

LYNEHAM COMMUNITY ASSOCIATION Inc.

CONSTITUTION

August 2016

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Part 1.1 Preliminary

1 Name

The name of the Association shall be the Lyneham Community Association.

2 Interpretation & Definitions

In this constitution, unless a contrary intention appears;

LCA means the Lyneham Community Association;

the Association means the Lyneham Community Association;

the Lyneham Community Area means the suburb of Lyneham and that part of O'Connor north of Macarthur Ave & Fairfax St.

financial year means the year commencing on 1 January and ending on 31 December;

member means an individual member, however described, of the LCA;

the Act means the Associations Incorporation Act 1991;

the Regulations means the Associations Incorporation Regulations.

2a Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same as it would if they were an instrument under the Act.

3 Objectives

The aim of the association is to protect, promote and enhance the economic, cultural, social and environmental well being of the Lyneham community that has easy access to a wide variety of excellent and appropriate community facilities by pursuing the following objectives:

- (1) Fostering and promoting a community identity and providing a local forum for voicing issues of concern to the community;
- (2) Ensuring that the heritage and "garden suburb" character of the community streetscapes, open spaces, and neighbouring bushland is valued, respected and safeguarded;
- (3) Promoting the interests of the Lyneham community by ensuring that legislators and officials are fully informed of resident community needs and expectations;
- (4) Ensuring that party politics do not impede or override community wishes;
- (5) Contributing to the physical and social planning of Lyneham, North Canberra and Canberra as a whole;
- (6) Ensuring that future development is carried out in a sustainable way, follows best practice planning and construction and adds to the wellbeing of the community;
- (7) Valuing and fostering the diversity of the Lyneham community;
- (8) Informing the local and wider community about issues concerning the Lyneham community;
- (9) Raise funds and expend them in the pursuit of these and other objectives of the

Association;

- (10) Liaise and work with other community groups in areas of common interest;
- (11) Engage in any other activity conducive to these objectives.

Part 1.2 Membership

4 Membership qualifications

- (1) There are two categories of membership of the LCA: full member, and associate member.
- (2) An individual is qualified to be a full member of the Association if they reside in the Lyneham Community Area .
- (3) The committee may choose to approve the associate membership of any other individuals upon application.
- (4) The minimum age for membership is 16.
- (5) Where a person has been expelled from the LCA, that person is not eligible to reapply for membership of the LCA for such period as the committee may determine.

5 Application for membership

- (1) A person who is qualified becomes a full member three weeks after application and the payment of any amounts as specified at Rule 6.
- (2) An application for full or associate membership of the LCA:
 - (a) shall be made in writing in the form set out in Appendix 1 to this constitution, or other such form or method as adopted by the committee from time to time;
 - (b) shall be lodged with a member of the LCA committee; and
 - (c) shall contain the amounts specified at Rule 6 for any entrance fee and/or annual membership fee.
- (3) The secretary, or their delegate, must make an appropriate entry in the register of members recording the date the member becomes a member.

6 Fee, subscriptions, etc.

Membership of the association shall be free until such time as the Committee sets an application and/or annual fee.

7 Membership entitlements not transferable

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

- (1) cannot be transferred or transmitted to another person; and
- (2) terminates upon cessation of that person's membership.

8 Cessation of membership

- (1) A person ceases to be a member of the LCA if the person
 - (a) dies, or, if a corporation, is wound up; or
 - (b) resigns from membership of the LCA; or
 - (c) is expelled from the LCA; or

- (d) fails to renew membership of the association.
- (2) The Committee may remove from the membership register anyone who has, for 2 years, ceased to participate in the Association through either:
 - (a) not paying their annual subscription; or
 - (b) other criteria determined by the Committee.

9 Resignation of membership

- (1) A member may only resign from membership of the LCA in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the LCA, may resign from membership of the LCA by first giving notice in writing to the secretary of the member's intention to resign.
- (3) If a person ceases to be a member, the secretary, or their delegate, must make an appropriate entry in the register of members recording the date the member ceased to be a member.

10 Member's liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the LCA or the costs, charges and expenses of the winding up of the LCA is limited to the amount, if any, unpaid by the member in respect of membership of the LCA as required by Rule 6.

11 Disciplining of members

- (1) Where the committee is of the opinion that a member
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the LCA,the committee may, by resolution,
 - (c) expel the member from the association; or
 - (d) suspend the member from such rights and privileges of membership of the LCA as the committee may determine, for a specified period.
- (2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 35 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the committee passes a resolution under subsection (1) the secretary or, if they are absent or unable, another committee member 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 35 days after service of the notice;
 - (c) stating the date, time and place of the meeting; and
 - (d) 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) Subject to Section 50 of the Act, at a meeting of the committee mentioned in subsection (2), the committee shall,
 - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representation submitted to the committee by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution made by the committee under subsection (1).
- (5) If the committee confirms a resolution under subsection (4) the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right to appeal under section 12.
- (6) A resolution confirmed by the committee under subsection (4) does not take effect, until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or if within that period the member exercises the right of appeal, unless and until the LCA confirms the resolution in accordance with subsection 12(4).

12 Right of appeal of disciplined member

- (1) A member may appeal to the LCA in general meeting against a resolution of the committee which is confirmed under subsection 11(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) On receipt of a notice under subsection (1) the secretary must notify the committee, which must convene a General Meeting of the LCA to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to Section 50 of the Act, at a General Meeting of the LCA called under subsection (2)
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under subsection 11(4) should be confirmed or revoked
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection 11(4) that resolution is confirmed.

Part 1.3 Committee

13 Powers of the committee

- (1) The committee, subject to the Act, the Regulations, these rules, and to any resolutions passed by the LCA in general meeting,
 - (a) controls and manages the affairs of the LCA; and

- (b) may exercise all such functions as may be exercised by the LCA other than those functions that are required by these rules to be exercised by the LCA in general meeting; and
- (c) has power to perform all such acts and do such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the LCA.

14 Structure of the committee

- (1) The committee shall consist of –
 - (a) the office-bearers of the LCA listed in subsection (2); and
 - (b) at least 4 ordinary committee members; each of whom shall be elected pursuant to Rule 15 or appointed in accordance with subsection (4).
 - (c) the number of ordinary committee members greater than 4 shall be determined by the committee from time to time.
- (2) The office-bearers of the LCA shall be:
 - (a) the chair; and
 - (b) the deputy chair; and
 - (c) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee, holds office subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the LCA to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) No committee member shall be appointed to any salaried office of the LCA or any office of the LCA paid by fees and no remuneration or other benefit in money or kind shall be given by the LCA to any committee member except as reimbursement for approved out of pocket expenses.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the LCA or as ordinary committee members
 - (a) must be made in writing, signed by 2 members of the LCA and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, the vacant positions remaining on the committee are taken to be 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 must be held.
- (6) Candidates must be full members of the LCA
- (7) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- (8) A person is not eligible to simultaneously hold more than 1 position on the committee.

16 Duties of the Committee members

- (1) The chair, under the general direction of the committee and subject to the constitution, shall:
 - (a) have primary responsibility for upholding the constitution of the LCA;
 - (b) be limited to three successive terms in office;
- (2) The secretary, under the general direction of the committee and subject to the constitution, shall:
 - (a) on appointment notify the association as soon as practicable their contact details and address;
 - (b) retain a copy of all correspondence issued on behalf of the LCA;
 - (c) receive and ensure the retention of all correspondence addressed to the LCA and present each item to the committee;
 - (d) ensure a record is kept of all meetings of the LCA and its committee and ensure that the minutes are approved as a true and correct records of the meetings to which they pertain, and are so endorsed by the member presiding at that meeting, or the next;
 - (e) record the names of all persons attending meetings of the LCA and the committee;
 - (f) keep a register of members of the association including a record of the names of people elected as office bearers and committee members;
- (3) The treasurer, under the general supervision of the committee and subject to this constitution, shall;
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association in a timely manner, and;
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with activities of the association
- (4) All committee members shall perform such duties as the committee may from time to time determine and assist in the furtherance of the objectives of the LCA in whatever manner the committee determines.

17 Vacancies

For the purposes of this constitution, a vacancy in the office of a member of the committee occurs if the member:

- (1) dies; or
- (2) ceases to be a member of the LCA; or
- (3) resigns the office; or

- (4) is removed from office under section 18; or
- (5) suffers from mental or physical incapacity; or
- (6) becomes bankrupt or personally insolvent; or
- (7) is disqualified from office under Subsection 63(1) of the Act; or
- (8) is subject to a disqualification order under the Act, section 63A; or
- (9) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

18 Removal of Committee members

The LCA in general meeting may by resolution, subject to Section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

19 Committee meetings and quorum

- (1) The committee shall meet at least 4 times in each calendar year at times and places as the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary or, if they are absent or unable, by any other committee member, to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of the meeting given under subsection (3) shall specify the general nature of the business to be transacted at the meeting and no other business shall be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed a quorum is not present the meeting stands 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 after the appointed time the meeting shall be dissolved.
- (8) At meetings of the committee,
 - (a) The chair or, in the absence of the chair, the deputy chair, shall preside; or
 - (b) if both the chair and the deputy chair are absent, one of the remaining members of the committee may be chosen by the members present to preside; and
 - (c) notwithstanding the provisions of this section, the committee may appoint a committee member to preside.
- (9) Any member of the LCA may attend committee meetings as an observer.

20 Delegation(s) by committee to working group(s)

- (1) The committee may, in writing, delegate to 1 or more working groups (consisting of the member or members of the LCA as the committee thinks fit)

the exercise of the functions of the committee that are specified in the instrument, other than,

- (a) this power of delegation; and
 - (b) a function, which is a function, imposed on the committee by the Act, by any other law of the Territory, or by a resolution of the LCA in general meeting.
- (2) A function, the exercise of which has been delegated to a working group under this rule may, while the delegation remains unrevoked, be exercised from time to time by the working group in accordance with the terms of the delegation.
 - (3) A delegation under this rule may be made subject to such conditions and/or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a working group acting in the exercise of a delegation under this rule has the same force as it would have if it had been done or suffered by the committee.
 - (6) The committee may, in writing, revoke, wholly or in part, any delegation under this rule.
 - (7) A working group may meet and adjourn as it considers appropriate.

21 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any working group appointed by the committee shall be determined by a majority of the votes of members of the committee or working group present at the meeting.
- (2) Each member present at a meeting of the committee, or working group member present at a working group meeting, (including the member presiding at the meeting) is entitled to 1 vote but, if the votes on question are equal, the member presiding may exercise a second or casting vote.

Part 1.4 General Meetings

22 Annual General Meetings – holding thereof

LCA shall, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

23 Annual General Meetings – calling of and business at

- (1) The annual general meeting of LCA shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business that may be transacted at an annual general meeting the business of an annual general meeting shall be,
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the LCA during the last financial year; and
 - (c) to elect members of the committee, including office bearers; and
 - (d) to receive and consider the statement of accounts and reports that are required to be submitted to members under the Act section 73(1).

- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with section 25.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this part.

24 General meetings – calling of

- (1) The committee may, whenever it thinks fit, convene general meetings of the LCA.
- (2) The committee must, on requisition in writing of at least 7 members, convene a general meeting of LCA.
- (3) A requisition of members for a general meeting–
 - (a) shall state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subsection (5) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the LCA for any reasonable expense so incurred.

25 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of LCA, the secretary, or their nominated delegate, shall ensure that the members are advised by appropriate means of the date, time and place of the meeting and the nature of the business proposed to be considered.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the LCA the secretary or their nominated delegate, shall, at least 7 days before the date fixed for the holding of the general meeting, ensure that members are advised by appropriate means of the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at that meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to subsection 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, or any elected committee member, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26 General meetings – procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the

meeting is considering that item.

- (2) Five full members present in person (who are entitled under these rules to vote at a general meeting of LCA) constitute a quorum for the transaction of business at a general meeting.
- (3) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved, and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 30 minutes after the time appointed for the commencement of the meeting the members present (not being less than 5) shall constitute a quorum.

27 Presiding member

- (1) The chair or, in the absence of the chair, the deputy chair, shall preside at general meetings of the LCA.
- (2) If both the chair and the deputy chair are absent from a general meeting the members present shall elect 1 of their number to preside at the meeting.

28 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present, with the consent of the majority of members present at the meeting, may adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more the secretary shall give appropriate notice of the adjourned meeting to each member of LCA 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 subsections (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.

29 Making of decisions

- (1) A question arising at a general meeting of the LCA shall be determined by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry in the minute book of LCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (2) At a general meeting of LCA, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting the poll shall be taken –
 - (e) immediately in the case of a poll which relates to the election of the person to preside at the meeting, or to the question of an adjournment; or

- (f) in any other case, in such manner and at such time before the closing of the meeting as the person presiding directs, and the resolution of the poll on that matter shall be deemed to be the resolution of the meeting on that matter.

30 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of LCA a member has 1 vote only.
- (2) Only full members of LCA may cast a vote.
- (3) All votes shall be given personally or by proxy but no member may hold more than 2 proxies.
- (4) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of LCA unless all monies due and payable by the member or proxy to LCA have been paid.

31 Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing a proxy shall be in the form set out in Appendix 2.

Part 1.5 Miscellaneous

32 Funds – source

- (1) The funds of the LCA shall be derived from donations and, subject to any resolution passed by the LCA in general meeting and subject to Section 114 of the Act, such other sources as the committee determines.
- (2) All monies received by LCA shall be deposited as soon as practicable and without deduction to the credit of LCA's bank account.
- (3) The treasurer, or other authorised committee member(s), shall issue a receipt as soon as practicable after receiving money for the LCA.

33 Funds management

- (1) Subject to any resolution passed by the LCA in general meeting, the funds of the LCA shall be used in pursuance of the objectives of the LCA in such manner as the committee determines.
- (2) No payment of LCA funds can be made unless approved by the committee.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 committee members.

34 Alteration of objectives and constitution

Neither the objectives of LCA nor this constitution shall be altered except in accordance with the Act.

35 Common seal

- (1) The common seal of the LCA shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by authority of

the committee and the affixing of the common seal shall be attested by the signatures of 2 members of the committee.

36 Custody of books

Subject to the Act, Regulations and this constitution, the secretary shall keep in their custody all current records, books and documents relating to the LCA.

37 Inspection of books

The records, books and other documents of the LCA shall be open to inspection at a place in the Territory, free of charge, by a member of LCA at any reasonable hour.

38 Service of notices

- (1) For the purpose of this constitution, a notice may be served by or on behalf of the LCA upon any member by email to the members registered email address, personally or by delivery to the member at the member's registered address.
- (2) Where a document is sent to a member, it is deemed to have been received as described in part 19.5 of the Legislation Act 2001.

39 Dissolution

- (1) Winding up or dissolution of the LCA shall be in accordance with Part VII of the Act.
- (2) The LCA shall be dissolved in the event of the membership being less than 12 persons or upon a resolution for dissolution being passed by a three quarters majority of the members present at a general meeting.

40 Surplus property

- (1) At the general meeting of the LCA at which this constitution is adopted the LCA shall pass a special resolution nominating;
 - (a) another Association for the purpose of Subsection 92(1) of the Act; or
 - (b) a fund, authority or institution for the purpose of Subsection 92(1)(b) of the Act, in which it is to invest its surplus property in the event of the dissolution or winding up of the LCA.
- (2) An Association nominated under subsection (1)(a) must fulfill the requirements specified in Subsection 92(2) of the Act.