

THE ROSEDALE ASSOCIATION CONSTITUTION as amended on 22 March 2008

OBJECTIVES OF THE ROSEDALE ASSOCIATION

The Rosedale Association (Inc.) 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 who are members of the Association, 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.

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APPENDIX 1

[Section 26\(6\) Associations Incorporation Act 1983 No 143 15](#)

RULES OF THE ASSOCIATION

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. Application for membership

(1) An application for membership of the association:

(a) must be sponsored verbally or in writing by an existing member;

(b) must be lodged with the secretary of the association, and

(c) must be accompanied by the annual subscription fee.

(2) The secretary may determine whether to accept the application or to refer it to the committee for determination.

(3) Where the application is referred according to clause (2) of this rule, a majority decision of the committee must be reached for or against acceptance of the application.

(4) Where the application is accepted, the secretary shall enter the name of the applicant on the register of members.

4. Cessation of membership

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

(a) dies, or

(b) resigns membership, or
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(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.

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 is a member of the association:

(a) has persistently refused or neglected to comply with^{v3} 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](#).

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(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) A member may appeal to the association in general meeting against a resolution of the committee under [rule 11](#), within 28 days after notice of the resolution is served on the member, by lodging with the secretary a note 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 clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after that date on which the secretary received the notice.

(4) At a general meeting of the association convened under clause (3):

(a) no business other than the question of the appeal is to be transacted, and

(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) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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 annual general meeting is to elect up to ten members to form the committee of the association.

(2) The annual general meeting shall elect three of its number to be the office bearers of the association, namely

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(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 before the time 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.

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.

(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.

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..

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.

(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.

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

(4) In the event of the Association being wound up, the amount that remains after such winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

37. Alteration of objects and rules

The statement of objects and these rules may be altered, 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 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 143

(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:- Appendices 2 and 3 are not included here.

Sue Falk