General Meeting is to be in addition to any other general meeting that may be held in the same year.
- 13.4 The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- 13.5 The ordinary business of an Annual General Meeting is to be as follows:
  - 13.5.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - 13.5.2 to receive from the Committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - 13.5.3 to elect the officers of the Association and the ordinary Committee Members;
  - 13.5.4 to appoint the auditor and determine his or her remuneration;
  - 13.5.5 to determine the remuneration of servants of the Association.
- 13.6 An Annual General Meeting may transact special business of which notice is given in accordance with Rule 13.

### 14. Special general meetings

- 14.1 The Committee may convene a special general meeting of the Association at any time.
- 14.2 The Committee, on the requisition in writing of at least 10 Members of the Association, is to convene a special general meeting of the Association.
- 14.3 A requisition for a special general meeting –
  - 14.3.1 is to state the objects of the meeting; and
  - 14.3.2 is to be signed by each of the requisitionists; and
  - 14.3.3 is to be deposited at the office of the Association; and
  - 14.3.4 may consist of several documents, each signed by one or more of the requisitionists.
- 14.4 If the Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- 14.5 A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Committee.
- 14.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

### 15. Notices of general meetings

- 15.1 At least fourteen (14) days before the day on which a general meeting of the Association is to be held, the Public Officer is to publish a notice specifying -
  - 15.1.1 the place, day and time at which the meeting is to be held; and
  - 15.1.2 the nature of the business that is to be transacted at the meeting.
- 15.2 A notice is published for the purposes of Sub-rule 15.1 if the notice –
  - 15.2.1 is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
  - 15.2.2 appears on a website, or an electronic address of the Association; or
  - 15.2.3 is sent to each Member of the Association at –
    - (i) the Member's postal or residential address, address of business or employment; or
    - (ii) an email address that the Member has nominated as the email address to which notices from the Association may be sent; or
    - (iii) is given by other means, determined by the Public Officer, that is reasonably likely that the Members of the Association will be notified of the notice.

## 16. Business and quorum at general meetings

- 16.1 All business transacted at a general meeting, other than the ordinary business of an Annual General Meeting, is special business.
- 16.2 Business is not to be transacted at a general meeting unless a quorum of Members of the Association entitled to vote is present at the time the meeting considers that business.
- 16.3 A quorum for the transaction of the business of a general meeting is 10 Members of the Association entitled to vote.
- 16.4 If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
  - 16.4.1 if convened on the requisition of Members of the Association, is dissolved; or
  - 16.4.2 if convened by the Committee, is to be adjourned to the same day in the next week at the same time and –
    - (i) at the same place; or
    - (ii) at any other place specified by the Chairperson –
      - (A) at the time of the adjournment; or
      - (B) by notice in a manner determined by the Chairperson.
- 16.5 If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## 17. Chairperson at general meetings

At each general meeting of the Association, the Chairperson is to be –

- 17.1 the President; or
- 17.2 in the absence of the President, the Vice-President; or
- 17.3 in the absence of the President and Vice-President, a Member of the Association elected to preside as Chairperson by the Members of the Association present and entitled to vote at the general meeting.

## 18. Adjournment of general meetings

- 18.1 The Chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the Members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 18.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 18.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## 19. Determination of questions arising at general meetings

- 19.1 A question arising at a general meeting of the Association is to be determined on a show of hands.
- 19.2 A declaration by the Chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

## 20. Votes

- 20.1 On any question arising at a general meeting of the Association, a Member of the Association (including the Chairperson) has one vote only.
- 20.2 All votes are to be given personally.
- 20.3 Despite Sub-rule 20.1, in the case of an equality of votes, the Chairperson has a second or casting vote.

## 21. Taking of poll

If at a general meeting a poll on any question is demanded –

- 21.1 the poll is to be taken at that meeting in the manner the Chairperson determines; and
- 21.2 the result of the poll is taken to be the resolution of the meeting on that question.

## 22. When poll to be taken

- 22.1 A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- 22.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the Chairperson determines.

## 23. Public Officer

- 23.1 The Association will have a person as a Public Officer and such person shall:
  - 23.1.1 carry out the functions and duties of a Public Officer as set out in this Constitution and under the Associations Incorporations Act 1964; and
  - 23.1.2 be appointed by the Committee and may hold any executive position except Auditor of the Association.
- 23.2 If the position becomes vacant, the Committee must appoint a person within 14 days. The appointee must notify the Commissioner immediately in writing of their appointment and provide full name, address and occupation.

## 24. Affairs of Association to be managed by a Committee

- 24.1 The affairs of the Association are to be managed by a Committee of management constituted as provided in Rule 26.
- 24.2 The Committee:
  - 24.2.1 is to control and manage the business and affairs of the Association; and
  - 24.2.2 may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these Rules to be exercised and performed by Members of the Association at a general meeting; and
  - 24.2.3 has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

## 25. Officers of the Association

- 25.1 The officers of the Association are as follows:
  - 25.1.1 President;
  - 25.1.2 Vice-President;
  - 25.1.3 Treasurer; and
  - 25.1.4 Secretary.
- 25.2 Rule 27.2, 3 and 4 applies, with all necessary modifications, to the election of persons to any of the offices referred to in Sub-rule 25.1.
- 25.3 Officers of the Association are to hold office for a term of two years until the next Annual General Meeting, excepting in the first year when the Vice President and Secretary will hold office for one year. Thereafter the President and Treasurer will alternate with the Vice President and Secretary for two year terms. All officers are eligible for re-election following their term.
- 25.4 If a casual vacancy in an office referred to in Sub-rule 25.1 occurs, the Committee may appoint one of its Members to fill the vacancy until the next Annual General Meeting after the appointment.

## 26. Constitution of the Committee

- 26.1 The Committee consists of –
  - 26.1.1 the officers of the Association; and
  - 26.1.2 four other Members elected at the Annual General Meeting.



- 26.2 An ordinary Committee Member is to hold office for a term of two years until the next Annual General Meeting, excepting in the first year when half the ordinary committee positions will be open to election. Thereafter each half of the ordinary committee members will alternate. All committee members are eligible for re-election following their term.
- 26.3 If a casual vacancy occurs in the office of ordinary Committee Member, the Committee may appoint a Member of the Association to fill the vacancy until the next Annual General Meeting after the appointment.
- 26.4 The Public Officer is to keep a register of Committee Members.

## 27. Election of Committee

- 27.1 A nomination of a candidate for election as an officer of the Association, or as an ordinary Committee Member, is to be –
  - 27.1.1 made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - 27.1.2 delivered to the Public Officer of the Association at least 10 days before the day on which the Annual General Meeting is to be held.
- 27.2 If insufficient nominations are received to fill all vacancies on the Committee:
  - 27.2.1 the candidates nominated are taken to be elected; and
  - 27.2.2 vacancies are considered casual as per Rule 25.4 and Rule 26.3.
- 27.3 If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- 27.4 If the number of nominations received by the due date exceeds the number of vacancies on the Committee to be filled, a ballot is to be held in relation to those nominations.
- 27.5 The ballot for the election of officers and ordinary Committee Members is to be conducted prior to the Annual General Meeting in the manner determined by the Committee.

## 28. Vacation of office

For the purpose of these Rules, the office of an officer of the Association, or of an ordinary Committee Member, becomes casually vacant if the officer or Committee Member –

- 28.1 dies; or
- 28.2 becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- 28.3 becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- 28.4 resigns office in writing addressed to the Committee; or
- 28.5 ceases to be ordinarily resident in Tasmania; or
- 28.6 is absent from 3 consecutive meetings of the Committee without the permission of the other Members of the Committee; or
- 28.7 ceases to be a Member of the Association; or
- 28.8 fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Public Officer of the Association stating that the officer or Committee Member has ceased to be a financial Member of the Association.

## 29. Meetings of the Committee

- 29.1 The Committee is to meet as required at any place and time the Committee determines.
- 29.2 A meeting of the Committee, other than a meeting referred to in Sub-rule 29.1, may be convened by the President or any four of the Members of the Committee.
- 29.3 Written notice of any special Committee meeting is to be served on Members of the Committee and is to specify the general nature of the business to be transacted.

- 29.4 A special Committee meeting may only transact business of which notice is given in accordance with Sub-rule 26.3).
- 29.5 A quorum for the transaction of the business of a meeting of the Committee is five Members of the Committee.
- 29.6 Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- 29.7 If a quorum is not present within half an hour after the time appointed for the commencement of
  - 29.7.1 a meeting of the Committee (other than a special Committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
  - 29.7.2 a special Committee meeting, the meeting is dissolved.
- 29.8 At each meeting of the Committee, the Chairperson is to be –
  - 29.8.1 the President; or
  - 29.8.2 in the absence of the President, vice-President; or
  - 29.8.3 in the absence of the President and vice-President, a Member of the Committee elected to preside as Chairperson by the Members of the Committee present at the meeting.
- 29.9 Any question arising at a meeting of the Committee is to be determined –
  - 29.9.1 on a show of hands; or
  - 29.9.2 if demanded by a Member, by a poll taken at that meeting in the manner the Chairperson determines.
- 29.10 On any question arising at a meeting of the Committee, a Member of the Committee (including the Chairperson) has one vote only.
- 29.11 Despite Sub-rule (10), in the case of an equality of votes, the Chairperson has a second or casting vote.
- 29.12 Written notice of each Committee meeting is to be served on each Member of the Committee by –
  - 29.12.1 giving it to the Member during business hours before the day on which the meeting is to be held; or
  - 29.12.2 emailing it to the Member's email address or
  - 29.12.3 leaving it, during business hours before the day on which the meeting is to be held, at the Member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - 29.12.4 sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held.

### 30. Disclosure of interests

- 30.1 If a Member of the Committee or a Member of a Sub-Committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or Sub-Committee at a meeting, the Member is to, as soon as practicable after the relevant facts come to the Member's knowledge, disclose the nature of the interest to the Committee.
- 30.2 If at a meeting of the Committee or a Sub-Committee a Member of the Committee or Sub-Committee votes in respect of any matter in which the Member has a direct or indirect pecuniary interest, that vote is not to be counted.

### 31. Sub-committees

- 31.1 The Committee may –
  - 31.1.1 appoint a Sub-Committee from the Committee;
  - 31.1.2 appoint a Chairperson of the Sub-Committee, and
  - 31.1.3 prescribe the powers and functions of that Sub-Committee.
- 31.2 The Committee may co-opt any person as a Member of a Sub-Committee without voting rights, whether or not the person is a Member of the Association.
- 31.3 A quorum for the transaction of the business of a meeting of the Sub-Committee is 3 appointed Members entitled to vote.
- 31.4 The Sub-Committee Chairman is to convene meetings of a Sub-Committee.
- 31.5 Any question arising at a meeting of a Sub-Committee is to be determined –

- 31.5.1 on a show of hands; or
- 31.5.2 if demanded by a Member, by a poll taken at that meeting in the manner the Chairperson determines.
- 31.6 On any question arising at a meeting of a Sub-Committee, a Member of the Sub-Committee (including the Chairperson) has one vote only.
- 31.7 Written notice of each Sub-Committee meeting is to be served on each Member of the Sub-Committee by –
  - 31.7.1 giving it to the Member during business hours before the day on which the meeting is to be held; or
  - 31.7.2 leaving it, during business hours before the day on which the meeting is to be held, at the Member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - 31.7.3 sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
  - 31.7.4 emailing it to the Member's email address.

## 32. Executive Committee

- 32.1 The President, the vice-President, the Treasurer and the Secretary constitute the Executive Committee.
- 32.2 During the period between meetings of the Committee, the Executive Committee may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- 32.3 The Executive Committee is to report on any instructions issued under Sub-rule 32.2 to the next meeting of the Committee.

## 33. Annual subscription

- 33.1 The annual subscription payable by Members of the Association will be the amount stated in the by-laws.
- 33.2 The Members of the Association may alter, by special resolution, the subscription for a financial year of the Association.
- 33.3 The subscription for a financial year of the Association that is payable by Members of the Association is due and payable on or before the first day of the financial year of the Association.
- 33.4 If a Member of the Association has not paid their subscription for a financial year by 31<sup>st</sup> August in that year they will be advised that their Membership has lapsed.
- 33.5 Where a person is accepted as a new Member of the Association after 1<sup>st</sup> July each year, a pro-rata subscription is payable based on the unexpired remaining months to the next 30<sup>th</sup> June.
- 33.6 In addition to the annual subscription the Association may also charge fees and levees for the use of equipment, materials and consumables.

## 34. Service of notices and requisitions

Except as otherwise provided by these Rules, a document may be served under these Rules on a person by –

- 34.1 giving it to the person; or
- 34.2 leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- 34.3 emailing it to the person's email address.

## 35. Expulsion of Members

- 35.1 The Committee may expel a Member from the Association if, in the opinion of the Committee, the Member is guilty of conduct detrimental to the interests of the Association.
- 35.2 The expulsion of a Member under Sub-rule 35.1 does not take effect until the later of the following:

- 35.2.1 the fourteenth day after the day on which a notice is served on the Member under Sub-rule 35.2.3;
- 35.2.2 if the Member exercises his or her right of appeal under this Rule, the conclusion of the special general meeting convened to hear the appeal.
- 35.2.3 If the Committee expels a Member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the Member a notice in writing –
  - (i) stating that the Committee has expelled the Member; and
  - (ii) specifying the grounds for the expulsion; and
  - (iii) informing the Member of the right to appeal against the expulsion under Rule 36.

### **36. Appeal against expulsion**

- 36.1 A Member may appeal against an expulsion under Rule 35 by serving on the Public Officer of the Association, within 14 days after the service of a notice under Rule 35.2.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 36.2 On receipt of a requisition, the Public Officer is to immediately notify the Committee of the receipt.
- 36.3 The Committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 36.4 At a special general meeting convened for the purpose of hearing an appeal under this Rule –
  - 36.4.1 no business other than the question of the expulsion is to be transacted; and
  - 36.4.2 the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
  - 36.4.3 the expelled Member must be given an opportunity to be heard; and
  - 36.4.4 the Members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 36.5 If at the special general meeting a majority of the Members present vote in favour of the lifting of the expulsion –
  - 36.5.1 the expulsion is lifted; and
  - 36.5.2 the expelled Member is entitled to continue as a Member of the Association.
- 36.6 If at the special general meeting a majority of the Members present vote in favour of the confirmation of the expulsion –
  - 36.6.1 the expulsion takes effect; and
  - 36.6.2 the expelled Member ceases to be a Member of the Association.

### **37. Disputes**

- 37.1 A dispute between a Member of the Association, in the capacity as a Member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- 37.2 This Rule does not affect the operation of Rule 36.

### **38. Seal of Association**

- 38.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Common Seal".
- 38.2 The seal is not to be affixed to any instrument except by the authority of the Committee.
- 38.3 The affixing of the seal is to be attested by the signatures of –
  - 38.3.1 two Members of the Committee; or
  - 38.3.2 one Member of the Committee and the Public Officer of the Association or any other person the Committee may appoint for that purpose.
- 38.3.3 If a sealed instrument has been attested under Sub-rule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- 38.3.4 The seal is to remain in the custody of the Public Officer of the Association.

### 39. Application and Disposal of Assets

- 39.1 The income and property of the Association is to be used and applied solely in promotion of its purposes and the exercise of its powers.
- 39.2 Subject to Rules 39.3 and 39.4 the income and property of the Association is not to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to a Member.
- 39.3 The Association may pay, in good faith, interest to a Member in respect of money advanced by the Member to the Association or otherwise owing by the Association to the Member.
- 39.4 The Association may pay or repay a Member for out of pocket expenses reasonable and proper charges for goods hired by or supplied to the Association from the Member or reasonable and proper rent for premises demised or let to the Association from the Member.
- 39.5 If the Association is wound up in accordance with the Act the remains, after satisfaction of all its liabilities any property, is not to be paid or distributed to Members but is to be vested in the Community of South Arm Peninsula or transferred to another community organisation with similar purposes which is not carried on for the profit or gain of its individual Members as approved by a majority of members at the time of winding up.

### 40. By-laws

The Committee may draw up, suspend and repeal by-laws for administration of its activities. The Association's by-laws must:

- 40.1 not be inconsistent with the constitution, and
- 40.2 be placed on a register showing those approved, suspended and repealed to be kept by the Public Officer and appended to this Constitution.

