

**Artarmon Progress Association Inc.**

ABN 77 319 108 019

**CONSTITUTION****NAME AND OBJECTIVES**

1. The name of the Association is the Artarmon Progress Association Inc. (“the Association”).
2. The objectives of the Association are to promote the welfare, physical and intellectual advancement of the suburb of Artarmon and the City of Willoughby, to protect the interests of the residents and to encourage a keener spirit of citizenship and mutual help among such residents.

**MEMBERSHIP****Member**

3. A person on the electoral roll as a resident of Artarmon or a ratepayer for an Artarmon property or a lease holder of Artarmon property may apply for membership of the Association. The geographical definition of Artarmon is that noted by the geographical names board.
4. A Member has the following rights:
  - (a) to be given notice of and vote at any election or General Meeting
  - (b) to give his or her proxy to another Member
  - (c) to nominate for election or be appointed as a Committee Member

**Affiliate**

5.
  - (a) A person not on the electoral roll as a resident of Artarmon or a ratepayer for an Artarmon property or a lease holder of Artarmon property may apply for affiliate membership of the Association. An Affiliate may attend any General Meeting but may not speak, vote or stand for election.
  - (b) A Member’s membership will convert to Affiliate membership in the event that they cease to meet the membership eligibility criteria set out in Clause 3.

**Life Member**

6. The Committee may grant Life Membership to a Member who has provided exceptional service to the Association and who is worthy of the highest tribute and recognition.
7. A Life Member shall not pay membership fees. A Life Member has all the rights of a Member.

**Discretion of the Committee**

8. The Committee may in its absolute discretion determine whether or not to approve each applicant for admission to membership or admission as an affiliate.
9. When the Committee decides not to admit a person to membership of the Association, the Committee shall not be required to give any reason for its decision.

**Membership Fees**

10. The Committee may admit members and affiliates on such terms and for such fees as shall be determined by the Committee from time to time.
11. If the fees payable of any Member or Affiliate shall not be paid within forty (40) days of the mailing, or emailing, of the fee payment notice, such membership shall be deemed terminated.

**Cessation of Membership**

12. A person ceases to be a member of the Association if the person:
  - (a) Dies,
  - (b) Resigns from the membership,
  - (c) Is expelled by the Committee from the Association, or
  - (d) Has not paid a fee payable within forty (40) days of notice.

**Disciplining of Members**

13. Where the Committee is of the opinion that a member of the Association has persistently refused or neglected to comply with a provision or provisions of this Constitution or has acted in a manner prejudicial to the interests of the Association, the Committee may expel the member from membership of the Association for a specific period, an indefinite period, or permanently.

**Appeal**

14. An applicant for admission to membership whose application has been declined and any expelled member may appeal to the Committee for reconsideration of this matter.

**Membership Entitlements Not Transferable**

15. A right, privilege or obligation that a person has, by reason of being a Member of the Association, cannot be transferred or transmitted to another person, except to a proxy for the purpose of voting only.

**COMMITTEE****Powers of Committee**

16. The Committee of the Association, subject to this Constitution and to any resolution passed by the Association in a General Meeting:
  - (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a General Meeting of the Association;
  - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association; and
  - (d) may establish, dissolve and set regulations for Sub-Committees;
  - (e) shall establish the following records: minutes of meetings, register of members, register of elected committee members and financial records.

**Duty of Committee Members**

17. Every Committee Member shall act in the interests of the Association as a whole.

**Elections for Committee Members**

18. The Members at the Annual General Meeting shall elect up to twelve Committee Members.
19. If there are more than twelve candidates for election to the Committee, each member present in person or by proxy may vote for their twelve preferred candidates.
20. The candidates with the most votes shall be elected.
21. In the event of any tie, the result shall be decided by a draw of names.
22. If there are twelve or less candidates for election, each candidate shall be declared elected unopposed.

**Term of Office of Committee Members**

23. Each Committee Member shall hold office from the close of the Annual General Meeting until the close of the subsequent Annual General Meeting.

24. Unless disqualified by rules elsewhere in this Constitution, each Committee Member is eligible for re-election as a Committee Member.

#### **Returning Officer**

25. The Members may appoint a Returning Officer for the conduct of any elections. The Returning Officer shall have control of any election.

#### **Nominations for Committee Members**

26. Nominations as Committee Member may be verbal if the candidate is present at the Annual General Meeting. If the candidate is not present the nomination may be writing, signed by the nominee, proposer and seconder all of whom must be members of the Association.

#### **Removal of Committee Members**

27. The Association in General Meeting may remove any Committee Member before the expiration of his or her term of office, and may appoint another Member as a Committee Member in his or her stead.
28. A person is disqualified from becoming or continuing to act as a Committee Member of the Association and a casual vacancy in an office or in a Committee Member's position occurs if the occupant:
  - (a) dies,
  - (b) resigns from membership of the Association,
  - (c) is expelled by the membership from the Committee,
  - (d) becomes ineligible to be a Committee Member,
  - (e) ceases to be eligible for membership of the Association; or
  - (f) becomes bankrupt,
  - (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health, or
  - (h) is absent without the consent of the Committee from the meetings of the Committee held during a period of three months without leave being granted by the Committee.

#### **Casual Vacancies**

29. The Committee may appoint any Member to be a Committee Member to fill a casual vacancy

#### **Quorum**

30. The quorum necessary for the transaction of the business of the Committee shall be not less than 40% of Committee Members currently elected.

#### **Committee Meetings**

31. The President will preside over meetings of Committee but if the President is unable to so preside, then the Committee may elect a Chair of the meeting.

#### **Equal Vote**

32. The Chair shall have the right to vote, however, in the event of equal votes the motion shall fail.

#### **Sub-Committees**

33. The Committee may establish or dissolve Sub-Committees of the Association. A sub-committee shall, subject to the discretion of the Committee, carry out the objectives of the Association.
34. The Committee may delegate any of its powers to Sub-Committees consisting of such members as they think fit. Any Sub-Committee so formed shall conform to any direction imposed on it by the Committee.

## **OFFICE BEARERS**

### **Election by Committee of Office Bearers**

35. The Committee Members shall elect from among their number the Office Bearers of the Association, being the President, Vice President, Secretary & Treasurer.
36. The Committee shall appoint a Public Officer on the terms and conditions, including remuneration if any, that the Committee determines.
37. The incoming Committee shall elect the Office Bearers for the current year at the first meeting of the incoming Committee.

### **Tenure of Office Bearers**

38. The term of office of each Office Bearer shall be from his/her election until the election of their successor.

### **Limitation on Terms as Office Bearer**

39. No person may hold the same office for more than three consecutive terms without a Special Resolution of the Members.

### **Authority of Office Bearers**

40. The Office Bearers of the Association, subject to this Constitution and to any resolution passed by the Association in General Meeting and subject to any resolution of the Committee, shall control and manage the affairs of the Association between meetings of the Committee.

## **PUBLIC INFORMATION MEETINGS**

### **Public Information Meetings**

41. Public Information Meetings may be held at any time deemed appropriate by the Committee. Public Information Meetings are not official General Meetings of the Association unless they have been so designated

## **GENERAL MEETINGS**

### **General Meetings**

42. A General Meeting of the Association shall be held from time to time. General Meetings may be called for by the Committee, by 10% of the Members and by other means permitted by the Law. The rules that apply to General Meetings also apply to Annual General Meetings.

### **Business at Annual General Meetings**

43. An Annual General Meeting shall be held for the following purposes; elections of Office Bearers, presentation of a financial report, in accordance with the provisions of the Law.
44. An Annual General Meeting must be held once in every calendar year and within 6 months from the end of the Association's financial year.

### **Notice of General Meetings**

45. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, seven days notice at the least, specifying the place, the day and the hour of the General Meeting and, in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

### **Quorum at General Meetings**

46. The quorum for a General or Annual General Meeting is ten Members and the quorum shall be present at all times during the meeting.

**Chair at General Meetings**

47. The President of the Committee shall preside as Chair at every General Meeting of the Association. If the President or Vice President is not present, the Members shall elect one of their number to be Chair of the meeting.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**Voting at General Meetings**

49. At a General Meeting, each Member has one vote provided that all funds presently payable by him or her to the Association have been paid.
50. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a poll is demanded. Before a vote is taken the Chair shall inform the meeting whether any proxy votes have been received and how the proxy vote shall be cast.
51. On a show of hands, a declaration by the Chair is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of proxies received.

**Proxies at General Meetings**

52. A Member of the Association who is entitled to attend and cast a vote at a General Meeting of Members may appoint another Member as the Member's proxy to attend and vote for the Member at the meeting.
53. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall set out the options.
54. An instrument appointing a proxy shall be deposited at such place as is specified in the notice, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll.
55. Unless the Association has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
  - the appointing Member dies; or
  - the Member is mentally incapacitated; or
  - the Member revokes the proxy's appointment; or
  - the Member revokes the authority under which the proxy was appointed by a third party.
56. The number of proxies which a Member may hold and vote on at a meeting of Members is limited to a maximum of two (2).

**Right to Poll at General Meetings**

57. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chair;
  - (b) by at least three Members in person or by proxy;
58. Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

**Objections at General Meetings**

59. An objection to the qualification of a Member may be raised only at the General Meeting or adjourned meeting at which that Member's vote is given or tendered. Any such objections shall be referred to the Chair of the meeting whose decision is final.

**Adjournment of General Meetings**

60. The Chair may, with the consent of 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for thirty (30) days or more.

**MISCELLANEOUS****Inspection of books**

61. The Committee, or the Association by a resolution passed at a meeting of Members, may authorise a member to inspect the books of the Association.

**Non-profit**

62. The assets and income of the Association shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

**Winding up**

63. In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organization which has similar objectives and which has rules prohibiting the distribution of its assets and income to its members.
64. The liability of the members is limited. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount of \$10 together with any unpaid fees of the member in respect of his or her membership of the Association.

**Amalgamation**

65. Where it furthers the objectives of the Association to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members.

**Indemnity**

66. Every member of the Committee or employee or volunteer of the Association shall be indemnified out of the assets of 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 Law 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. The Committee shall be indemnified against the costs of any legal action taken against the Association by such action being proved.

**Changes to Constitution**

67. This Constitution may be amended by Special Resolution of Members at a General Meeting convened for this purpose with seven days notice of motion being given. Amendments to the Constitution shall be approved by two thirds or greater majority of Members voting in person or by proxy.