

LANDCARE FUND

As many of you will remember, at the 2005 Easter AGM a proposal was put forward to establish a fund to receive our contributions of money to be for Landcare projects at Rosedale. For those who were not in attendance, or have forgotten the detail, a quick overview of the idea behind the fund.

- ✂ Since so many of us are only able to visit our Rosedale houses infrequently, there is a general reluctance to give up precious days to join working bees. Though our hearts may be wholly with the Landcare work, for this reason or others, we find ourselves unable to put in the hours 'on the ground'. As a way of enabling all to contribute to keeping control of weeds and maintaining our beautiful Rosedale in the best possible condition for our own enjoyment and for future generations, the Association members voted in favour of establishing a fund to receive donations to pay professionals to do the work for us.
- ✂ Whilst details are still being fine-tuned, the Rosedale Landcare Fund is now 'open for business'. All monies will be separately accounted and will be put towards the Landcare effort at Rosedale. Please fill in the form with this newsletter and mail as indicated.
- ✂ Please note that donations cannot be earmarked for specific tasks, but we welcome suggestions on work you think needs to be done.
- ✂ Many thanks, in anticipation, to you all for your enthusiastic response and generosity!

**Want to know about water restrictions?
Call the hotline
1800 44 1070
for the latest information.**

BUSHFIRE PREVENTION AT ROSEDALE

The Rural Fire Service advises of the danger for Rosedale, in the event of a bushfire, and is keen to work in with the community to provide guidelines for protecting houses and property. The basics have been mentioned in previous newsletters, and there is a comprehensive pamphlet available from Rural Fire Service which sets out very clearly how to minimise your risk.

The time to act is NOW. Clean up your block! Seek advice if you need to – Tony Smith of Rose Court can assist with advice and bushfire mitigation. His phone number is 4471 7236.

Further, the Rural Fire Service is recommending that a Protection Plan for Rosedale be developed and run by the Rosedale Association. Work is under way to establish this, with assistance input from Rural Fire Service.

With a good level of cooperation and support, we should be able to avoid major problems next bushfire season.

David Graham, Fire Officer

OUR CONSTITUTION AND INCORPORATION

By Sue Falk

The next annual general meeting of the Rosedale Association will consider two discrete but related questions: a new constitution and the incorporation of the association. That general meeting will be held under the rules of the existing constitution, which provide that amendments to the constitution can be adopted by a two-thirds majority of those present and entitled to vote at an annual general meeting, provided suitable notice has been given. The issue of incorporation can be decided by a simple majority upon a show of hands.

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PRESIDENT'S PIECE

The majority of our members who do not live at Rosedale will be interested to know that the fire service has had a controlled burn on the land bounded by Saltwater Creek, Bevan Road and George Bass Drive. The northwest is our primary fire threat direction, and the fire service's work is most welcome.

We have had over 280 mm of rain so far this year, which is under half the long-term average but far more than most of NSW. Our water restrictions have been eased. Fixed sprinklers are now being permitted outside the hours of 11 am to 4 pm but the shire will probably never permit unrestricted watering again. As a reminder, we will print the free call number for the current water restrictions in each newsletter.

This edition of the newsletter gives you the minutes of our Annual General Meeting. Several important actions were placed at that meeting and the present position is as follows.

- ✎ **Our constitution and incorporation.** These topics are related and Sue Falk presents a draft model constitution for consideration and comment in this issue, together with explanatory notes. Thank you Sue. Please scan her work and if you have any comment, please pass it to the Secretary or any committee member. Your committee will be considering both these topics and our recommendations will be put to you at the next AGM.
- ✎ **Fire plan.** I can't give you an update on visits by the Rural Fire Service, but it is clear that we are encouraged to produce a fire plan for Rosedale. David Graham is clarifying with them what this will involve. We will keep you informed.

- ✎ **Landcare donations.** Sarah Caines' motion was passed at the AGM and contributions will be gratefully received. A donation form is included in this newsletter.
- ✎ **Weed Identification.** There was a strong expression of interest by some at the AGM in getting assistance in identifying any noxious weeds on their property. A return slip is included in this newsletter and David or Sarah will undertake a survey for you and advise you of the outcome.
- ✎ **Statement of Place.** You voted overwhelmingly to produce a further draft SOP and Margot Marshall is coordinating those who volunteered for this work. Your committee is not directly involved. Watch this space.
- ✎ **Treasurer and Neighbourhood Watch.** We have lost Deirdre Prusak as our Treasurer and Neighbourhood Watch Coordinator. We desperately need a replacement, particularly for the job of Treasurer. PLEASE is there a volunteer? The job is not onerous. It involves banking and recording our membership fees, making changes to membership details and writing a small number of cheques for our modest expenses. You do not have to be a Rosedale resident – we would move our PO Box to suit. Ian Harrison was our Treasurer for many years and worked from Canberra. Please contact me on 4471 7252 if you are willing to do this for us.

Our congratulations to Peter Graham on being made a Judge of the Federal Court.

Ian Holmes

ROSECARE NEWS, MAY 2005

The vegetation communities of Rosedale are our signature and the scaffolding on which is built the attraction to Rosedale. Let the vegetation deteriorate and the weeds will take over, the variety of birds will drop and the place will drift toward the mediocrity of just another suburb. Real estate values will likely follow downwards shortly after.

From my experience during a career with environmental science, I see indicators of this deterioration. I also know remediation gets increasingly more expensive as the deterioration

progresses. Hit it now and preserve what we came here for while we still have it.

There is another decline to be observed. Attendance at working bees has fallen off to the extent that we are not keeping ahead in some places. There is a real danger of some areas getting away from us. The proposed Landcare Fund may assist but we should not rely on it to get us out of our troubles. Weed control is a constant task requiring continual attention, the more attention the less effort is required. Please think seriously about giving an hour or two each time you come to Rosedale. It will not go away if we stop thinking about it.

NOTE: Would those who are putting in time on weeds outside of regular working bees please email or phone to tell me

your hours since 1 July 2004. I apologise to those who tell me their hours while out walking on the beach or wherever, strange to say I don't have a photographic memory! Rosedale greatly appreciates what you are doing.
David Mackenzie

Your Landcare contacts are:

* Ian Holmes: 4471 7252;

ianjanh@sci.net.au

* Gordon Bray: 6161 5177;

gordon.bray@bigpond.com

* Sarah Caines: 4471 7173; 4871 1066;

sarahc@hinet.net.au

* David Mackenzie: 4471 8471; 6288

6194; david.mackenzie@csiro.au

MINUTES ROSEDALE ASSOCIATION, ANNUAL GENERAL MEETING

Date: 26 March 2005

Number of members present at AGM: 110

Apologies: Nick and Max Tischler, Barbara and Alan Bagnall, Brian Voce, Dan and Heather Buchler, Annie and Andrew Shillington, G and J Bray, P Bright, Peter Graham, Paul and Robin Isaacson, Bill and Anne Copeland, Richard Skipper, Laurence and Anne Coutts, Jeffery Caines, Bruce Stark, Nick and Milly Friend, Mardi Reid and Don Bowak, Ann and Robert de Jong.

Business arising from last AGM

Capital Works

Yowani Road chain, clearing of the nature strip downhill from 25 Yowani Road, a bus shelter on George Bass Drive

The above mentioned works are still outstanding. The committee will write to Council about these outstanding items requesting an update and requesting priority on the bus shelter.

Constitution

At the last AGM, members of Rosedale Association agreed that the Association's Constitution needs to be reviewed to ensure clarity and ongoing relevance. Sue Falk agreed to rewrite the Constitution with a draft to be considered at the next AGM.

President's Report

The President's report was published in last news-

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LETTER TO THE EDITOR

Cleaning up a Rosedale property in the interests of bushfire mitigation is a labour of Sisyphus. Year after year we laboriously rake, bag, tie and truck to the tip bag after bag of leaves, bark, twigs and so on – literally hundreds in my case. We are encouraged to do this by the Rural Fire Service, by the Council and by self-interest, only to be discouraged by the cost. The Surf Beach Green Waste Depot charges us to give them their raw materials, then charges again for the end product in the form of mulch etc. There must be a better way.

I can think of two solutions. The first might be a voucher system allowing residents of high bushfire risk zones to dump at a reduced rate – with maybe every second dump free. I don't much like this solution, because even half the cost would still be too expensive, and the labour involved is in no way reduced. I'm not getting any younger.

The second solution pleases me more but is more radical: a biannual Council operation carried out at times when most non-residents are likely to be at their properties. This could be summer and winter, or Easter and October. We could be given a period of, say, one week to drop off all our stuff in the large open area south of George Bass Drive, at the South Rosedale turnoff. Council could then collect or burn the pile in a timely way so as to avoid the risk of fire.

The cost of this would be offset by all the Council garbage, recycling and, soon, kerbside green waste collections that non-residents do not use, but pay for in their rates. This exercise could replace the limited collections Council already makes at times when most of us are not there. The bushfire mitigation would be appreciable, which is what really matters.

What do members think? Would you like to see the committee develop a representation to Council about this question? If so, what form would you like it to take? Reply to susan.falk@bigpond.com.

Sue Falk

MINUTES (con't)

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letter. Ian Holmes moved that the report be adopted, seconded by Deirdre Prussak. Carried.

The President thanked the many people who contributed to the working of the Association.

Treasurer's Report

The report was published in the last newsletter and shows current assets of \$13, 066.07.

Deirdre Prussak moved adoption. Seconded by Lotte Klebba. Carried.

Fire Officer's Report

Brian Voce has stood down as fire officer. The new fire officer is David Graham.

The fire officer's report was published in the last

newsletter. Acceptance of the report was moved by Ian Holmes, seconded by Kay Graham. Carried.

The President put a motion on behalf of Brian once again to donate \$400 to the Malua Bay Rural Fire Service. The motion was revised to increase the contribution to \$500. Carried.

There was discussion about the Rural Fire Service visits to properties. Some residents had already been visited and the fire officers were very helpful. The President undertook to clarify the intent of the visits in the next newsletter.

David Carter moved that a letter of appreciation be sent from the committee to Brian Voce. Carried.

A suggestion of a fridge magnet or sign to be pro-

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ANOTHER NOXIOUS WEED

The Chair of the National Parks and Wildlife Advisory Committee for the South Coast, Dr Kevin Mills, has called on the community to support local efforts to rid the coast of a vigorous weed invading local beaches.

He has raised the alarm over the coastal weed Sea Spurge (Euphorbia paralias) which has been spreading along the east coast invading one beach after another.

'This seemingly innocent looking herbaceous plant originates from the Mediterranean and arrived on the east coast after being inadvertently introduced to Western and South Australia about 70 years ago, probably in ship's ballast. It arrived here around the mid 80s

and has flourished,' Dr Mills said.

Sea Spurge grows to approximately 70 centimetres in height, has multiple stems covered in small, closely packed leaves and is a blue/green colour.

'There are large populations of Sea Spurge on some beaches in the Shoalhaven and small populations on many beaches. A detailed survey of a large population on Monument Beach near Conjola National Park found the density of plants to be over 165,000 plants per hectare.

'It has the capacity to cover entire beaches within a period of a few years. 'It may not be long before some of the south coast's most loved beaches are smothered by this weed, with each plant being able to produce up to 5000 saltwa-

ter-tolerant seeds each year,' Dr Mills said.

'The collective efforts of community groups such as Landcare and Dunecare, with assistance from Council and the NPWS, is the only way to beat Sea Spurge,' he said. 'An added problem is that the milky sap from the plant is toxic and can cause severe eye irritations. Care needs to be taken not to touch the face during removal. Plants can be hand pulled, but people attempting to remove it must be properly equipped with rubber or plastic-coated gloves and good footwear. Because of its dense growth, the weed is a threat to shorebirds that nest on beaches, including endangered species and to people's enjoyment of our beaches'.

MINUTES (con't)

(Continued from page 4)

vided to members about what to do in case of fire was put to the meeting. The committee will follow up this suggestion and report to the next meeting.

Neighbourhood Watch

Deirdre Prussak reported that it had been a very quiet period for Neighbourhood Watch and there was nothing to report.

Deirdre moved that her report published in the last newsletter be accepted. Seconded by Lotte Klebba. Carried.

Landcare

The Landcare report was published in the newsletter. David Mackenzie moved the adoption of the report. Seconded Ziggy Loofs. Carried.

Funding Proposal

This was put to members in the last newsletter and reiterated by Sarah Cains at the meeting. Sarah informed members that the administration of such a fund would be investigated with a view to tax deducted contributions. The committee agreed to undertake this research and report back to members.

A motion was put to members that they agree in principle with setting up a Landcare fund. This motion was supported by a show of hands. Carried.

David Mackenzie offered assistance with identification of weeds.

A voluntary register of people who would like advice on weeds on their property would be set up. A return slip would be included in the next newsletter.

Weeds in the area are identified on the Rosedale website with a link to the Council's article on weeds.

General Business

Do we need a Statement of Place?

The President spoke to this item as follows:

'What is it? It is an expression of the desired fu-

ture character of an urban locality, village or settlement. The document would state the community's vision for how it wishes to see itself develop in coming years, and would be considered, alongside the building code, during Council's assessment of all development applications.

'Our draft, plagiarised from one produced by an architect from Guerilla Bay, was circulated two newsletters ago. It invited comment and we certainly received it. The spectrum is a wide one, ranging from agreement with the draft, to the proposition that our only concern should be that there is no commercial development.

'As we said in the newsletter, it is our intention to discuss the issue here at the AGM with one suggestion for follow up being to form a small drafting group to produce a further draft for your consideration.

'Since the newsletter was written, I have had advice from my Council contact that rather shifts the ground. I am told that the facilitation by Council of place statements and associated place-based plans is some way down the track. The Urban Settlement Strategy needs to be completed to establish shire-wide planning principles and strategies before Council can address each locality, and their preference is that communities have input to place statements through an independent council appointed facilitator. This will ensure consistency in format and consistency of development controls. At this stage, Council have not selected a consultant to carry out the task of facilitating place statements and have not yet prioritised localities for the purpose of preparing statements in any particular order.

'That is the advice. It seems to me that we now have two choices – namely to produce a second draft ourselves or to wait for the consultant to orchestrate the enterprise. Under either choice we need to determine if you, the members of the Rosedale Association, see a need for a Statement of Place at all. If you do, then I suggest that we then need to decide whether to go on independently or to await the consultant.

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MINUTES (con't)

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'So let's start with the need. Do we need one? I think that we do. We are invited by our State Government to produce one. We think we are a cohesive community with a shared love of this locality. It is a matter of finding words to express our preferences for the future, in a form which the majority of us can agree with. I throw the topic open for discussion.

'Do we proceed to the next draft now, or do we wait until a consultant has been appointed by Council? I would recommend the latter course. We have done half the consultant's work, and can present suggested drafts and a body of community feedback.'

Following vigorous discussion a motion was put to the meeting that the residents support, in principle, the further development of a Statement of Place. Motion carried.

A second motion was put to the meeting that we wait for a consultant to be appointed. Defeated.

Members agreed to form a small working group and the President called for volunteers. The following people volunteered: Susan Falk, Joanna Nicholas, Richard Allen, Susan Braham, Kit Tischler, Wendy Reid, Bruce Kent, Ernst Wilhelm, Judith Phillips, Michael Skipper, Margot Marshall and David MacKenzie.

Incorporation

The committee agreed to explore incorporation for the Association and report back to the next AGM.

Newsletter graphic designer

The newsletter graphic design has, to date, been undertaken by one of Andrew Shillington's staff Megan. She is no longer working for Andrew and a replacement graphic designer was sought. Celia Davey volunteered to assist with production of the newsletter.

Other Business

Hanni Dickson requested a motion be put to the meeting that the committee write to Council about erecting a public toilet block in the carpark area. The motion was not supported due to Rosedale not being connected to the sewer. Defeated by a show of hands.

Members moved that committee write to the Hawleys thanking them for allowing us to use their property.

Election of Officers

The committee noted that Brian Voce, Stephen Voce and Virginia Woods were standing down from the committee. The president thanked them on behalf of the committee and members for their contribution.

Ten nominations for the 2005 committee were received by the Secretary. (Secretary's note: after the AGM Hanni Dixon and Deirdre Prussak resigned so the committee shown below does not include their names).

The committee is: Ian Holmes (President), David Graham (Fire Officer), Jane Boardman (Secretary), Darren Gribble, Andrew Shillington, Richard Allen, Susan Falk and Joan Reid.

Landcare subcommittee: Ian Holmes, David Mackenzie, Sarah Cains, Gordon Bray and Adrian Lewis.

Details for the afternoon weedathon and the evening sausage sizzle were announced. Deirdre Prussak also notified members of an exhibition of Rosedale paintings at her place after the meeting.

Generous Donation

John Sharman has donated \$390 to the Association, being 10% of the sales of his paintings exhibited at the time of our AGM. Thank you, John.

Jane Boardman
Secretary

Constitution (con't)

(Continued from page 1)

The issue of incorporation should be decided first, since the outcome of that vote will determine the content of the new rules. If a decision is made to apply for incorporation, the new constitution must accord with the *Associations Incorporation Act NSW 1984* No. 143, and follow the general guidelines laid down by the NSW Office of Fair Trading in their publication *Model Rules for Associated Incorporations*. For example, each rubric of the model rules needs to be addressed. If an association's constitution is silent on any of the rubrics, the provisions as set out in the model rules will apply by default. These proposed new Rules of the Rosedale Association have been drawn up accordingly.

Should a decision not to incorporate be made, the proposed rules can still stand as the association's constitution if all Act-specific and incorporation-specific references are deleted. These changes would affect, for example, ss. 1, 7 and 13. References *passim* to the public officer and the place of administration would be deleted. Section 9 would not apply because there can be no limitation of members' liability without the protection of the Act (see below). Section 38, regarding the common seal, gives members protection against the committee 'going off on a frolic of its own' and is an important provision. Section 16(2)(c) and (d) address the accountability of the committee, and this should be retained, along with s. 21, which addresses the accountability of sub-committees.

A statement of the objectives of the association must accompany an application for incorporation. I have used the objectives contained in our current constitution, if for no other reason than that they are suitably succinct.

Section 16 of the Associations Incorporation Act reads:

'(1) Subject to this Act and the rules of the incorporated association, a member or officer of an incorporated association shall not by reason only of being such a member or officer be liable to contribute towards the payment of the debts and liabilities of the incorporated association or the costs, charges and expenses of winding up the association.

'(2) Subject to this Act, membership of an incorporated association does not confer upon members of the association any right, title or interest, whether legal or equitable, in the property of the association.'

To address the second clause first, if and when the Rosedale Association is wound up, any remaining assets cannot be distributed amongst the members. We need to decide in principle, if not in detail, what to do with such money and enter our decision into the minutes of the annual general meeting. The Office of Fair Trading suggests a mutual arrangement with another association of like objectives – Guerilla Bay? Lilli Pilli? Mossy Point?

The section in the proposed rules dealing with members' liabilities is s. 9. What follows does not purport to be legal advice and represents nothing more than my own understanding of the question. It is included to stimulate thought and discussion, and maybe to form the basis of questions members might wish to put to their own legal advisers.

There can be no legal protection against fraud, trading while insolvent, negligence including making false or misleading statements or criminal behaviour. Negligence causing personal injury requires proof of a duty of care, breach of that duty and actual damage caused. It is nowadays extremely difficult to recover for anything other than economic loss. Contributory negligence, if proved, will mitigate the claim. Once incorporated, the Rosedale Association can sue – that is, it has standing as an entity to bring a suit in law. It can also be sued, but its individual members, with the above caveats, are liable only to the extent stated in s. 9. The association could conceivably lose the sum of its assets (if, for example, costs were to be awarded against it in a court of law), but the assets of members are protected. The total assets of the association are not, *prima facie*, such as to encourage a law suit. Legislation does not require the association to take out insurance of any kind. The absence of public liability insurance makes the association's 'pocket' very shallow.

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Constitution (con't) THE OBJECTIVES AND RULES WHICH FOLLOW ARE A DRAFT FOR YOUR CONSIDERATION

(Continued from page 7)

Regrettable though it may be to need to turn one's thoughts to these matters, it is only prudent to do so. The committee needs to be aware that it must exercise great care and discretion in all its dealings. Members need to understand that the consequences of joint undertakings and activities need careful consideration. It may be necessary – even advisable – to make quite clear that the association accepts no responsibility for events such as sausage sizzles and weedathons, and participation is at the risk of the individual. Note, however, that no disclaimer will absolve the association or individual members of tortious or criminal behaviour.

The meeting that considers these two questions will be an important one for the future of the association and its smooth running will be greatly assisted if members give the issues due consideration in advance. This is why I have suggested that the proposed rules be put on the website early. I am happy to answer members' questions as best I can, and welcome your suggestions. Any suggested amendments to the proposed rules should be able to be discussed and ironed out, and where necessary their wording finalised, well before notice of the annual general meeting needs to be given. If you would like to ask for any clarification or make any suggestions, do not hesitate to contact me: susan.falk@bigpond.com.

If members wish to express themselves on the question of incorporation to me or any other committee member, I would be happy to collect their opinions and collate them for inclusion on the website in due course.

See www.fairtrading.nsw.gov.au for useful information about incorporation (go to 'Business' and follow your nose), and to read the model rules.

To read the legislation, go to www.legislation.nsw.gov.au, tick Acts in force and Regs in force, enter *Associations Incorporation Act 1984* and hit 'search'.

OBJECTIVES OF THE ROSEDALE ASSOCIATION

The Rosedale Association consists of residents and ratepayers of a small coastal community in the Eurobodalla Shire on the south coast of NSW. The Association was formed over twenty years ago with its main objective being to prevent commercial development of the area.

Other objectives of the association are to maintain the existing environmental character of the Rosedale area, to represent the residents and ratepayers of that area, and, in association with the Eurobodalla Shire Council and other appropriate bodies and individuals, to assist in the orderly development and progress of the area.

RULES OF THE ROSEDALE ASSOCIATION

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Constitution (con't) **RULES OF THE ASSOCIATION**

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Part 1 – Preliminary

1. Definitions

(1) In these rules:

commissioner means the Commissioner of the Office of Fair Trading

ordinary member means a member of the committee who is not an office bearer of the association, as referred to in rule 14 (2).

secretary means:

(a) the person holding office under these rules 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 1984*.

the Regulation means the *Associations Incorporation Act Regulation 1999*.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the *Act*.

Part 2 – Membership

2. Membership qualifications

Membership of the Association shall be open, upon payment of subscription as determined from time to time, to ratepayers and residents of the Rosedale area and such other interested persons as may be admitted by the Committee.

3. Nomination for membership

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Constitution (con't)

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(1) A nomination of a person for membership of the association:

- (a) must be signed by two members of the association and the applicant on a form available from the committee, and
- (b) must be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee to determine whether to approve or reject the nomination.

(3) As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- (b) if the committee approved the nomination, request the nominee to pay the annual subscription within a period of 28 days from receipt of the notification.

(4) Upon receipt of the subscription within that period, the secretary must enter the nominee name in the register of members, and, on being so entered, the nominee becomes a member of the association.

4. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) remains unfinancial for two or more consecutive years, or
- (d) is expelled from the association.

5. Membership rights not transferable

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.



6. Resignation of membership

(1) To resign from the association a member must inform the secretary of the association of his intention to resign. As soon as practicable after being so informed, the secretary shall cause the name of the resigning member to be removed from the register of members.

(2) Where a member has been unfinancial for two or more consecutive years, the secretary shall, in writing, inform the member that the member must, within 28 days, pay all subscriptions remaining in arrears or be automatically removed from the register of members as of that date.

7. Register of members

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each member and the date on which the person became a member,

(2) The register of members must be kept at the principal place of administration of the association and must be open, free of charge, for inspection by any member of the association at any reasonable hour.

(3) A member of the association may obtain a copy of any part of the register upon payment of a fee as determined by the committee.

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Constitution (con't)

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8. Subscriptions

The amount of the annual subscription shall be determined by the committee. This amount will fall due on 1 January each year.

9. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

10. Resolution of internal disputes

Disputes between members (in their capacity as members of the association) and disputes between members and the association are to be resolved internally. Where all attempts at reasonable reconciliation fail, the matter may be put to the next annual general meeting, where a single statement from each party concerned will be allowed. The decision of a majority of the members at the annual general meeting shall be final.

11. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

(2) On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to bring evidence or make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any evidence or submissions brought by the member in connection with the complaint.

(3) The committee, may, by resolution, expel or suspend the member from membership of the association if, after considering the complaint and any evidence or

submissions made in connection with it, it is satisfied that the facts alleged in the complaint have been proved.

(4) If a member of the committee is personally involved in the complaint, that member may take part in the deliberations of the committee but may not vote on the issue.

(5) If the committee expels or suspends the member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

(6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises that right of appeal, unless and until the association confirms the resolution under rule 12, whichever is the later.

12. Right of appeal of disciplined member

(1) Within 28 days of receipt of the notice under rule 11 (5), a member expelled or suspended under rule 11 may appeal against the resolution of the committee by publishing and circulating to the members of the association, at his own expense and under his own name, a document containing any evidence or submissions made under rule 11 (2) (c), and the reasons given by the committee under rule 11 (3) and inviting members, within 21 days of the date of publication, to cast a vote for or against expulsion or suspension, whether by surface mail or email to a person nominated by the committee. The majority decision of the members shall be final.

(2) If the decision of the members is against the expulsion or suspension of the member, the committee shall, at the next following annual general meeting, put to the members a motion that the out-of-pocket expenses incurred in the appeal be refunded to the member concerned.

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(Continued from page 11)

Part 3 – The Committee

13. Powers of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (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.

14. Constitution and membership

(1) The committee is to consist of the office-bearers of the association, and 7 ordinary members, each of whom is to be elected by the annual general meeting of the association under rule 15.

(2) The office-bearers of the association are to be:

- (a) the president,
- (b) the secretary, and
- (c) the treasurer.

(3) Either the president or the secretary shall be nominated to be the public officer of the association.

(4) Each member of the committee is, subject to these rules, 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.

(5) 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, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

15. Election of members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

- (a) must be made in writing signed by 2 members of the association and accompanied by the written consent of the nominee (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the association at least 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 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, a ballot is to be held.

(6) The ballot for office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16. Secretary

(1) The Secretary of the association must, as soon as practicable after being appointed secretary, lodge notice with the association of his address.

(2) It is the duty of the secretary to keep minutes of :

- (a) all appointments of office-bearers and members of the committee,
- (b) the names of the 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 chairperson of the meeting or the chairperson of the next succeeding meeting.

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Constitution (con't)

(Continued from page 12)

17. Treasurer

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,
- (c) report to all meetings of the committee and the association on the finances of the association.

18. Casual vacancies

For the purposes of these rules, 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 2002* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

19. Removal of member

(1) The association in general meeting may by resolution remove any member of the committee from office

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 under clause (1) makes representation in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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.

20. Meetings and quorum

(1) The committee must meet at least twice in each period of 12 months at such place and time, and in such way as the committee may determine.

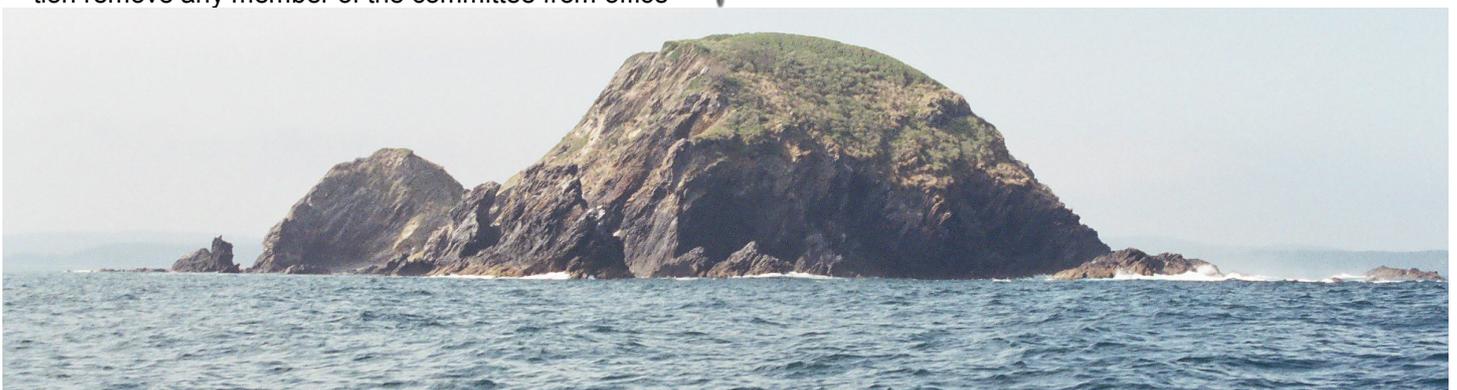
(2) Additional meetings of the committee may be convened by the president or any member of the committee.

(3) Reasonable notice of a meeting of the committee must be given by the secretary to each member of the committee, specifying the general nature of business to be transacted at the meeting, and no other business is to be transacted at the meeting other than that which members of the committee present at the meeting agree to treat as urgent business.

(4) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(5) A meeting that fails for lack of a quorum shall be reconvened at the convenience of the committee.

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(Continued from page 13)

(6) At a meeting of the committee:

- (a) the president is to preside, or
- (b) if the president is absent or unwilling to preside, such one as may be chosen of the remaining members of the committee present at the meeting is to preside.

21. Delegation by committee to sub-committee

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the committee by the *Act* or by any other law.

(2) A function the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have had if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

22. 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 present at such a meeting.

(2) Each member present at such a meeting is entitled to one vote, but if there is an equality of votes the person presiding may exercise a second or casting vote.

(3) Subject to rule 20(4), 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 meeting

23. Annual general meetings – holding of

(1) The association must, at least once in each calendar year convene an annual general meeting of its members.

24. Annual general meetings – calling of and business at

(1) The annual general meeting of the association is to be convened each year 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 the 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 since the last annual general meeting,

(c) to elect office-bearers of the association and ordinary members of the committee,

(d) to receive from the treasurer and consider the statement which is required to be submitted to members under section 26(6) of the *Act*.

(3) An annual general meeting must be specified as such in the notice convening it.

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Constitution (con't)

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25. 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 per cent of the total number of members, 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 similar form, each signed by one or more of the members making the requisition.

(4) Any special general meeting must be held in conjunction with the annual general meeting unless the committee, considering the urgency of the matter, decides otherwise.

26. 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 annual general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the matter as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting, except, in the case of an annual general meeting, business which may be transacted under rule 24(2).

(4) 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 held after receipt of the notice from the member.

27. Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present:

- (a) business specified in rule 24(2)(a),(b),(c) and (d) may be transacted by those members present in person and by proxy, and
- (b) no general business may be transacted, but all such business shall be adjourned to a time and place to be determined by the committee..

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28. Presiding member

The president shall preside as chairperson at each general meeting of the association, but if the president is absent or unwilling to act, the committee must elect one of their number to preside at the meeting.

29. Adjournment

The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to a time and place to be determined by the committee.

30. Making of decisions

(1) A question arising at a general meeting of the association is to be determined by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, 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 chairperson or by at least three members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting the poll must be taken;

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special resolution

A resolution of the association is a special resolution:

(a) if it is passed by a majority which comprises at least two thirds of such members of the association

as, being entitled under these rules to do so, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the commissioner.

32. Voting

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of votes at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. Appointment of proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be on the specified form, available from the secretary or published in the Rosedale Association Newsletter.

Part 5 – Miscellaneous

34. Insurance

The association may effect and maintain insurance.

35. Funds – source

(1) The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting such other sources as the committee determines.

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(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.

36. 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, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the committee.

37. Alteration of objects and rules

The statement of objects and these rules may be al-

tered, rescinded or added to only by a special resolution of the association.

38. Common seal

(1) The common seal of the association must be kept in the custody of the public officer.

(2) The common seal must be affixed to any instrument executed by the committee in the name of the association.

(3) The common seal must not be affixed to any instrument other than by the authority of the committee and the affixing of the common seal must be attested by the signatures of 2 members of the committee.

39. Custody of books

Except as otherwise provided by these rules, the public officer must keep in his custody or under his control all records, books and other documents relating to the

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association.

40. Inspection of books

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

41. Serving of notices

(1) For the purpose of these rules, 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 electronic means to an address specified by the person for giving or serving the notice, or
- (d) by publication in the Rosedale Association Newsletter.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served on the day after the day on which it was given or served under clause (1).

APPENDIX 1

Section 26(6) Associations Incorporation Act 1983 No.

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(See Rule 24 (2)(d))

6) At the annual general meeting of an incorporated association, the committee of the association shall submit to members of the association a statement which is not misleading and which gives a true and fair view of the following:

- (a) The income and expenditure of the association during its last financial year,
- (b) The assets and liabilities of the association at the end of its last financial year,
- (c) The mortgages, charges and other securities of any description affecting any of the property of the association at the end of its last financial year,
- (d) In respect of each trust of which the association was trustee during a period, being the whole or any part of the last financial year of the association:
 - (i) The income and expenditure of the trust during that period,
 - (ii) The assets and liabilities of the trust during that period, and
 - (iii) The mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.

Note: Appendixes 2 and 3 are not included here.

Sue Falk



Is your membership up-to-date?

Please check your address label on this newsletter. If it has a red dot, your subscription has run out. Subscriptions support the work of your Rosedale Association, and are only \$10 per person, per year. If you haven't already done so, send your payment today.

Please note that you cease to be an Association member if you are unfinancial for two years.

Enclosed is my cheque for \$ _____ being subscriptions for _____ membership(s) for the 2005 calendar year, at the rate of \$10 per voting members for the persons listed below.

Name(s) _____

Postal address (for newsletter) _____

_____ Postcode _____

Rosedale address _____

_____ Postcode _____

Email address _____

Home phone _____ Mobile phone _____

Request for advice on noxious weeds

I would like advice on what noxious weeds may be present on my property.

Name _____

Rosedale address _____

Email address _____

Contact phone _____ Good times to make contact _____

Rosedale Landcare Fund

I would like make a donation to the Rosedale Landcare Fund. My donation can be used for whatever projects the Rosedale Association's Landcare Committee deem most appropriate. I understand and accept that this donation cannot be earmarked for specific projects.

Name(s) _____

Postal address _____

_____ Postcode _____

Rosedale address (if different than above) _____

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