

Wamboin Community Association Incorporated

Constitution

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Wamboin Community Association Incorporated

Constitution

Under the Associations Incorporation Act 2009 and the Associations Incorporation Regulation 2010

1. Name of Association

The name of the Association is the **Wamboin Community Association Incorporated.**

Part I - Preliminary

2. Aims

2.1. Object

- (1) The Wamboin Community Association seeks to represent the interests of the Wamboin community, and support community groups that are active in the Wamboin area.

2.2. Objectives

- (1) The objectives of the Association are to:
 - (a) provide a forum to discuss major issues affecting the Wamboin community and the development of collaborative strategies to address these challenges;
 - (b) promote broader understanding of these issues;
 - (c) represent the interests of the Wamboin community with regard to local, regional and federal issues; and
 - (d) strengthen local community capacity through liaison and coordination of community organisations that are active or seek to become active in the Wamboin area;
 - (e) assist in the provision of community facilities.

2.3. Activities

- (1) To give effect to these objectives the Association may, among other things:
 - (a) hold monthly general meetings and special purpose meetings;
 - (b) conduct or co-sponsor community public forums to discuss issues of significance to the community;
 - (c) respond to local, state and Commonwealth government policy and activity as required. This range of activity would be facilitated by the committee;
 - (d) promote special events;
 - (e) liaise closely with and support community organisations, e.g. the Wamboin Rural Fire Brigade, the Wamboin Pony Club, the Wamboin Play Group;

- (f) maintain a community newsletter, a website and community notice boards as important communication tools between the Association, members and the wider community.

Part 2 - Membership

3. General

- (1) The categories of membership are ordinary members, and life members.
- (2) Ordinary membership of the Association is open to all residents, property owners and tenants of the Wamboin area and to any other person where he or she can demonstrate a prior long-standing interest and involvement in the community to the satisfaction of the committee.
- (3) Life members
 - (a) Individuals who have made outstanding contributions to the Wamboin community, over an extended period, are eligible to be elected as life members of the Association.
 - (b) Upon recommendation by the committee, persons deemed worthy of being elected as life members of the Association may be elected as such by at least 75 percent of the vote of those members present at a general meeting of the Association.
 - (c) A life member has all the rights and privileges of membership, including the right to vote, and is subject to this constitution.
- (4) Additional categories of members may be created from time to time by the members at a general meeting.

4. Applications for membership

- (1) Applications for membership shall be made in writing using the Association's Membership Application Form, and shall be lodged with a member of the committee.
- (2) The committee member or any other committee member may receive the application and forward it to the secretary.
- (3) On receipt, the secretary shall refer the application to the committee for consideration.
- (4) On approval, the secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association until the next annual general meeting.

- (5) A member may renew membership at the annual general meeting, or at any other time.

5. Cessation of membership

- (1) A person ceases to be a member of the Association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) fails to pay the annual membership fee under clause 9 within 3 months after the fee is due; or
 - (d) is expelled from the Association.

6. Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the Association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee 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) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The public officer of the Association shall establish and have maintained a register of members of the Association which shall specify at least the name of each person who is a member and the date on which the person became a member.
- (2) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member may obtain a copy of any part of the register on payment of \$1.00 for each page copied. The copy must only contain the name of members.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

9. Membership fees

- (1) The annual membership fee payable by members of the Association (other than life members) shall be \$2, or any other amount determined by the committee.

10. Members' liabilities

- (1) The liability of a member 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 9.

11. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association that cannot be resolved after consideration by the committee may be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- (4) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious.

12. Discipline

- (1) The committee may resolve to expel a member from the Association if the member:
 - (a) has persistently refused or neglected to comply with a provision of these rules;
 - or
 - (b) has acted in a manner detrimental to the interests of the Association.
- (2) A resolution under subclause (1) is of no effect until the committee holds a further meeting to confirm the resolution.
- (3) If the committee resolves to expel a member from the Association, the president must follow the procedures outlined in the Associations Incorporation Regulation 2010 – Schedule 1 in terms of serving a written notice setting out the grounds on which the committee based its resolution and outlining the way in which the member may appeal the decision, including the way in which the member may make submission to, or appear before, the Association or its delegate.

13. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary 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 subclause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association present.

Part 3 – The committee

14. Powers of the committee

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Association will be governed by a committee, which will control and manage the affairs of the Association.
- (2) The committee 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 members of the Association.
- (3) The committee is charged with the development and appointment of relevant sub-committees to advance the interests of the Association.
- (4) The committee also 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.

15. Composition and membership of the committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least 3 other committee members, each of whom is to be elected at the annual general meeting of the Association under clause 22.

- (2) The total number of committee members is to be no more than 10.
- (3) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) one or two vice-presidents,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices, other than the offices of both the president and vice-president.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as other committee members:
 - (a) should be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) should be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and other committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer, other than the president or vice-president, or as another committee member, must be a member of the Association.

- (8) A person nominated as a candidate for election as president or vice-president of the Association should have been a member of the Association for at least two years, which should include one year as an office bearer or as another committee member.

17. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office until the conclusion of the annual general meeting following the date of the member's appointment.
- (2) A casual vacancy in the office of a member of the committee 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 secretary, or
 - (e) is removed from office under clause 18, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

18. Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, a vice-president is to preside, or
 - (b) if the president and the vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

20. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 19 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meetings

21. Annual general meetings - holding of

- (1) The Association must hold its annual general meeting within 6 months after the close of the Association's financial year.

22. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 21, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

23. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 5 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 secretary, 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 committee 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 secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

24. Notice

- (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) Where the nature of the business to be dealt with at a general meeting or an annual 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 meeting, cause notice to be given to each member of the Association specifying, in addition to the matters required under subclause 24 (1), the intention to propose the resolution as a special resolution.
- (3) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If at an 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) are to constitute a quorum.

26. Presiding member

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

27. Adjournment

- (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, 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.

- (2) If a general meeting is adjourned for 14 days or more, the secretary 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.

28. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

29. Special resolutions

- (1) A special resolution may only be passed by the Association in accordance with section 39 of the Act.
- (2) A special resolution is required if the Association, for example:
 - (a) wishes to apply to the Director-General for registration of a change in the Association's name, objects or constitution, or
 - (b) wishes to amalgamate with another Association, or
 - (c) wishes to wind up voluntarily.
- (3) A resolution is passed by an Association as a special resolution if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.

30. Voting

- (1) On any question arising at a general meeting of the Association, each ordinary member, and each life member, has one vote only.
- (2) 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.

- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

31. Proxy votes not permitted

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

32. Postal ballots

- (1) The Association will not hold postal ballots to determine an issue or proposal.

Part 5 – Miscellaneous

33. Insurance

- (1) The Association will effect and maintain insurance.

34. Funds – source

- (1) The funds of the Association are to be derived from the annual fees of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee 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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35. 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 committee determines.
- (2) All cheques, drafts and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members authorised to do so by the committee.

36. Change of name, objects and constitution

- (1) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

37. Custody of books etc.

- (1) Except as otherwise provided by this constitution, 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.

38. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

39. 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
 - (c) 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.

40. Financial year

- (1) The financial year of the Association is the period commencing on 1 April and ending on the following 31 March.

41. Definitions

(1) In this constitution:

“Director-General” means the Director-General of the NSW Department of Services, Technology and Administration.

“secretary” means:

- (a) the person holding office under this constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

“special general meeting” means a general meeting of the Association other than an annual general meeting.

“the Act” means the Associations Incorporation Act 2009.

“the Regulation” means the Associations Incorporation Regulation 2010.

(2) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Appendix 1: The positions of president, vice-presidents, secretary, treasurer and public officer

President

- (1) Subject to this constitution and to any resolution passed by the members in general meeting, the president shall provide strategic direction for the Association, represent the Association in the Wamboin community, liaise with government authorities as required at the local, state and federal levels, control and manage the affairs of the Association and its funds and perform all such acts and do all such things necessary or desirable for the proper management of the affairs of the Association.

Vice-president(s)

- (1) The vice-president(s) shall support the president in regard to the duties outlined in clause (1) and act for the president in his or her absence.

Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.

Treasurer

- (1) It is the duty of the treasurer of the Association to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) 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.

Public officer

- (1) The public officer is the official point of contact for an incorporated Association, and one of the authorised signatories (but not automatically a signatory to the Association's bank account).
- (2) Under the Act, the public officer is responsible for:
 - (a) notifying NSW Fair Trading of any change in the Association's official address within 28 days;
 - (b) collecting all Association documents from former committee members and delivering the documents to the new committee member;
 - (c) returning all Association documents to a committee member within 14 days upon vacating office; acting as the official contact for the Association, including

- taking delivery of documents served on the Association and bring them to the attention of the committee as soon as possible;
- (d) custody of any documents as required by the constitution.

(3) The committee will appoint the public officer.

(4) The public officer:

- (a) must be a person who is over 18 years of age and who is ordinarily resident in New South Wales;
- (b) may be a committee member or a member of the Association.

(5) Once the position becomes vacant, the committee must fill the position within 28 days.

(6) The new public officer must notify NSW Fair Trading within 28 days of his or her appointment on the NSW Fair Trading approved form.