Frencham Place, Downer ACT 2602

Constitution of the Downer Community Association

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A. Preliminary

Definitions

In these rules:

- ***financial year*** means the year ending on 30 June.
- ***member*** means a member, however described, of the association.
- ***ordinary committee member*** means a member of the committee who is not an office-bearer of the association as mentioned in Rule C.2.1.(a).
- ***secretary*** means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.
- ***the Act*** means the Associations Incorporation Act 1991.
- ***the Association*** means the Downer Community Association Incorporated
- ***the Regulation*** means the Associations Incorporation Regulation 1991.

Notes

Hyperlinks to Acts or Regulations lead to the ACT Government legislation website.

Hyperlinks to individual Sections of Acts or Regulations lead to the Australasian Legal Information Institute website.

Application of Legislation Act 2001

The Legislation Act 2001 applies to these Rules in the same way as it would if they were an instrument made under the Act.

Objects of the Association

The objects of the Association are:

(a) to promote, protect and enhance the social, cultural and physical environment of the community of Downer; and

(b) to engage in activities conducive to the attainment of these objects.

The Association is a not-for-profit organisation.

B. Membership

Membership qualifications

1. A person is qualified to be a member if—

   (a) the person is a person mentioned in Section 21 (2) (a) or (b) 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

(b) the person—

i. resides in Downer, or

ii. has requested membership in accordance with Rule B.2.(1), and has been approved for membership of the association by the committee of the association.

2. An organisation is qualified to be an affiliate member of the association if it:

(a) regularly uses facilities in Downer, and

(b) has been approved for membership of the association by the committee of the association

3. An affiliated member may participate in the activity of the Association through a nominated representative.

(a) The nominated representative shall be entitled to one vote only on any resolution.

Request for membership

1. A request for membership of the association—

(a) must be made in writing in the form set out in appendix 1 or 1A and

(b) must be lodged with the secretary of the association.

2. As soon as is practicable after receiving a nomination for affiliate membership, or a request from a non-resident of Downer, the secretary must refer the nomination to the committee which must decide whether to approve or to reject the nomination.

3. If a request for membership has been received from a Downer resident, or if the committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the person of that approval and request the nominee to pay within 28 days after receipt of the notification the sum (if any) payable under these Rules by a member as the entrance fee and the first year's annual subscription.

4. The secretary must, on payment if required by the nominee of the amounts mentioned in Subrule (3) within the period mentioned in that subsection, enter the new member's name in the register of members.

Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association—

(a) cannot be transferred or transmitted to another person; and

(b) terminates on cessation of the person's membership.

Cessation of membership

A person ceases to be a member of the association if the person—

a. dies or, for a corporation, is wound up; or

b. ceases to keep a residence in Downer, or resigns from membership of the association; or

c. is expelled from the association.

Resignation of membership

1. A member is not entitled to resign from membership of the association except in accordance with this Rule.
2. The member may resign from membership of the association by giving notice in writing to the secretary.
3. If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

Fee, subscriptions etc

1. There is no entrance fee to the association, unless another amount has been determined by resolution of the committee.
2. There is no annual membership fee to the association, unless another amount has been determined by resolution of the committee.
3. The annual membership fee (if any) is payable—
   (a) except as provided by paragraph (b)—before 1 July in each calendar year; or
   (b) if a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

Members' liabilities

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 relation to membership of the association as required by Rule B.6.

Disciplining of members

Subject to the provisions of Section 65C of the Associations Incorporation Act:

1. If the committee is of the opinion that a member—
   (a) has persistently refused or neglected to comply with a provision of these Rules; or
   (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

   the committee may, by resolution—
   (c) expel the member from the association; or
   (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

2. A resolution of the committee under Subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Subrule (3), confirms the resolution in accordance with this section.

3. If the committee passes a resolution under Subrule (1), the secretary must, as soon as practicable, serve a written notice on the member—

   (a) setting out the resolution of the committee and the grounds on which it is based; and

   (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

   (c) stating the date, place and time of that meeting; and

   (d) informing the member that the member may do either or both of the following:

      i. attend and speak at that meeting;

      ii. submit to the committee at or before the date of that meeting written representations relating to the resolution.

4. Subject to Section 50 of the Act (Rules of natural justice), at a meeting of the committee mentioned in Subrule (2), the committee must—

   (a) give to the member mentioned in Subrule (1) an opportunity to make oral representations; and

   (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and

   (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under Subrule (1).

5. If the committee confirms a resolution under Subrule (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under Rule B.9.

6. A resolution confirmed by the committee under Subrule (4) does not take effect—

   (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or

   (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with Rule B.9.(4).

Right of appeal of disciplined member

1. A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under Rule B.8.(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2. On receipt of a notice under Subrule (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

3. Subject to Section 50 of the Act (Rules of natural justice), at a general meeting of the association called under Subrule (2)—

   (a) no business other than the question of the appeal may be transacted; and

   (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

   (c) the members present must vote by secret ballot on the question of whether the resolution made under Rule B.8.(4) should be confirmed or revoked.

4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule B.8.(4), that resolution is confirmed.

Dispute resolution

The Association will act in accordance with Section 65B (Dispute resolution procedure) of the Act, in addressing any dispute, under the Act or under these the rules, between:

- a member and another member; or
- a member and the association.

C. Committee

Powers of committee

1. The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

   (a) controls and manages the affairs of the association; and

   (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and

   (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

2. Public statements and publications on behalf of the Association may only be made with the approval of the Convenor or the Public Officer and must be reported to the next Committee Meeting.

Notes

Committee members are subject to Divisions 4.1 and 4.2 of the Act.

Record keeping and reporting must comply with Part 5 (Record Keeping and Reporting) of the Act,

Constitution and membership of the committee

1. The committee consists of—

   (a) the office-bearers of the association; and

   (b) up to 6 ordinary committee members;

each of whom must be elected under Rule C.3. or appointed in accordance with Subrule (4).

2. The office-bearers of the association are the —

   (a) Convenor

   (b) Treasurer

   (c) Secretary

   (d) Public Officer.

3. Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

4. If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

Note: a committee vacancy may be caused by a committee member being disqualified under Section 63 (Disqualification from office—convictions or bankruptcy), Section 63A (Disqualification from office—noncompliance with Act) of the Act.

Election of committee members

1. Nominations of candidates for election as office-bearers of the association or as ordinary committee members—

   (a) must 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 nomination form); and

   (b) must be given to the secretary of the association not less than 7 days before the date fixed for 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 may 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 vacancies.

4. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

6. The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

7. A person is not eligible to simultaneously hold more than one position on the committee.

Secretary

1. The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
2. The secretary must keep minutes of—
   (a) all elections and appointments of office-bearers and ordinary committee members; 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.
3. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

Treasurer

1. The treasurer of the association must—
   (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
   (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

Public Officer

The Association requires the Public Officer to lodge the Annual Returns that are required under Section 79 (Annual returns) of the Act, and/or to lodge reports that are required under Section 62 (Notice of changes in committee) of the Act.

Notes

The Public Officer has obligations under Section 59 (Notice of public officer's appointment or change of address) and Section 122 (Service of documents) of the Act.

Access Canberra expects Public Officers "*to be able to represent the association in dealings with Access Canberra.*"

Vacancies

For these rules, a vacancy in the office of a member of the committee happens if the member—

a) dies; or

b) ceases to be a member of the association; or

c) resigns the office; or

d) is removed from office under Rule C.8 (Removal of committee members); or

e) suffers from mental or physical incapacity; or

f) is disqualified from office under Section 63 (Disqualification from office—convictions or bankruptcy) or section Section 63B (Dispute resolution procedure) of the Act; or

g) is subject to a disqualification order under Section 63A (Disqualification from office—noncompliance with Act) of the Act; or

h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

Removal of committee members

The association in general meeting may by resolution, subject to Section 50 (Rules of natural justice) of the Act, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

Committee meetings and quorum

1. The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
2. Additional meetings of the committee may be called 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 any other period that 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 Subrule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the majority of committee members present at the meeting agree to treat as urgent business.
5. Any 3 members of the committee, including at least one office bearer, constitute a quorum for the transaction of the business of a meeting of the committee.
6. No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands 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 after the time appointed for the meeting, the meeting is dissolved.
8. At meetings of the committee—
   (a) the Convenor or, in the absence of the Convenor, another office bearer presides; or
   (b) one of the remaining members of the committee may be chosen by the members present to preside.

Delegation by committee to subcommittee

1. The committee may, in writing, delegate to one or more subcommittees (consisting of the member or members of the association that the committee considers appropriate)

the exercise of the functions of the committee that are specified in the instrument, other than—

(a) this power of delegation; and

(b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

2. A function, the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
3. A delegation under this Rule may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
4. Despite any delegation under this Rule, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a subcommittee 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 committee.
6. The committee may, in writing, revoke wholly or in part any delegation under this Rule.
7. A subcommittee may meet and adjourn as it considers appropriate.

Voting and decisions

1. Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
2. Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the miscellaneous person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
3. Out of session decisions may be made by the Committee if:

   (a) all Committee members have been given 2 days notice of the motion in writing via email, and

   (b) responses have been received from at least 3 committee members, and

   (c) at least 2 Committee members are in favour of the decision, and

   (d) the majority of the responses received are in favour of the motion.

D. General meetings

Annual general meetings—holding of

1. the association must, at least once in each calendar year and within five months after the end of each financial year of the association, call an annual general meeting of its members.

2. Subrule (1) has effect subject to the powers of the registrar-general under Section 120 of the Act, in relation to extensions of time.

Annual general meetings—calling of and business at

1. The annual general meeting of the association must, subject to the Act, be held within five months of the end of the Association's financial year, on the date and at the place and time that the committee considers appropriate.
2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
   (a) to reaffirm the minutes of the last annual general meeting and to confirm the minutes of the general meeting preceding the annual general meeting; and
   (b) to receive from the committee reports on the activities of the association during the last financial year; and
   (c) to elect members of the committee, including office-bearers;
   (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under Section 73 (Presentation of statement to members) of the Act.
   (e) to appoint a duly qualified person who is not a member of the Association to hold office as the auditor of the Association until the following Annual General Meeting.
3. An annual general meeting must be specified as such in the notice calling it in accordance with section D.4 (Notice).
4. An annual general meeting must be conducted in accordance with the provisions of this Rule.

General meetings—calling of

1. The committee may, whenever it considers appropriate, call a general meeting of the association.
2. The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
3. A requisition of members for a 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 1 or more of the members making the requisition.
4. If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

5. A general meeting called by a member or members mentioned in Subrule (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

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 send to each member at the member's email address or postal address if email not provided appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting either:

   (a) at least 14 days before the date fixed for the holding of the general meeting, if by prepaid post; or

   (b) at least 7 days before the date fixed for the holding of the general meeting, if by email

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, send notice to each member in the way provided in Subrule (1) specifying, in addition to the matter required under that Subrule, the intention to propose the resolution as a special resolution.

3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under Rule D.2.(2).

4. A member desiring to bring any business before a general meeting may give written notice 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.

General meetings—procedure and quorum

1. In addition to any other business that may be transacted at a general meeting, the business of a general meeting is to confirm the minutes of the previous general meeting.

2. No item of business may 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.

3. Ten members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

4. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

5. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

Presiding member

1. The Convenor, or in the absence of the Convenor, an office bearer, presides at each general meeting of the association.
2. If the Convenor and office bearers are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

Adjournment

1. The person presiding at 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 may 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.
3. Except as provided in Subrules (1) and (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.

Making of decisions

1. A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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.
2. At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
3. If the poll is demanded at a general meeting, the poll must be taken—
   (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
   (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

Voting

1. Subject to Subrule (3), on any question arising at a general meeting of the association a member has 1 vote only.
2. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
3. If the votes on a question at a general meeting are equal, the person presiding 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 (if any) of the annual subscription payable for the then current year.

Appointment of proxies

1. Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
2. The notice appointing the proxy must be in the form set out in appendix 3.

E. Miscellaneous

Funds—source

1. The funds of the association are derived from room rent and successful grant applications, entrance fees and annual subscriptions of members, donations and, subject to Section 114 (Investment with associations) of the Act, any other sources that the committee decides.
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.

Funds—management

1. Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any two members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

Alteration of objects and rules

Neither the objects of the association mentioned in Section 29 (Objects) of the Act, nor these rules may be altered except in accordance with Section 30 (Alteration of objects) of the Act.

Custody of books

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all current records, books, and other documents relating to the association.

Inspection of books

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

Note: members are entitled to be provided with Association documents in accordance with Section 35 (Copies of documents for members) and Section 35A: (Committee may refuse access to documents) of the Act.

Service of notice

For these rules, the association may serve a notice on a member by sending it by post or electronic means to the member at the member's address shown in the register of members.

Note For how documents may be served, see Part 19.5 of the Legislation Act 2001.

Appendix 1: Application for membership of the

Downer Community Association Incorporated.

(incorporated under the Associations Incorporation Act 1991)

I, ...

(full name of applicant)

of .....

(address)

.....apply to become

(occupation)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....

(Signature of applicant)

Date .....

Appendix 2: Application for affiliated membership of the Downer Community Association Incorporated.

(incorporated under the Associations Incorporation Act 1991)

On behalf of .....

(name of organisation)

of .....

(postal address of organisation)

.....

(website address, phone number and/or email address of organisation)

I, ...

(name of applicant)

.....

(position of applicant in organisation (e.g. secretary)

apply to become an affiliated member of the Downer Community Associatoion

If admitted as an affiliated member, I agree to be bound by the rules of the association for the time being in force.

.....

(Signature of applicant)

Date .....

Appendix 3 Form of appointment of proxy.

I, ...

(full name)

of .....

(address)

a member of .....

(name of incorporated association)

appoint .....

(full name of proxy)

of .....

(address)

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 other general meeting, as the case may be) to be held
on ..... and at any adjournment of that meeting.

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

.....

(Signature of member

appointing proxy)

(*To be inserted if desired.)

Date .....

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