



PEARL BEACH PROGRESS ASSOCIATION

CONSTITUTION

Adopted 7 April 2018

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PEARL BEACH PROGRESS ASSOCIATION INCORPORATED

CONSTITUTION

ASSOCIATION

Name: Pearl Beach Progress Association Incorporated
Address: 9 Diamond Road Pearl Beach NSW 2256

PART I – PRELIMINARY

OBJECTIVES

- To promote the best interests of the rate-payers and residents of Pearl Beach and to support those Activities in other parts of the Central Coast Council area that are in the best interests of the rate-payers and residents of Pearl Beach.
- To protect and enhance the environment and encourage nature conservation within the village of Pearl Beach.
- To maintain in good condition the Association's property at Pearl Beach and to manage the Association's Memorial Community Hall.

CONSTITUTION

The constitution of an Incorporated Association forms the structure within which the Association operates. NSW Fair Trading has prepared a Model Constitution, under the *Associations Incorporation Act 2009*, which covers the matters required by law. This Constitution is a modified version of the Model Constitution.

1. DEFINITIONS

(1) In this Constitution:

- a) "**the Act**" means the Associations Incorporation Act 2009;
- b) "**the Regulation**" means the Associations Incorporation Regulation 2016.

(2) In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) 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 so apply if these rules were an instrument made under the Act.

PART II- MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

- (1) Membership Categories:
 - a) **Full membership** is available to those persons, eighteen years of age and over, who reside in, or are rate payers of property in Pearl Beach, and the immediate families of such persons.
 - b) **Life membership** is an honour bestowed on an individual member of the Association whose exceptional commitment and outstanding service and contribution has provided a measurable benefit to the Association over an extended period of time of five years or more. Membership should be awarded rarely and only for exceptional service. A Life Member shall not be required to pay membership fees for that membership. A Life Member may vote and has all the rights and privileges of a Full Member.
 - c) **Friend membership** recognises that a person who has a strong bond with Pearl Beach may not formally meet the membership criteria of the Association as a resident or ratepayer. A Friend member is welcome to participate at meetings and Association activities, but does not have voting rights or the right to hold office.
- (2) A person is eligible to be a member of the Association if the person is a natural person,
 - a) who has applied for membership of the Association as provided by clause 3, and
 - b) who has been approved for membership of the Association by the Executive Committee of the Association.

3. APPLICATION FOR MEMBERSHIP

- (1) An application by a person for membership of the Association
 - a) must be made in writing, including email or other electronic means on the Association's Membership Application Form, and
 - b) must be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Executive Committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Executive Committee makes a determination, the Secretary must:
 - a) notify the applicant in writing, including email or other electronic means, that the Executive approved or rejected the application,
 - b) if the Executive Committee approved the application request the applicant is to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a member as annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in sub-clause (3b) within the period referred to in that clause, enter the nominee's details and date of acceptance in the register of members and, on the name 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) is expelled from the Association; or
- d) fails to pay membership subscriptions in accordance with clause 8.

5. MEMBERSHIP ENTITLEMENTS 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) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving to the Secretary written notice.
- (2) If a member of the Association ceases to be a member under clause 6 (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. REGISTER OF MEMBERS

- (1) The Secretary must establish and maintain a register of members of the Association (in written or electronic form) recording their name, postal, residential or email address, and any telephone contact details a member may wish to provide, as well as the date on which the person became a member and the currency of their membership:
- (2) The register of members must be kept in NSW at the main premises of the Association.
- (3) The Association will collect only information which it requires for its primary function and to comply with sub-clause (1) and will ensure that personal information is protected from misuse and loss, unauthorised access, interference, unauthorised modification or disclosure.
- (4) Only the Executive Committee office bearers will have access to the register of members for the purpose of conducting a function or activity of the Association; such as membership subscriptions, notice of meetings or other events or other material relating to the Association.
- (5) In order to maintain confidentiality the Executive Committee will assume all members have deemed their personal information (other than their name) is not made available for inspection by other members.
- (6) A member may inspect their own personal information recorded on the register at any reasonable hour or request a copy of this information.

- (7) A list of members' names will be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (8) If the register of members is kept in electronic form it must be convertible into hard copy.

8. FEES AND SUBSCRIPTIONS

- (1) A member of the Association must pay to the Association an annual membership fee as determined by the Executive Committee: for the financial year.
- (2) A member failing to pay their annual subscription before the end of September in any year shall automatically cease to be a member,

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 clause 8.

10. RESOLUTION OF DISPUTES

- (1) The Executive Committee will resolve disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, in one of the following ways:
 - a) a process to bring the parties together to resolve the dispute at an early stage,
 - b) the appointment of an independent person to mediate in the dispute,
 - c) a process to ensure all parties receive a full and fair opportunity to present their case,
 - d) by reference to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved within 3 months the dispute is to be referred to arbitration. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- (3) For the purposes of this clause, a dispute will include a complaint which may be made by any member of the Association that some other member of the Association.
 - a) has persistently refused or neglected to comply with a provision or provisions of the Constitution, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

11. DISCIPLINING OF MEMBERS

- (1) A complaint shall be made to the Executive Committee, in writing, by any person, that a member of the Association:
 - a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the Association.

- (2) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to deal with the complaint, it must:
 - a) cause notice of the complaint to be served on the member concerned, and
 - b) give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - c) take into consideration any submissions made by the member in connection with the complaint.
- (4) The Executive Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive Committee expels or suspends a 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 Executive Committee for having taken that action and of the member's right of appeal under clause 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 the right of appeal, unless and until the Association confirms the resolution under clause 11, whichever is the later

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association against a resolution of the Executive Committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Executive Committee and convene a special general meeting for the purpose of dealing with the appeal, to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - a) no business other than the question of the appeal is to be transacted, 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) The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART III- THE EXECUTIVE COMMITTEE

13. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee is to be the committee of management of the Association. Subject to the Act, the Regulation and this Constitution, and to any resolution passed by the Association in general meeting, the Executive Committee:

- a) is to control and manage the affairs of the Association, and
- b) may exercise all such functions which may be exercised by the Association, other than those functions that are required to be exercised by a General Meeting of members of the Association, and
- c) has power to perform all the acts and do all such things in accordance with this Constitution as appear to the Executive Committee to be necessary or desirable for the proper day to day management of the affairs of the Association, and
- d) is to consider, report and make recommendations to the members of the Association in general meeting, on all matters relevant to the Association's objectives, which are placed before it and on any matters referred to it by a general meeting of members of the Association, and
- e) is to appoint the Public Officer of the Association in accordance with the Act.

14. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

The Act places legal obligations on Executive Committee members that if breached could result in significant penalties:

- a) each Executive Committee member has a duty to carry out his or her functions for the benefit, so far as practicable, of the Association with due care and diligence, and a duty to not dishonestly use their position or information obtained as an Executive Committee member with the intention, directly or indirectly, of gaining an advantage for themselves or any other person, or by causing detriment to the Association,
- b) Executive Committee members have a duty to disclose any conflict of interest between their own affairs and the affairs of the Association,
- c) an Executive Committee member must not allow the Association to trade whilst insolvent.

15. PERSONAL LIABILITY OF EXECUTIVE COMMITTEE MEMBERS

The Act will provide protection from personal liability for Executive Committee members (or a person acting under the direction of an Executive Committee member) who act in good faith while undertaking the Executive Committee members' functions under the Act. This also covers any omissions that were made in good faith.

16. PUBLIC OFFICER

- 1) A Public Officer is the official point of contact for an Incorporated Association and one of the authorised signatories.
- 2) The Public Officer may be an office bearer, a member of the Executive Committee, a member of the Association or any other person regarded by the Executive Committee as suitable for the position.
- 3) The Executive Committee shall ensure that a person is appointed as Public Officer.
- 4) The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided that the person so appointed is 18 years of age or over and a resident of New South Wales.
- 5) When a vacancy occurs in the position of Public Officer, the Executive Committee shall within 14 days notify the appropriate authority in the prescribed form and appoint a new Public Officer.
- 6) The Public Officer is required to notify the appropriate authority in the prescribed form in the following circumstances:
 - a) on appointment (within 14 days),
 - b) on change in residential address (within 14 days),
 - c) a change in the Association's objects or rules (within one month),
 - d) on the Association's financial affairs (within one month of the annual general meeting),
 - e) a change in the Association's name (within one month).
- 7) The records of the Association must be kept in the main premises of the Association in the custody of the Public Officer, or a member of the Association as the Executive Committee determines.
- 8) The Public Officer must lodge the annual financial accounts of the Association within one month after the annual general meeting, using the proper form.
- 9) The Public Officer must ensure that evidence from the Association's insurer, indicating that a current public liability policy of at least \$20 million is in force, accompanies the annual financial statement.

17. COMPOSITION & MEMBERSHIP OF EXECUTIVE COMMITTEE

- (1) The Executive Committee is to consist of the office-bearers of the Association, and four (4) ordinary members, each of whom is to be elected at the annual general meeting of the Association and in accordance with Section 28 of the Act.
- (2) The office-bearers of the Association are :
 - a) the President,
 - b) two Vice-Presidents,
 - c) the Treasurer,
 - d) the Secretary,
 - e) the Assistant Secretary,
 - f) the Publicity Officer.

- (3) An Executive Committee Member may hold up to 2 offices (other than both the office of President and Vice-President).
- (4) There is no maximum number of consecutive terms for which an Executive Committee Member may hold office.
- (5) Each member of the Executive Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, and is eligible for re-election.
- (6) Except as determined by a resolution of the Executive Committee, no member of the Executive Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Executive Committee except repayment of reasonable out-of-pocket expenses.

18. ELECTION OF MEMBERS OF EXECUTIVE COMMITTEE

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee:
 - a) must be made in writing signed by two (2) Full Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - b) must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Executive 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 Executive Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Executive Committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

19. SECRETARY

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

- (2) It is the duty of the Secretary to maintain an annual Register of Executive Committee Members, register to include: Members name and residential address.
- (3) It is the duty of the Secretary to keep minutes (written or electronic form):
 - a) the names of members of the Executive Committee present at an Executive Committee meeting and the names of member at a general meeting, and
 - b) all proceedings at Executive Committee meetings and general meetings.
- (4) The Secretary must ensure that confirmed minutes of proceedings at meetings in written or electronic means are approved by the Chairperson.
- (5) The Secretary shall submit all correspondence to the Executive Committee and keep a copy of all letters written or received on behalf of the Association.
- (6) The Secretary will prepare agendas for all Executive Committee meetings and general meetings of the Association and shall ensure all present sign the attendance book.

20. 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 banked as soon as practicable and that all payments authorised by the Association are made without undue delay, 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) that a statement of the Association's financial position is presented to each Executive Committee meeting and ordinary general meeting of the Association,
- d) that an audited financial report and balance sheet of the Association is presented to the annual general meeting.

21. CASUAL VACANCIES ON THE EXECUTIVE COMMITTEE

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may nominate a member of the Association to fill the vacancy and if the appointment of the member is approved by a general meeting of the Association, the member is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment. A casual vacancy may also be filled directly at a general meeting.
- (2) A casual vacancy in the office of a member of the Executive 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 Law, or
 - d) resigns office by notice in writing given to the Secretary, or

- e) is removed from office under section 22, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months,
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months,
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

22. REMOVAL OF MEMBER OF THE EXECUTIVE COMMITTEE

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

23. EXECUTIVE COMMITTEE MEETINGS AND QUORUM

- (1) The Executive Committee must meet at least six (6) times in each period of 12 months at such place and time as the Executive Committee may determine.
- (2) Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee must be given by the Secretary, to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 23 (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (6) No business is to be transacted by the Executive Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (8) At a meeting of the Executive Committee, the President or, in the President's absence, a Vice-President is to preside. If the President or Vice-President are absent or unwilling to act, one of the remaining members, present at the meeting is to preside.

24. APPOINTMENT OF MEMBERS AS EXECUTIVE MEMBERS TO CONSTITUTE A QUORUM

- (1) If at any time the number of Executive Committee members is less than the number required to constitute a quorum for an Executive Committee meeting, the existing Committee Members may appoint a sufficient number of Association members to enable a quorum to be constituted.
- (2) A member of the Executive Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to filling a casual vacancy.

25. USE OF TECHNOLOGY AT EXECUTIVE COMMITTEE MEETINGS

- (1) An Executive Committee meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each of the Executive Committee's members a reasonable opportunity to participate.
- (2) An Executive Committee member who participates in an Executive Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. DELEGATION OF SUB-COMMITTEES

- 1) The Association in general meeting may, by instrument in writing, appoint Sub-Committees consisting of such member or members of the Association as are willing to accept appointment. The terms of reference and functions of the Sub-Committees are to be specified in the instrument and must not include a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- 2) Despite anything included in terms of reference under this rule, the Association or the Executive Committee may continue to exercise any function included.
- 3) Any act or thing done or suffered by a Sub-Committee acting in accordance with its terms of reference under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee or the Association.
- 4) The Association may by a decision taken in general meeting, by instrument in writing, revoke wholly, or in part any terms of reference under this rule.
- 5) A Sub-Committee may meet and adjourn as it thinks proper.
- 6) The terms of reference for all Sub-Committees under this section must delegate:
 - a) Membership of a Sub-Committee may include any financial member of the Association. A Sub-Committee can co-opt an individual who is not a financial member but who has specialist knowledge or expertise onto the Sub-Committee.

- b) Sub-Committees can only be convened by a financial member.
 - c) A list of names of those people on the Sub-Committee to be provided each year and any changes notified to the Executive Committee.
 - d) Sub-Committees will consist of not less than three members
 - e) The number required for a quorum must be specified for each Sub-Committee.
 - f) The scope and responsibilities of the Sub-Committee will be described and any restrictions in scope identified.
 - g) Duration of the Sub-Committee to be specified (either time-limited for specified period or ongoing)
 - h) Financial delegations and limitations are clearly quantified.
 - i) Reporting requirements to the Executive Committee and General Meetings:
 - (i) the outcome of any meetings,
 - (ii) any functions carried out including financial details of income and expenditure, correspondence received and sent,
 - (iii) submit an annual report in writing of the previous year's activities, within 3 months of the end of the financial year,
 - (iv) a final report if the Sub-Committee if it is to be disbanded.
- 7) Unless explicitly authorised, the Sub-Committees cannot make binding decisions or policy for the Association. A Sub-Committee can make recommendations to the Executive Committee concerning matters that require specific decisions or policy.
- 8) A Sub-Committee must seek approval from the Executive Committee before making an application for grant money (from any Government department, local Council or any other charitable or commercial organisation) that is to be administered by the Association.
- 9) A Sub-Committee should always have regard to the objectives and any areas of risk (physical, legal and financial) for the Pearl Beach Progress Association when exercising its function.
- 10) At the first Executive Committee meeting after the annual general meeting, the need for each Sub-Committee will be reviewed before the convenor is appointed or reappointed.

27. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Executive Committee or of any Sub-Committee appointed by the Association are to be determined by a majority of the votes of members of the Executive Committee or Sub-committee present at the meeting.
- (2) Each member present at a meeting of the Executive Committee or of any Sub-Committee appointed by the Association (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23(5), the Executive Committee may act despite any vacancy on the Executive Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a Sub-Committee appointed by the Association is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or Sub-Committee.

PART IV - GENERAL MEETINGS OF THE ASSOCIATION

28. ANNUAL GENERAL MEETINGS - HOLDING OF

- 1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- 2) Clause (1) has effect subject to any extension or permission granted by the Commissioner under section 37 (2) (b) of the Act.

29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 1) The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the Executive Committee reports on the activities of the Association during the last preceding financial year,
 - c) to elect office-bearers of the Association and ordinary members of the Executive Committee,
 - d) to receive the audited annual financial report of the Treasurer, and
 - e) to appoint an auditor.

(1) An annual general meeting must be specified as that type of meeting in the notice convening it.

(2) Notice of an annual general meeting must be given in writing and sent to each member at the member's address or email as appearing in the register of members at least 14 days before the date of the meeting.

30. SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Executive Committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting must be in writing and include the following:
 - a) must state the purpose or purposes of the meeting,
 - b) must be signed by the members making the requisition,
 - c) must be lodged with the Secretary,

- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Executive Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as practicable in the same manner as general meetings are convened by the Executive Committee.
- (6) For the purposes of sub-clause (3) a requisition may be in electronic form, and a signature may be transmitted, and a requisition lodged, by electronic means.

31. ORDINARY GENERAL MEETINGS - HOLDING OF AND NOTICE OF

- (1) Ordinary general meetings may be held at times settled by the Executive Committee and will be held at least 6 times in each period of 12 months. .
- (2) Except if the nature of the business proposed to be dealt with at an ordinary general meeting requires a special resolution of the Association, the Secretary must, at least 7 days before the date fixed for the holding of the general meeting, cause a notice of the date and time of the meeting and the nature of the business proposed to be transacted at the meeting to be placed on the Association's notice boards, including electronic communication.
- (3) 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 sub-clause (2), the intention to propose the resolution as a special resolution.

Note: A special resolution must be passed in accordance with section 39 of the Act

- (4) 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 clause 29 (2).
- (5) 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 of a general meeting.

32. QUORUM FOR GENERAL MEETINGS

- (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) Seven (7) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. Ten (10) members present in person (as described in the previous sentence) constitute a quorum for either a special or an annual general meeting.

- (3) If within half an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting
 - a) if convened on the requisition of members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present (at least 5) are to constitute a quorum.

33. PRESIDING MEMBER AT MEETINGS

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

34. ADJOURNMENT OF GENERAL MEETINGS

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 34 (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. MAKING DECISIONS AT GENERAL MEETINGS

- 1) A resolution is a formal decision passed by the Association in accordance with its constitution, usually made at a general meeting or in a postal or electronic ballot.
- 2) A resolution arising at a general meeting of the Association is to be determined by:
 - (a) voices, a show of hands or, if the meeting is one to which clause 40 applies (use of technology at general meetings), any appropriate corresponding method that the Executive Committee may determine, or
 - (b) if on the motion of the chairperson or if 7 or more members present at the meeting request that the question should be determined by a written ballot.

- 3) If the question is to be determined by voices or a show of hands, a declaration by the chairperson that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the meeting, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4) Sub-clause 2) applies to a method determined by the Executive Committee under sub-clause 1) (a) in the same way as it applies to a show of hands
- 5) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

36. SPECIAL RESOLUTION

- (1) A resolution of the Association is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person 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.
- (2) A special resolution is required for:
 - a) changing the Association's name,
 - b) changing the Association's objectives,
 - c) changing the Association's Constitution,
 - d) applying for registration by an unincorporated group,
 - e) amalgamating with another registered Association,
 - f) an existing corporation seeking to register as an Association,
 - g) an existing registered Association applying to transfer incorporation,
 - h) voluntarily winding up or cancelling the Association and distributing property.
- (3) Voting on special resolutions:
 - a) a resolution is passed by an Association as a special resolution:
 - (i) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (ii) in a postal ballot conducted by the Association, or
 - (iii) in such other manner as the Director-General, NSW Fair Trading, may direct, if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.
 - b) a notice referred to in sub-section (3) (a) (i) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
 - c) a postal ballot referred to in sub-section (2) (h) may only be conducted in relation to resolutions of a kind that the Association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulation
 - d) a direction under sub-section (3) (a) (iii) may not be given unless the Director-General, NSW Fair Trading, is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by sub-section (3) (a) (i) or (ii).

- (4) An application to register a change of name, objects or Constitution must be lodged with NSW Fair Trading within 28 days of the special resolution being passed.

37. VOTING AT GENERAL MEETINGS

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

38. PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a general meeting.

39. POSTAL OR ELECTRONIC BALLOTS

- (1) The Association may hold a postal or electronic ballot, as the Executive Committee decides, to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 Conduct of Postal or Electronic Ballots.

40. USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A General Meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each member a reasonable opportunity to participate.
- (2) A member who participates using that technology is taken to be present at the meeting and is taken to have voted in person.

PART V - MISCELLANEOUS

41. INSURANCE

- (1) The Association must effect and maintain insurance as determined by the Executive Committee.

42. FUNDS - SOURCE

- (1) The funds of the Association are to be derived from:
 - a) entrance fees,
 - b) annual subscriptions of members,
 - c) donations and bequests,
 - d) interest from bank accounts,
 - e) fees from the hire of the Pearl Beach Memorial Community Hall,
 - f) successful applications for financial grants from Government or charitable organisations for specific projects, and
 - g) subject to any resolution passed by the Association in general meetings, such other sources as the Executive 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.

43. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed the Association in a general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Executive Committee determines.
- (2) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed and approved by any 2 members of the Executive Committee who are authorised to do so.
- (3) The Association is a not-for-profit organisation. Subject to the Act and Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members. No portion of its income and property is to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

44. DISSOLUTION

- (1) The Association shall be dissolved in the event of the membership being less than three (3) persons or upon the vote of a three fourths majority of the members present at a special general meeting convened to consider such a question.

- (2) Subject to the Act and the Regulations, in a winding up of the Association any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (3) In this clause, a reference to the surplus property is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.
- (4) Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

45. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- (1) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association.
- (2) An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or an Executive Committee member.

46. COMMON SEAL

Under the Act there is no requirement for the Association to include a provision in the Constitution relating to a common seal. The Association has determined it does not wish to have a common seal.

47. CUSTODY OF BOOKS

Except as otherwise provided by this Constitution all records, books and other documents relating to the Association must be kept in NSW at the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the Executive Committee determines).

48. INSPECTION OF BOOKS

- 1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - a) records, books and other financial documents of the Association,
 - b) the Constitution,
 - c) minutes of all committee meetings and General Meetings of the Association.
- 2) A member may obtain a copy of any documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.
- 3) Despite sub-clauses (1) and (2) the Executive Committee may refuse to permit a member to inspect or obtain a copy of records that relate to confidential, personal, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.

49. SERVICE OF NOTICES

- 1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by email, facsimile transmission, or some other form of electronic transmission to an address recorded in the register of members.

- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date on which it would have been delivered in the ordinary course of post; and
 - (c) in the case of notice sent by email, facsimile transmission, or some other form of electronic transmission, on the date it was sent or, if the machine from which it was sent produces a report indicating that the notice was sent on a later date, on that date.

50. FINANCIAL YEAR

The financial year of the Association commences on 1st July and ends on the following 30th June.