

# **Coolleman Ridge Park Care Group Inc**

## **Constitution**

**October 2002**

### **Name**

1. The name of the association is "Coolleman Ridge Park Care Group" (the 'Group').

### **Objects**

2. The objects of the Group are:

In partnership with Environment ACT

- (1) to encourage community interest and understanding of the values of natural areas, especially Coolleman Ridge; and
- (2) to promote community participation in the care and rehabilitation of these areas through the following:
  - (a) the holding of meetings, working parties and walks;
  - (b) the sharing of ideas and information with other groups;
  - (c) the organisation of other activities.

The status of the Group for all purposes will be that of a non-profit organisation.

### **Members**

3. (1) Membership is open to any interested person committed to furthering the objectives of the Group.
  - (2) A person may become a member by completing the membership application.
  - (3) A person's membership ceases by resignation in writing or failure to participate in the Group's activities for a period of two years.

### **Subscriptions**

4. The annual subscription is to be at a rate or rates as fixed from time to time by the Annual General Meeting following consideration of a recommendation from the Committee.

### **Member's Liabilities**

The liability of a member of the Group to contribute towards:

- (a) the payment of debts and liabilities of the Group; or
- (b) the cost, charges and expenses of the winding up of the Group;

is limited to the amount, if any, of unpaid subscription in respect of membership under clause 4.

### **End of Membership**

A person's membership of the Group ends if the person:

- (a) dies; or
- (b) resigns that membership; or

- (c) fails to participate in the Group's activities for a period of two years.

### **Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has because of being a member of the Group;

- (a) is not capable of being transferred or transmitted to another person; and
- (b) ends when the person's membership ends.

### **Resignation of Membership**

A member may resign his or her membership of the Group by notice in writing to the Secretary and the person's resignation takes effect when it is received by the Secretary.

### **Disciplining of Members**

9. (1) Where the Committee is of the opinion that a member of the Group:
- (a) has persistently; refused 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 Group:

the Committee may by resolution expel the member from the Group.

(2) A resolution of the Committee under subclause 9(1) is of no effect unless the Committee at a meeting held not earlier than 14 days and not later than 30 days after service on the member of a notice under subclause 9(3) confirms the resolution in accordance with this rule;

(3) Where the Committee passes a resolution under subclause 9(1) the Secretary shall as soon as practicable cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 30 days after service of the notice;
- (c) stating the date, place and time of that meeting; and

informing the member that the member may do either or both of the following:

- (i) attend and speak at that meeting;
- (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the Committee held as referred to in subclause 9(3) the Committee shall:

- (a) give the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by a member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or revoke the resolution.

(5) Where the Committee confirms a resolution under subclause 9(4) the Secretary shall, within 7 days after confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 10.

(6) A resolution confirmed by the Committee under subclause 9(4) does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that [period](#); or
- (b) where within that period the member exercises the right of appeal unless and until the Group confirms the resolution pursuant to subclause 10(4).

### **Right of Appeal of Disciplined Members**

10. (1) A member may appeal to the Group in a general meeting against a resolution of the Committee which is confirmed under subclause 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under subclause 10(1) the Secretary shall notify the Committee which shall convene a general meeting of the Group to be held within 30 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Group convened under subclause 10(2):
- (a) no business other than the question of appeal shall [be](#) transacted;
  - (b) the Committee and the members shall be given the opportunity to state their respective cases orally or in writing or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Group passes a special resolution in favour of the confirmation of the resolution the resolution is confirmed.
- (5) The Committee may exclude the member from participating, in the affairs of the Group pending the hearing of the appeal.

### **Meetings**

11. (1) Any meeting of the Group is to be notified in the Group's newsletter or program as distributed from time to time.
- (2) The Annual General Meeting of the Group must be held within 5 months of the close of the financial year. on a date to be fixed and a place to be determined by the Committee.
- (3) Other meetings are to be held at such times and places as the Committee [may](#) determine.
- (4) An Extraordinary Meeting of members of the Group must be held within 28 days of the receipt by the Secretary of a request for an Extraordinary Meeting signed by not less than six members of the Group. No other business other than that set out in the request is to be conducted at that meeting.

### **Proceedings at Meetings**

12. (1) The President or Vice President is to preside at all meetings of the Group. [If](#) no person meeting these descriptions is present, those members present may elect one of their number to preside at that meeting.
- (2) At any General, Annual General or [Extraordinary](#) meeting of the Group. two members of the Committee and two non-Committee members are to form a quorum,

### **Decision Making**

- 13 (1) Group decisions are made primarily by consensus.

(2a) If after serious attempts, consensus has not been reached, the issue should be tabled at another meeting unless the issue is considered urgent by two-thirds of the members present.

(2b) If consensus has not been reached and two-thirds of the members present consider the matter urgent voting should proceed.

(3) Only registered members are eligible to vote at a meeting or to block consensus.

(4) All votes shall be given personally.

(5) If an urgency motion has been passed in accordance with subpara 13(2b) above the issue is to be decided by a majority vote unless otherwise stated in this constitution.

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

### **Monies of the Group**

14. (1) All monies received by or on behalf of the Group must be paid into an appropriate account with a bank or other recognised financial institution, as the Committee may from time to time determine.

(2) All withdrawals from any of the Group's accounts must be signed by two of the following:

(a) the President;

(b) the Treasurer;

(c) any other member of the Committee authorised by the Committee.

(3) All cheques unless for a cash advance for a special purpose must be crossed and marked 'Not Negotiable' between the crossings and be in favour of the person or organisation to whom the amount is payable.

(4) The Committee may invest any funds surplus to immediate requirements, as the Committee determines to be in the best interests of the Group.

(5) All investments must be transacted under the signature of any two persons listed in subclause 14(2). Sales, maturities and conversions must be dealt with in a similar manner.

(6) The income and property of the Group, however derived, must be applied solely towards the promotion of the objects and purposes of the Group, as set out in clause 2. No portion of the income or property of the Group is to be transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the Group, except:

(a) in reimbursement of expenditure properly incurred on behalf of the Group; or

(b) where the member has been awarded an honorarium by the Group as authorised by the Committee.

(7) No member of the Group is authorised to sign or enter into a contract for the supply of goods or services to or for the Group except the President, Secretary, Treasurer or member of the Committee authorised by the Committee, and then only, with the express approval of the Committee.

(8) The President may take or direct the Secretary or the Treasurer to take a telephone vote of the Committee members.

- (9) The financial year of the Group will end on 30 June of each year.
- 10) The winding up or dissolution of the Group is to be carried out, in accordance with the '*Associations Incorporations Act 1991 (ACT)*', as in force at the time.

### **Source of Group Funds**

- 15. The funds of the Group are to be derived from the following sources:
  - (a) members' subscriptions;
  - (b) holding of raffles and other fund-raising activities authorised by the Group;
  - (c) the sale of goods or services;
  - (d) gifts, bequests, grants and subsidies.

### **Management of the Group**

16. (1) The management of the Group is to be carried out by a Committee consisting of the following:

- (a) President;
  - (b) Vice President;
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Other members as determined by the Committee.
- (2) The Park Care Coordinator shall be an ex-officio member of the Committee if not already an elected member.
- (3) Members of the Committee must retire at the Annual General Meeting and are eligible for re-election.

A vacancy occurs on the Committee if a member of the Committee:

- (a) dies; or
  - (b) resigns that office or membership.
- (5) A member of the Committee may resign his or her membership of the Committee by giving notice in writing.
- (6) Any vacancy among office bearers or other members of the Committee may - be filled by appointment from the Committee by the remaining Committee members and any person so appointed is to hold office until the next election of the Committee.

### **Election of the Committee**

- 17. (1) The President must invite nominations for office bearers and other positions on the Committee at the Annual General Meeting.
  - (2) All candidates for office or positions on the Committee must be registered members of the Group and their nomination must be seconded.
  - (3) At the Annual General Meeting, the President must appoint a person to conduct the elections to all offices and positions. All offices and positions are then to be declared vacant and the nominated person is to proceed with the elections to fill the vacant offices and positions.
  - (4) Upon completion of the elections the newly appointed President is to occupy the chair.

### **Powers and Proceedings of the Committee**

18 (1) The Group and its property and affairs are to be under the control and management of the Committee.

(2) The Committee is to meet at such times and places as are determined by the President but must meet at least twice a year. Three members of the Committee are to represent a quorum. A telephone meeting is to be sufficient compliance with the requirement for a meeting.

(3) The President must notify all Committee members of a planned Committee meeting by any appropriate and convenient means. Prior notice must be given as far as practicable but insufficient notice is not to invalidate proceedings provided a quorum is present and a vote is taken that the meeting is properly constituted.

(4) At all meetings of the Committee the President or a member nominated by the President is to preside.

(5) The person presiding is to have final authority in relation to matters of procedures and conduct of meetings.

### **Powers and Duties of Office Bearers**

19. (1) The President is to be responsible for:

(a) the conduct of meetings; and

(b) the preservation of order so that business **may** be conducted in due form and with propriety; and

(c) the supervision of all Group activities and reporting of these activities to members from time to time.

(2) The Vice President is to be responsible for the duties of the President, as required by subclause 19(1) in his or her absence.

(3) The Secretary is to be responsible for:

(a) recording the proceedings of meetings; and

(b) the custody of all minute books and documents of the Group, other than those relating to financial matters; and

(c) attending to matters of policy directed by the President or the Committee; and

(d) attending to all matters of correspondence as directed or implied; and

(e) the notification to members of any meeting as required under subclause 11(2) and 11(4) respectively.

4) The Treasurer is to be responsible for:

(a) the keeping of correct accounting records showing the Financial affairs of the Group;

(b) submitting a financial report to the meetings of the Group when directed by the President;

(c) the collection of monies including all subscriptions due to the Group;

(d) **the** payments of such into accounts as determined by the Committee;

(e) the issue of official receipts;

(f) the payments of monies as the Committee may direct or determine;

(g) the Submission of the books to the Committee and meetings of the Group when directed by the President;

(h) the preparation and submission to the Annual General Meeting of Statements of Income and Expenditure and a Balance Sheet, duly audited, for the year ended 30 June each year;

(i) the maintenance of up to date records of the name and addresses of all registered members of the Group.

### **Public Officer**

20. (1) The Committee must appoint a Public Officer of the Group whose appointment may only be ended by a resolution of the Committee.

(2) The Public Officer may be a member of the Committee or hold an office on the Committee.

(3) The Public Officer must do all things required by the “*Associations Incorporations Act 1991 (ACT)*” as in force at the time or such other law as in force in the Territory which governs the incorporation of the Group.

### **Auditor**

21. The Committee must appoint an Auditor who must not be on the Committee of the Group and who must not be the Public Officer. The Auditor must audit the account books kept by the Treasurer as required by the Constitution and must prepare and submit to each Annual General Meeting a report on the Group's accounts.

### **Common Seal**

22. (1) The Group is to have a common seal.

(2) The common seal may only be affixed to an instrument where there is a prior resolution of the Committee.

(3) The common seal may only be affixed to an instrument in the presence of

(a) not less than 2 members of the Committee who have been authorised to affix the seal; and

(b) the Public Officer.

(4) All those persons present under subclause 22(3) must sign the instrument.

(5) The common seal of the Group is to be kept by the Public Officer.

### **Inspection of Books or Documents**

23. (1) A member may, by notice in writing given to the Secretary or Treasurer, request access to the books and other documents of the Group.

(2) On receipt of a notice referred to in subclause 23 (1), the Secretary or Treasurer must arrange for the member who gave the notice to be given access to the books or documents of the Group at a reasonable time and place and in the presence of a member of the Committee.

### **Amendments to the Constitution**

24. This Constitution may be amended at any Annual General Meeting or Extraordinary Meeting called for that purpose, provided that the notice of motion has been given in accordance with subclause 11(2) and 11(4) respectively. Such motion to amend the Constitution is not to be carried unless approved by 75% of members present.

President: J Paull

Secretary: Gösta Lyngå. . . .

Date: 31/10/2002

Date: 31/10/2002