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Constitution of the Leura Village Association Incorporated

PART 1 – ESSENTIAL ASPECTS

1. Name

The name of the Association is "Leura Village Association Incorporated" (hereinafter referred to as "the Association").

2. Objectives

The Association was established to encourage and maintain a vibrant and sustainable commercial community, which recognises the unique historic and cultural value of the Leura Village precinct in the Blue Mountains.

To that end, the Association's objectives are:

- 2.1 to promote the interests of Leura Village, its businesses and members of the Association;
- 2.2 to conduct fundraising activities in support of the objectives of the Association;
- 2.3 to publish information about the Association, its members and Leura Village;
- 2.4 to co-operate with similar organisations in the promotion of tourism in the area, and in the development and support of local business activity;
- 2.5 to co-operate with local, state and federal governments and their agencies to achieve and fund the objectives;
- 2.6 to encourage and ensure the maintenance and improvement of the buildings, gardens and common areas in the Leura Village precinct;
- 2.7 to encourage and establish and maintain an historical record of Leura Village in the form of photographic and documentary records, and any other relevant historical material.

PART 2 – MEMBERSHIP

3. Qualifications for Membership

3.1 Any person is eligible to be a member of the Association, providing that the person:

3.1.1 owns or operates a business within the boundaries of Leura

3.1.2 operates a business situated within the boundaries of Leura or

3.1.3 resides within the boundaries of Leura

The meaning of "person" is defined in clause 46.10.

The "Boundaries of Leura" defined in clause 46.12.

The manner in which the Committee makes decisions is specified in clause 25.

3.2 Any other person who is not described in Clause 3.1 may submit an application for full (voting) membership, at which time they must provide evidence to support their application. Such applications will be assessed on their merits by the Committee.

4. Application for Membership - to be changed

4.1 A person may apply for membership of the Association.

4.2 An application for membership must be:

4.2.1 made in the approved form;

4.2.2 sent to the specified address for the Association; and

Clause 44 provides how an application may be sent.

The specified address for the Association is provided in clause 46.

4.2.3 accompanied by the fee for the category of membership to which the person applies.

The fee for the category of membership is decided by the Committee: see clause 9.

The fee may vary from time to time.

4.3 If the Committee accepts an application for membership, the Secretary must:

4.3.1 promptly notify the applicant of that acceptance; and

Notification is given in accordance with clause 44.

4.3.2 enter the applicant's name in the Register of Members.

The requirement of the Register of Members is set out in clause 8.

4.4 Upon the applicant's name being entered in the Register of Members, the applicant becomes a member of the Association.

4.5 Any membership is current until the end of the membership year.

5. Cessation of Membership

5.1 A person ceases to be a member of the Association if the person:

5.1.1 resigns membership;

The requirements for resignation of membership are set out in clause 7.

5.1.2 is expelled from the Association;

The manner by which a member may be expelled from the Association is set out in clause 12.

5.1.3 ceases to exist; or

A person may cease to exist by dying if a natural person, or being wound up if a corporation or a body corporate.

5.1.4 fails to renew the person's membership.

A person fails to renew its membership if clause 5.2 applies.

5.2 A person fails to renew its membership if by the first (1st) day of September in any year the person fails to pay the membership fee.

The membership fees are decided by the Committee from time to time: clause 9.1.

5.3 The Secretary must report to the Committee on the name, relevant date and reason for any person ceasing to be a member.

6. Members' Entitlement not Transferable

The right, privilege or obligation of a member:

6.1 is not capable of being transferred or transmitted to another person;

6.2 ends if a person ceases to be a member.

A person ceases to be a member in the manner set out in clause 5.1.

7. Resignation

7.1 A member may resign from membership by written notice given to the Secretary.

A notice is given in the manner set out in clause 44.

7.2 The resignation will be effective on the date that it is received unless another date for the resignation is specified, in which event the resignation will be effective

7.2.1 on the specified date, provided this date is in the future or

7.2.2 at the conclusion of the next general meeting

whichever is earlier.

A notice is received on the date provided by clause 44.

8. Register of Members -

8.1 The Secretary must establish a Register of Members.

8.2 The Register of Members must specify:

8.2.1 the name and address of the member;

8.2.2 the date on which the person becomes a member;

The date on which the person becomes a member is the date the member's name is entered in the Register of Members: clause 4.6.

8.2.3 the person's category of membership; and

8.2.4 the date on which the person ceases to be a member.

The date on which a person ceases to be a member is determined by clauses 7.2, 12.3, the date it ceased to exist or clause 5.2.

8.3 The Register of Members must be kept at the address of the Secretary of the Association unless another address is notified to the members.

8.4 The Register of Members must be open for inspection free of charge to any member by arrangement with the Secretary.

See clause 42 on a member's rights of access to the Associations records.

9. Fees and Subscriptions

9.1 The fee for the various categories of membership will be decided by the Committee.

The manner in which the Committee makes decisions is specified in clause 25.

9.2 Membership fees are payable on or before 1st September in each year.

10. Member's Liability

10.1 The liability of a member to contribute towards payment of the debt of the Association is limited to the fee, if any, unpaid by the member in respect of its membership of the Association, except where a member has been convicted of an offence against the Association that involves a debt being incurred by the Association. In such cases the Association will hold that member liable for such debts.

The meaning of "debt" is defined in clause 46. The membership fee is decided in accordance with clause 9.1.

10.2 The liability pursuant to clause 10.1 does not end upon a person ceasing to be a member.

Clause 5.1 specifies how a person may cease to be a member.

11. Resolution of Internal Disputes

Disputes between:

- 11.1 members of the Association (in their capacity as members); and
- 11.2 members of the Association and the Committee, a sub-committee or delegate of the Committee;

are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

Delegates of the Committee and sub-committees are appointed in the manner specified in clauses 23 and 24 respectively.

12. Disciplining of Members

- 12.1 If any member of the Association ("the complainant") alleges that another member has engaged in conduct contrary to the interests of the Association or has committed misconduct, the "accused member" will be invited to provide a response to the allegations before the Committee, at which time the accused member must be given a full and proper opportunity to answer the allegations made.

- 12.2 When deciding on the allegations the Committee:

- 12.2.1 may find the allegations have been established or otherwise, and

- 12.2.2 if the allegations are established, may decide upon such action as it sees fit, including suspension or cessation of the accused member's membership.

The manner in which the Committee makes decisions is specified in clause 25.

- 12.3 A member who is dissatisfied with the decision of the Committee may, within fourteen (14) days of the Committee's decision, give notice of an appeal to the Secretary of the Committee.

A notice is given in the manner set out in clause 44.

- 12.4 If the requirement of 12.3 has been established the Secretary must call a meeting of members.

- 12.5 The meeting of members must consider the allegation and make a decision in the same manner as provided for the Committee.

The manner in which the Committee makes decisions is specified in clause 25.

- 12.6 The decision of the members is final.

- 12.7 The Association reserves the right to cancel without reimbursement, or refuse future membership to, any member which:

- 12.7.1 Speaks in the name of the Association without authority or clearance from the Committee

- 12.7.2 Takes actions which are damaging to the Association, its members or the village of Leura

- 12.7.3 Effects unauthorised use of the Association's logo and/or letterhead

- 12.7.4 Commits any crime against the Association or any of its members.

PART 3 – THE COMMITTEE

13. Powers of the Committee

- 13.1 The Committee manages, governs and controls the Association.
- 13.2 The Committee has the power:
- 13.2.1 to exercise all functions which the Association may perform or exercise;
or
 - 13.2.2 which is necessary and desirable for the proper management of the Association.
("the Committee's functions").

The "Committee" is defined in clause 46.

14. Composition of the Committee

- 14.1 The Committee will consist of the President, Vice President, Secretary and Treasurer, and up to five additional persons.
- 14.2 Each person who is a member of the Committee will be called a "Committee Member".
- 14.3 A person is eligible to be a Committee Member ("an eligible person") if a natural person and a member of the Association.
- "Natural person" is defined in clause 46.*
- 14.4 Each member who is not a natural person may nominate one natural person as its representative.
- 14.5 The Committee will be elected at each Annual General Meeting of the Association.

15. Tenure

A Committee Member will remain a member of the Committee until:

- 15.1 the Committee Member resigns;
- 15.2 the Committee Member dies;
- 15.3 the Committee Member ceases to be an eligible person;
- 15.4 the Committee Member ceases to be a member of the Association;
- 15.5 the Committee Member is removed from office under clause 26;
- 15.6 the Committee Member is absent from the Committee from three consecutive Committee Meetings without the consent of the Committee; or
- 15.7 the next Annual General meeting, whichever occurs first.

The requirement for an "eligible person" is set out in clause 14.3.

16. Election of Committee Members

- 16.1 An election of the Executive and the Committee Members will be conducted at each Annual General Meeting.

Clause 30 deals with Annual General Meetings.

- 16.2 Nominations of candidates for election to the Executive or Committee must be made in writing, signed by the candidate and by the person making the nomination, and by a seconder, and delivered to the Secretary of the Association at least seven (7) days before the date fixed (Change to) prior to the commencement of the Annual General Meeting at which the election is to take place.
- 16.3 If less than two (2) eligible persons are nominated for each executive position, or less than six eligible persons are nominated for the committee pursuant to clause 16.2, nominations may be received at the Annual General Meeting.
- 16.4 If the number of nominations is equal to or less than the required number for each position, the eligible persons nominated are duly elected to the Committee.
- 16.5 If the number of nominations exceeds the required number a ballot must be held.
- 16.6 The ballot for the election of the Executive and Committee Members must be conducted in a manner decided by the Committee.
- 16.7 If less than five (5) members are elected to the Committee, any vacant positions remaining on the Committee must be treated as casual vacancies.

17. Casual Vacancy

If the number of the Committee members is reduced below five (5) at any time prior to an Annual General Meeting or insufficient Committee Members are elected at an Annual General Meeting, the Committee may appoint an eligible person to fill the vacancy.

The requirement for an "eligible person" is set out in clause 14.3.

18. Office Bearers

- 18.1 The Executive will consist of the following office bearers from the Committee Members:

18.1.1 President

The role of the President is set out in clause 19.

18.1.2 Vice President

18.1.3 Treasurer

The role of the Treasurer is set out in clause 21.

18.1.4 Secretary

The role of the Secretary is set out in clause 20.

- 18.2 The position of all office bearers is vacated at the commencement of the Annual General Meeting.
- 18.3 The Committee must appoint an office bearer whenever the position is vacant.
- 18.4 The Committee must appoint a member of the Association to chair the election of the office bearers.
- 18.5 An election is made in the same manner that the Committee makes other decisions.
- 18.6 An office bearer must not hold the same office for more than three (3) consecutive years.

Clause 25 provides the manner in which the Committee makes decisions.

19. President

- 19.1 The President must, unless this Constitution provides otherwise:

- 19.1.1 preside at any Committee at which he or she is present, unless he or she excuses him or herself from the meeting (such as where a conflict arises);

This obligation is provided in clause 22.6.

- 19.1.2 chair any general meeting at which he or she is present unless he or she excuses him or herself from the meeting (such as where a conflict arises);

This obligation is provided by clause 32.3.

- 19.1.3 sign the Minutes of proceedings at a meeting at which he or she was present once the Minutes are accepted by the Committee or members (as appropriate) as accurate;

- 19.1.4 exercise a second or casting vote if, at a Committee meeting or general meeting there is an equal number of votes in favour and against any motion;

Clauses 25.3 and 36.3 apply to second or casting votes.

- 19.1.5 call meetings in accordance with the Constitution.

Clauses 22.2 and 23.7 relate to the calling of meetings.

- 19.2 In the absence of the President, these duties must be performed by the Vice President or, if the Vice President is not available, by another committee member nominated by the President, or by the Committee.

20. Secretary

- 20.1 The Secretary must keep accurate and complete records of:

- 20.1.1 all Committee Members;

- 20.1.2 all office bearers;

The office bearers are specified in clause 18.1.

- 20.1.3 the name of Committee Members present at Committee meetings; and

- 20.1.4 all proceedings at Committee and general meetings.

Part 4 provides for general meetings.

20.2 The Secretary must perform the obligations required of it by this Constitution.

Some of the obligations required of the Secretary are set out in clauses 4.5, 5.3, 7.1, 8.1, 8.4, 12.4, 12.5, 16.2, 20.6, 20.7, 22.2, 26.4, 27.2, 29.3.4, 29.5, 29.6, 31.1, 31.2, 37.1, 41, 41.1 and 42. ?? (check relevant clauses)

20.3 The Secretary must keep all records for the Association, other than the financial records kept by the Treasurer.

The financial records are kept by the Treasurer pursuant to clause 21.3.

20.4 The Secretary must perform any statutory obligations required of the public officer of the Association.

21. Treasurer

The Treasurer must:

21.1 keep accurate records showing the financial position of the Association, including details of all receipts and expenditure;

21.2 keep all financial records for the Association;

21.3 report the financial position of the Association to each Committee meeting;

21.4 report to the annual general meeting on the Association's financial position at the end of each financial year;

The financial year is the period specified in clause 46.

The report on the financial position must be received at the annual general meeting pursuant to clause 30.

21.5 oversee the Association's payment and receipt of funds.

Clause 39 specifies the Association's obligations in relation to funds.

22. Committee Meetings, Quorum and Minutes

22.1 The Committee may meet at the times, dates and places it decides.

The manner in which the Committee makes decisions is specified in clause 25.

22.2 Notice of a Committee meeting must be given by the Secretary or the President to the Committee Members and the representative of any sub-committee at least seven (7) days before the appointed time for the holding of the meeting, unless the Committee decides upon a different notice period.

Clause 44 specifies the manner in which a notice may be given.

22.3 A Quorum is:

22.3.1 if the number of Committee Members is an odd number: the closest whole number which is more than one half of the Committee Members, and

22.3.2 if the number of Committee Members is an even number: one more than one half the number of Committee Members.

22.4 No decisions may be made by the Committee unless a quorum is present within thirty (30) minutes of the time appointed for the meeting.

22.5 If a quorum is not present within the time allowed by clause 22.4, the meeting is adjourned to a time and place agreed, and at the earliest convenient date.

The requirement for being "present" is set out in clause 22.9.

22.6 A Committee meeting may be convened by seven (7) days' notice being given to the Committee Members by:

22.6.1 the President; or

22.6.2 the Secretary upon the request of two (2) Committee Members.

The manner in which a notice may be given is specified in clause 46.

22.7 Minutes of a Committee meeting must be signed by the person presiding at the meeting or the person presiding at the next meeting.

The person presiding at a Committee meeting is governed by clause 22.6.

22.8 A Committee Member is to be treated as being "present" at a meeting of the Committee if:

22.8.1 the Committee Member can hear, and participate in, the proceedings of the Committee by way of a telephone hook-up; or

22.8.2 there is no physical meeting but a majority of Committee Members approve in writing a motion put to the Committee by a Committee Member (and, if this occurs, the Minutes of the next Committee Meeting must record the approval for the motion and the date of that approval).

22.9 There is a presumption that anything done by the Committee is valid and effective despite any defect that may subsequently be discovered in the thing done.

23. Delegation

23.1 Except as provided by clause 23.2, the Committee may delegate the exercise of any of its functions.

The Committee's functions are set out in clause 13.

23.2 This power of delegation, and any duty specifically imposed on the Committee by any law, may not be delegated.

23.3 The Committee may delegate the exercise of a function upon conditions and with limitations and restrictions.

23.4 Despite a delegation, the Committee may continue to exercise any delegated function.

24. Sub-Committee

24.1 A function delegated to a sub-committee may, until the delegation is revoked or expires or the function is completed, be exercised by the sub-committee.

The Committee may delegate a function pursuant to clause 23.

24.2 An act of a sub-committee in the exercise of a delegated function has the same result as it would have if it had been performed by the Committee.

24.3 The Committee must appoint the persons who form a sub-committee.

The Committee makes decisions in relation to appointments in the manner specified in clause 25.

24.4 The Committee may, but need not, appoint:

24.4.1 a Committee Member, or member of the Executive;

24.4.2 a member;

24.4.3 an eligible person;

The requirement for an eligible person is set out in clause 14.3.

24.4.4 any other natural person,

A "natural person" is defined in clause 46.

to a sub-committee.

24.5 Only a natural person may be appointed to a sub-committee.

24.6 A sub-committee may meet and adjourn as it thinks proper.

24.7 A sub-committee may act despite any vacancy on the sub-committee.

24.8 A sub-committee may consist of only one person.

24.9 Decisions of a sub-committee will be made in the same manner as decisions of the Committee.

Clause 25 specifies the manner in which decisions are made by the Committee.

24.10 A person chosen by a sub-committee to preside at the sub-committee may attend and represent the sub-committee at a committee meeting. Committee meetings are referred to in clause 22.

25. Voting Rights

25.1 Decisions of the Committee will be made by a majority of Committee members present and voting at a meeting.

25.2 Subject to clause 25.3, each Committee Member is entitled to one (1) vote.

25.3 If there is an equal number of votes, both in favour and against a proposition, the person presiding at the Committee meeting is entitled to a second or casting vote.

The person presiding at the Committee Meeting is governed by clause 22.6.

26. Removal of Committee Members

26.1 The Committee may remove a Committee Member.

26.2 Notice of a proposal to remove a Committee Member must be given to Committee members at least fourteen (14) days before the Committee meets to consider the proposal.

Clause 44 specifies the manner in which a notice may be given.

- 26.3 A proposal to remove a Committee Member is decided in favour of the proposal if supported by at least two-thirds (2/3) of the Committee Members present and voting on the proposal.

A Committee Member may be present in the manner specified in clause 22.9.

- 26.4 If a Committee Member is removed pursuant to this clause the Secretary must notify the removed Committee Member of the Committee's decision within seven (7) days of the decision.

Clause 44 specifies the manner in which the removed Committee Member may be notified.

- 26.5 A removed Committee Member may appeal to the members in accordance with clause 27.

27. Right of Appeal of Removed Committee Member

- 27.1 A removed Committee Member may appeal the Committee's decision by giving a notice of appeal to the Secretary within seven (7) days of receipt of notice of the Committee's decision.

The giving and receipt of notice is governed by clause 44.

- 27.2 On receipt of a notice of appeal the Secretary must notify the Committee.

- 27.3 At its next meeting the Committee must convene a general meeting of members to be held within forty-two (42) days of receipt of the notice of appeal ("the appeal meeting").

Part 4 provides for general meetings. Receipt of notices is governed by clause 44.

- 27.4 No business may be conducted at the appeal meeting other than consideration of the appeal.

- 27.5 At the appeal meeting the Committee and the removed Committee Member must be given an opportunity to state their positions both orally and in writing.

- 27.6 Members present at an appeal meeting must vote by ballot on the question of whether the appeal should be allowed.

- 27.7 Unless the members present at an appeal meeting pass a special resolution in favour of the appeal, the Committee's decision is confirmed.

A special resolution is made in the manner specified in clause 35.

28. Payment of Committee Members

A Committee Member is not entitled to be paid for the Committee Member's work on behalf of the Association whether provided in a professional capacity or otherwise but may be reimbursed for any reasonable expense incurred in carrying out the Association's work.

PART 4 – GENERAL MEETINGS

29. General Meetings

29.1 The Committee may convene a general meeting for a time, date and place that it considers appropriate, and is required to call a general meeting at least two times per year.

29.2 The Committee must convene a general meeting within forty-two (42) days of receipt of a request from:

29.2.1 ten (10) members, or

29.2.2 five percent (5%) of the total number of members, whichever is the greater.

29.3 For the purpose of clause 29.2, a request must:

29.3.1 be in writing;

29.3.2 state the purpose of the general meeting;

29.3.3 be signed by the members requesting the meeting, and

29.3.4 be given to the Secretary.

Clause 44 states how a document may be given.

29.4 An issue may only be raised at a general meeting:

29.4.1 if clause 29.5 has been satisfied;

29.4.2 with the permission of the chairperson; or

The "chairperson" is decided by clauses 32.4 and 32.5.

29.4.3 if the meeting is an Annual General Meeting and comes within the provisions of clause 30.1.

29.5 A member wishing to bring an issue to the attention of a general meeting must give notice of the issue to the Secretary at least twenty one (21) days before the general meeting.

29.6 Upon clause 29.5 being satisfied, the Secretary must specify the issue in the next notice advising a general meeting to members.

30. Annual General Meeting

30.1 Within three (3) months of the end of the Association's financial year, the Committee must convene a general meeting for the following purpose:

30.1.1 confirm the Minutes of the previous Annual General Meeting (except for the first annual general meeting);

30.1.2 receive a report on the activities of the Committee since the previous Annual General Meeting;

30.1.3 receive a report on the activities of any sub-committee since the previous Annual General Meeting;

30.1.4 receive a report on the Association's financial position at the end of the immediately preceding financial year.

The Treasurer has the obligation to provide this report: clause 21.

30.1.5 receive any report required to meet any statutory obligations on reporting. For instance, the Associations' Incorporation Act, s26(6) proposes an obligation of reporting.

30.1.6 elect the Executive and Committee.

The election of Committee is provided by clause 16.

30.2 The Association's financial year commences on 1 November in any year and ends on 31 October in the immediately succeeding year.

"Financial year" is defined in clause 46.

31. Notice

31.1 The Secretary must give members at least fourteen (14) days' notice of a general meeting, except where a purpose of the meeting is to consider an issue which may only be passed by a Special Resolution.

31.2 The Secretary must give members at least twenty-one (21) days' notice of a meeting, where a purpose of the meeting is to consider an issue which requires a special resolution for the issue to be validly passed.

31.3 The notice must specify:

31.3.1 the place, date and time fixed for the general meeting, and

31.3.2 the purpose of the meeting;

31.3.3 and must include all reports as identified in Clause 30.1, and minutes from the previous general meeting.

Clause 44 provides the manner in which notices may be given.

32. Procedure, Quorum and Chair

32.1 No decision may be made at a general meeting unless a quorum is present (in person or by proxy) at the time the decision is made.

Clause 37 deals with proxies.

32.2 For a general meeting a quorum is ten (10) members.

32.3 Subject to 32.4, the President must chair the general meeting.

32.4 If the President is absent or unwilling to chair the general meeting, the members of the general meeting must elect an eligible person to chair the meeting ("the chairperson").

An "eligible person" is specified in clause 14.3.

32.5 The election of a chairperson is made in the same manner as any other decision made at a general meeting.

Clause 34 deals with how decisions are made at a general meeting.

33. Adjournment

The chairperson of a General Meeting:

33.1 must adjourn the meeting to the same day and time in the following week and at the same place (unless another place is specified at the time of the adjournment) if a quorum is not present within thirty (30) minutes of the appointed time for commencement of a general meeting;

33.2 may adjourn the meeting:

33.2.1 with the consent of the majority of members present (in person or by proxy) at the meeting;

Clause 37 deals with proxies.

33.2.2 if the time allocated for the meeting is exceeded.

"The chairperson" is defined in clause 46.

34. Decisions

34.1 An issue requiring a decision at a General Meeting is, subject to clause 34.2, to be made upon a show of hands.

Voting is carried out in accordance with clause 36.

34.2 A poll may be demanded by:

34.2.1 the chairperson; or

"The chairperson" is defined in clause 46.

34.2.2 three (3) or more members present (in person or by proxy) at the meeting;

34.3 If a poll is demanded, an issue requiring a decision at the general meeting will be made after a poll of members present (in person or by proxy) at the meeting;

Clause 37 deals with proxies.

34.4 If required, a poll must be taken in the manner specified by the chairperson.

"The chairperson" is defined in clause 46.

34.5 An announcement by the chairperson that an issue has been:

34.5.1 carried by majority;

34.5.2 carried unanimously;

34.5.3 carried by a particular majority, or

34.5.4 lost,

(or in the absence of an announcement by the chairperson, an entry in the records of the meeting as to the outcome of the issue) is proof of that outcome.

"The chairperson" is defined in clause 46. The Secretary must keep records of the proceedings at a general meeting: clause 20.

35. Special Resolution

35.1 A special resolution requires at least three-quarters (3/4) of the members present (in person or by proxy) voting in favour of the proposal at a general meeting.

Clause 37 deals with proxies. Clause 36 deals with voting at a general meeting.

35.2 A special resolution is required to:

35.2.1 amend this Constitution;

The power to amend the Constitution is provided by clause 40.

35.2.2 overturn a Committee decision on the removal of a Committee member;

and

The decision to overturn a Committee decision on the removal of a Committee member must be made in accordance with clause 27.

35.2.3 wind up the Association.

Clause 43 deals with winding up the Association.

36. Voting

36.1 On any issue requiring a decision at a general meeting a member has one (1) vote. Associate Members have no voting rights.

36.2 All votes must be given personally or, if this Constitution so allows, by proxy.

Clause 37 deals with proxies.

36.3 If there is an equal number of votes, both in favour and against an issue to be decided at the general meeting, the chairperson is entitled to a second or casting vote.

"The chairperson" is defined in clause 46.

37. Proxies

37.1 A member may appoint another member as its proxy by notice given to the Secretary.

Clause 44 provides the manner in which a notice may be given.

37.2 No member may hold more than three (3) proxies.

37.3 The Committee may approve a form which must be used for appointing proxies.

The Committee makes decisions in the manner specified in clause 25.

PART 5 – MISCELLANEOUS

38. Insurance

38.1 The Association must maintain sufficient insurance to meet its legislative obligations.

38.2 The Association may maintain any other insurance that it considers appropriate.

39. Funds

39.1 The Association's funds may be derived from any activity that the Committee considers appropriate, including members' fees, income from events arranged by the Association, entrance fees and grants.

The Committee makes decisions in accordance with clause 25.

39.2 All funds must be deposited into the Association's bank account as soon as possible after receipt.

39.3 The Association must issue a receipt for any funds as soon as possible after the funds are received.

39.4 The funds must be used to further the Association's objectives.

The Association's objectives are specified in clause 2.

39.5 Cheques and any other process used to meet the Association's expenses must be signed or authorised by at least two (2) Committee members.

40. Amendment

40.1 This Constitution may be amended by a special resolution.

Clause 35 specifies the requirements for a special resolution.

40.2 The Secretary must provide information about any amendment to the Constitution to any statutory authority to which notice must be given by legislation.

41. Common seal - To be removed / replaced with deleted

Provides that any document requiring authorisation by the Association does not require authentication under a common seal.

42. Records

The Association's records must be open for inspection free of charge to any member by arrangement with the Secretary.

43. Winding Up

43.1 The Association must be wound up if:

43.1.1 a special resolution is passed to that effect; or

Clause 35 specifies the requirements for a special resolution.

43.1.2 the number of members of the Association is reduced to less than ten (10).

Clause 32.2 provides that the minimum number of members for a quorum is five (5).

43.2 If the Association is wound up the assets of the Association are to be distributed to a not for profit organisation that serves a similar purpose as the Association.

44. Service of notices

44.1 A notice may be served, sent or given to a person by:

44.1.1 delivering it to the person personally;

44.1.2 sending it by prepaid post to the address of the person appearing in the Association's records; or

44.1.3 sending it by facsimile transmission or by electronic transmission to a facsimile phone number, email address or similar, provided by the person and appearing in the Association's records.

"A notice" is defined in clause 46.

44.2 A notice will be treated as having been given, served or received:

44.2.1 on the date it is personally delivered;

44.2.2 on the date the post is delivered in its ordinary course; or

44.2.3 on the next date after it was sent by facsimile, email or other electronic transmission.

44.3 Where there is a requirement to "notify", that requirement is met by serving a notice.

45. Interpretation

45.1 Headings are for convenience only and are not intended to change the interpretation of this Constitution.

45.2 Notes are for convenience only and are not intended to change the interpretation of this Constitution.

45.3 A reference to a statute includes any amendments made to that statute and to any legislation passed in substitution therefore and all regulations made under any relevant legislation.

45.4 A reference to the singular includes the plural and vice versa.

- 45.5 If this Constitution requires something to be done on a day which is a Saturday, Sunday or a public holiday in NSW, then the thing may be done on the next day which is not a Saturday, Sunday or public holiday.
- 45.6 Where a word is defined, other grammatical forms of the word have a corresponding meaning.

46. Dictionary

- 46.1 "Committee" has the meaning given to the word in the "Associations Incorporation Act 2009".
- 46.2 "Chairperson" is the person chairing the general meeting pursuant to clauses 32.3 and 32.4.
- 46.3 "Constitution" has the same meaning as that given to "Rules" in the "Associations Incorporation Act 2009".
- 46.4 "Debt" for the purpose of clause 10.1 means all liabilities of the Association including the costs, charges and expenses of winding up the Association.
- 46.5 "Committee Member" means a person who is a member of the Committee.
- 46.6 "Eligible person" is a natural person eligible to be a Committee Member pursuant to clause 14.3.
- 46.7 "Financial year" means the period of twelve (12) consecutive months during which financial information is collected.
- 46.8 A "natural person" is a living human being as distinct from an entity recognised by law as a person, such as a company or an incorporated association.
- 46.9 A "notice" includes a document in writing, such as an application form.
- 46.10 A "person" means a natural person, a company, incorporated association or any other legal entity.
- 46.11 The specified address for the Association is the address of the Secretary of the Association.
- 46.12 "The boundaries of Leura" are those recognised by Council of the Local Government Area.