

CONSTITUTION OF ALBERT TOWN COMMUNITY ASSOCIATION INCORPORATED

1 NAME AND OFFICE

- 1.1 The name of the Association shall be "Albert Town Community Association Incorporated".
- 1.2 The principal office of the Association will be at such place as may be determined by the Committee from time to time.

2 DEFINITIONS

- 2.1 In this Constitution:

"Act" means the Incorporated Societies Act 2022;

"Chairperson" means the chairperson elected under clause [8.4](#);

"Committee" means the committee of Members elected under clause [8.4](#);

"General Meeting" means an Annual General Meeting or a Special General Meeting;

"Member" means any person admitted to membership of the Association under clause [4.1](#);

"Secretary" means the secretary elected under clause [8.4](#);

"Special Resolution" means a resolution in writing passed by at least 75% of the Members present and entitled to vote at a General Meeting;

"Treasurer" means the treasurer elected under clause [8.4](#).

3 OBJECTS

- 3.1 The objects of the Association shall be the preservation and improvement of the amenities of Albert Town and the promotion of the interests of its ratepayers and residents.

4 MEMBERSHIP

- 4.1 Membership of the Association shall comprise residents and ratepayers of the area known as Albert Town, being the area within the boundaries edged in red on the attached plan.

- 4.2 Any person may become a Member on supplying the Secretary with:

- a. his/her name and address;
- b. his or her written consent to be a Member; and
- c. such further details as are necessary to satisfy the Committee that he/she qualifies with the requirements of clause 4.1.

- 4.3 The Association shall keep a register of its Members in accordance with section 79 of the Act.

5 TERMINATION OF MEMBERSHIP

- 5.1 The Committee may terminate the membership of any Member if:

- a. any payment due by the Member to the Association is at least 30 days overdue; or
- b. the Member fails to observe this Constitution; or
- c. the Committee considers that the conduct of the Member has adversely affected the reputation of the Association.

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5.2 A Member may resign from the Association at any time on giving written notice to the Committee.

6 MEMBERSHIP FEE

6.1 An annual Membership Fee (if any) shall be fixed from time to time by the Members at an Annual General Meeting.

6.2 No Member whose Membership Fee is due and unpaid shall be entitled to vote at a General Meeting or stand for election to the Committee.

7 GENERAL MEETINGS

7.1 An Annual General Meeting shall be held every year within 6 months following the end of each financial year of the Association and not later than 15 months after the previous Annual General Meeting.

7.2 The following business will be considered at each Annual General Meeting:

- a. Receipt from the Committee of the Chairperson's report, the Treasurer's report and the financial statements for the preceding year;
- b. The election of [officers](#) and Committee members;
- c. The fixing of the Membership Fee (if any) for the coming year;
- d. Any Special Resolution proposed: (i) by the Committee; or (ii) by a Member, which has been received by the Secretary in writing at least 20 working days before the date of the meeting.

7.3 Failure to hold the Annual General Meeting within the period referred to in clause [7.1](#) will not invalidate the proceedings of an Annual General Meeting that is held in any other month.

7.4 Special General Meetings may be called by the Committee. The Committee must also call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

7.5 The Secretary shall record the minutes of each General Meeting. Confirmation of those minutes may be approved at the first Committee meeting following the General Meeting.

7.6 Public notice must be advertised at least 10 working days prior to every General Meeting, such notice to advise the time and place of such General Meeting.

7.7 All resolutions to be considered at a General Meeting, other than Special Resolutions, shall be determined by a majority of votes. In the case of an equality of votes the Chairperson shall have a casting vote.

8 COMMITTEE

8.1 The management of the affairs of the Association shall be vested in the Committee, which shall consist of the officers referred to in clause [8.4](#) and up to six other Members.

8.2 [A Member must consent in writing to become an officer and certify that he or she is not disqualified from being an officer of the Association.](#)

[8.3](#) The Committee shall have all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Association.

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8.4 The officers of the Association shall be the Chairperson, Vice Chairperson, Secretary (who may also be the Treasurer) and/or the Treasurer. Up to six further Members of may be elected to the Committee. The immediate past Chairperson becomes an ex-officio member of the Committee for the following year only.

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8.5 The Committee shall from time to time designate one of its members to be the contact person for the purposes of the Act.

8.6 If any Committee member misses three consecutive meetings the Committee may terminate such member's membership of the Committee, thereby creating a casual vacancy.

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8.7 In the case of a casual vacancy in an office of Committee member, the Committee may itself appoint a member to fill the vacancy until the next Annual General Meeting.

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8.8 All resolutions to be considered at a Committee meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairperson shall have a casting vote.

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8.9 An officer who is interested in a matter relating to the Association (as defined in section 62 of the Act) shall disclose details of that interest (including any quantifiable monetary value of the interest) to the Committee and in an interests register kept by the Committee.

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8.10 An interested Committee member:

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- a. must not vote or take part in a decision of the Committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of the Committee relating to the matter and be present at the time of the Committee's decision (unless the Committee decides otherwise).

8.11 However:

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- a. a Committee member who is prevented from voting on a matter under clause 8.10 may still be counted in determining a quorum at the meeting at which the matter is considered; and
- b. clauses 8.10 a. and b. do not apply to a Committee member in relation to a matter if all other Committee members consent to the member acting as referred to in those clauses.

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8.12 If, despite clause 8.10, 50% or more of the Committee members are prevented from voting on a matter under clause 8.10, a Special General Meeting shall be called to consider and determine the matter.

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9 PROXIES

9.1 A Member may appoint a proxy to vote on behalf of the Member at a General Meeting.

9.2 The appointment must be in writing and received by the Secretary at least 1 working day before the day of the General Meeting.

9.3 The appointment may require the proxy to vote in the manner specified in the appointment.

9.4 A member shall be deemed to be present at a General Meeting if his or her properly appointed proxy is present.

10 QUORUM

10.1 The quorum for Committee meetings shall be 5 members of the Committee.

10.2 The quorum for General Meetings shall be at least 5 Members.

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10.3 If within half an hour after the time appointed for a Committee or General Meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the Chairperson. If at the adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments. No business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

11 FINANCES AND RECORDS

11.1 The Committee shall:

- a. keep proper records of all Committee meetings and General Meetings;
- b. keep proper books of account and financial records of the Association;
- c. keep all other documents and records, connected with the Association;
- d. have control of all funds of the Association and (subject to clause 11.2) operate all bank accounts in the manner determined by the Committee;
- e. have control of the Common Seal, which may only be affixed to a document by a resolution of the Committee.

11.2 Two signatories, both being members of the Committee, shall be required to authorise payments from any bank account operated by the Association.

11.3 As soon as practicable following the end of each financial year the Committee will cause to be prepared a statement containing particulars of:

- a. the income and expenditure for that financial year; and
- b. the assets and liabilities of the Association as at the end of that financial year.

11.4 The Committee shall cause the statements referred to in clause 11.3 to be examined by a suitably qualified accountant, who is not a Member. The accountant may request the production of any documents relating to the affairs of the Association and will, if requested by the Committee, present a report to the Committee prior to the Annual General Meeting following the relevant financial year.

11.5 Unless otherwise decided by the Committee, the financial year shall end on 31 December in each year.

11.6 The Association may invest its funds as it thinks fit.

11.7 The Association may borrow funds as it thinks fit if authorised by the Members in a General Meeting.

12 DISPUTES AND COMPLAINTS

12.1 In the case of a dispute or complaint (as defined in section 38 of the Act) that relates to the Association, a Member or an officer, the Association shall follow the resolution procedures in the Second Schedule to the Act.

13 ALTERATION TO CONSTITUTION

13.1 This Constitution may be changed by a notified Special Resolution passed at a General Meeting.

13.2 If any matter arises for which there is no applicable rule in this Constitution, such matter may be decided by the Committee.

14 LIQUIDATION

- 14.1 A General Meeting may by Special Resolution appoint a liquidator. The resolution must then be confirmed by another Special Resolution passed at General Meeting held at least 30 days after the first resolution was passed. The Association may then be placed into liquidation.
- 14.2 On liquidation the Association's surplus assets (after the discharge and payment of all of the Association's liabilities) will be paid to a not-for-profit institution or charity having objects similar to those of the Association and chosen by the Members, or by the Committee, if the Members do not choose.
- 14.3 Surplus assets may not be directly or indirectly distributed to Members.