

Constitution

New Town Community Association (Inc.)

1. Name of the Association

- a) The name of the Association is **New Town Community Association (Inc.)**

2. Definitions & Interpretation

- a) **“Act”** means the *Associations Incorporation Act 1964*;

“Association” means the Association referred to in Rule 1;

“Auditor” means the annual auditor of accounts elected at each Annual General Meeting; such person being qualified in accordance with the requirements of the *Associations Incorporation Act 1964*;

“Board” means the Board of Management of the Association;

“Board Meeting” means a meeting of Board Members;

“Board Member” means those Members elected, or co-opted, onto the Board of Management;

“Business” means:

- a business, profession, trade or enterprise conducted by natural persons or bodies corporate or trusts;
- any enterprise associated with or being part of Federal, State or Local Government;

“Circular Email Resolution” means an ordinary resolution conducted in writing by way of electronic communication.

“Commissioner” means the Commissioner for Corporate Affairs holding office under Section 4 of the *Commissioner for Corporate Affairs Act 1980*;

“Constitution” means this constitution;

“Electronic Communication” has the meaning given by section 5 of the *Electronic Transactions Act 2000*.

“Financial Year” shall run from 1 July in one year to 30 June in the following year;

“General Meeting” means a meeting to which all members are invited;

“Member” means a member accepted as such;

“President” means that Board Member elected as such;

“Public Officer” means a member of the Associations as defined in Section 14 (Public officer of incorporated association) of the *Associations Incorporation Act 1964*.

“Rules” means this Constitution of the Association;

“Secretary” means the Board Member elected as such;

“Special Resolution” means a resolution as defined in Section 23 (Special resolutions) of the *Associations Incorporation Act 1964*.

“Treasurer” means the Board Member elected as such;

“Vice-President” means the Board Member elected as such.

b) In this Constitution:

- i. If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.
- ii. The singular includes the plural and vice versa.
- iii. The words ‘includes’ and ‘including’ are not words of limitation and do not restrict the interpretation of a word or phrase.
- iv. A reference to a gender includes any gender.
- v. A reference to a rule is a reference to a rule in this document, and a reference to a sub-rule is a reference to a sub-rule of the rule in which the reference occurs.
- vi. A reference to a document, includes a variation or replacement of it.
- vii. A reference to a statute includes its subordinate legislation and a modification or re-enactment of either.
- viii. A reference to person, includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture an unincorporated body or other entity, whether or not it is a separate legal entity.
- ix. A reference to a thing is a reference to either the whole thing or a part of the thing.
- x. Headings in this Constitution are used for convenience only and do not affect the interpretation of this Constitution.

3. Objects of the Association

a) To conduct activities for the following purposes in New Town:

- i. to protect and promote the welfare, interests and general well-being of the community of New Town;

- ii. to enhance, promote, protect and preserve the social, cultural and built heritage of New Town;
 - iii. to promote, organise and conduct events, entertainment, functions or any other similar activity in New Town;
 - iv. to make representations to local, State and Commonwealth authorities, bodies, boards, councils and other entities and any non-Government entities for the promotion of the objects of the Association;
 - v. to carry out such other activities which the Board, or the Members, so decide.
- b) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

4. Powers of the Association

- a) The powers conferred on the Association are exercised through the Board and, inclusive of those in the Act, are the following:
- i. to collect and raise funds by subscription or otherwise and to receive gifts of real or personal property for the purpose of the promotion of the objects of the Association;
 - ii. to do all things incidental or conducive to the attainment of the objects of the Association;
 - iii. to effect such insurances as the Board may from time to time deem appropriate including, without derogating from the generality of the foregoing, insurances in relation to the property of the Association, public liability insurance and insurance of the nature of directors and Board Members insurance in respect of the Board Members; and
 - iv. to regulate who may be a Member

5. Qualifications for Membership of the Association: Obligations of Members: Classes of membership

- a) Qualification of Members
- i. Membership of the Association is open to individuals, aged eighteen or over, who reside in, own a property in, or represent a business that operates in, New Town.

- ii. Upon admission as a Member that Member shall be entitled to exercise one vote in the affairs of the Association and be entitled to all rights, privileges and obligations as a Member of the Association;
- iii. Any person wishing to become a Member shall apply to the Board in writing on the prescribed form, and agree that he/she has read and understood the Constitution and has agreed to be bound thereby, including the obligations listed in Section 5(b);
- iv. The Board shall consider each membership application at the next Board Meeting and shall at that Board Meeting and in its sole unfettered discretion accept or reject the membership application and notify the applicant as soon as possible thereafter.

b) Obligations

- i. A Member will be considered to have committed himself/herself to the Constitution and will become entitled to enjoy the privileges and advantages of the Association;
- ii. The Association, its Board Members or any of them shall accept no responsibility whatsoever for the safety of any Member or their invitees present or taking part in activity of the Association regardless of the cause of any accident or injury. The Personal safety of any Member, or invitees, shall be the sole responsibility of that person.
- iii. All Members indemnify and agree to hold harmless the Association and its Board Members in respect of any event that may occur whilst any Member is participating in any of the activities of the Association including any event that may occur (to the extent that this can be the subject of indemnity) arising from the negligence of the Association or any Board Member and, without derogating from the foregoing, from whatsoever other cause and which event results in any damage to property or any injury or any loss being suffered by or occasioned to a member;
- iv. Members engaged in any Association activity are at all times to conduct themselves in a manner that brings respect to the Association and in accordance with the Rules in force from time to time.
- v. It is the responsibility of each Member to provide the Secretary with details of all changes of status, including postal and email address.

6. Register of Members of Association

- a) The Secretary shall keep and maintain a register of Members, containing, for each Member, name and address, email, and membership status; such information not to be available to non-Board Members, or members of the public, and not to be used for any non-Association activity.

7. Subscriptions and other amounts payable by Members

- a) The Members shall, from time to time, and on recommendation of the Board and at a General Meeting determine the amount of the annual membership fee. The membership period to be aligned with the financial year, with renewal due on 1st July each year.
- b) Each Member shall pay to the Treasurer, at the time of joining the Association, or, if a renewal, before the 31st July, the amount of the subscription determined by the Members.
- c) A Member whose subscription renewal is not paid by the 31st August shall cease to be a member.
- d) A person is a Member for the purposes of this Constitution if his/her subscription is paid on time.

8. Resignation

- a) A Member who delivers notice in writing of his/her resignation from the Association to the Secretary ceases on that delivery to be a Member.

9 Expulsion

- a) The Board may, by majority vote, propose to expel a Member, because the Member:
 - i. has been declared bankrupt or insane or a business associated with the Member has been placed in liquidation or had a receiver or manager or voluntary administrator appointed; or
 - ii. has failed to observe this Constitution or any regulation or by-law made hereunder or the Act; or
 - iii. has been guilty of conduct, which in the opinion of the Board is likely to injure or discredit the Association and the Members thereof, or to defeat the objects of the Association; or
 - iv. has conducted himself/herself in a manner which, in the sole discretion of the Board, is perceived to be detrimental to the interests of the Association; or

- v. is a shareholder, director or trustee of an entity to which, in the sole opinion of the Board, any of the provisions of Rule 9(a) apply.
- b) A Member who is so expelled shall cease to be a member 14 days after the date of the Expulsion Notice unless a Notice of Appeal is lodged with the Secretary within that fourteen (14) days.
- c) When an Appeal Notice is received by the Secretary, the Secretary shall convene a General Meeting of the Association as soon as reasonable. Once a date for that General Meeting has been fixed the Secretary shall notify the Appellant of the time, date and place of that meeting and advise him/her that he/she will have the opportunity to be heard at that meeting and to make written representations before the meeting. At that meeting the Association shall, by majority decision of those present in person confirm or set aside the decision of the Board to expel the Member.
- d) In the event of expulsion, the expelled Member shall not be entitled to any refund of any monies paid to the Association and shall have no further right of appeal under the Constitution.
- e) Any expelled Member shall return to the Association any books papers or other Association property in its possession within seven (7) days of the date of expulsion.
- f) A Member shall automatically cease to be a Member of the Association if:
 - i. he/she fails to pay on, or before, the due date, any amount owing to the Association; or
 - ii. he/she resigns from membership; or
 - iii. he/she ceases to reside in, or have a business in, the Area of Operation; or
 - iv. he/she is expelled.

10. Board & Sub-Committees

- a) Board of Management
 - i. The affairs of the Association shall be managed exclusively by the following Board Members:
 - (a) President;
 - (b) Two (2) Vice-Presidents;
 - (c) Treasurer;
 - (d) Secretary; and
 - (e) maximum of six (6) other Members;

each of whom must be a Member. Board Members shall be elected to membership of the Board at an Annual General Meeting or appointed under Section 14.

- ii. The Public Officer must be a Member, though not necessarily a Board Member, and shall be appointed by the Board. If the Public Officer ceases to be a Member, or resigns, during his/her term, then a replacement must be appointed according to the provisions in the Act.
- iii. No President shall hold office for more than two consecutive years. However, after a lapse of one further year, the Member may again become eligible for election as President.
- iv. All Board positions shall be declared vacant at each AGM.
- v. A proposed Board Member is not eligible for election to the Board unless a Member has nominated him/her, on the prescribed form, to stand for election and is seconded by another Member; such nomination having been accepted by the proposed Board member.
- vi. Anyone who is eligible to stand for election or re-election under this rule may, at the Annual General Meeting concerned, vote for himself/herself.
- vii. The Secretary shall ensure that notice of all Members seeking to stand for election to the Board is given to all Members no fewer than fourteen (14) days before the date of the Annual General Meeting.
- viii. If the number of persons standing for election to the Board does not exceed the number of vacancies to be filled, the Secretary shall report accordingly to the President who shall declare those persons to be duly elected to the Board at the Annual General Meeting concerned.
- ix. The duties of the Board Members shall be those laid down in the Rules amplified by the Board from time to time.
- x. The Board may make a determination by way of circular email resolution. All such decisions, with documentation, shall be noted, and minuted, at the next Board Meeting.

b) Sub-Committees

- i. The Board may from time to time:
 - (a) Appoint sub-committees to carry out any special duties for or on behalf of the Association; or
 - (b) Disband such sub-committees.

- ii. Each sub-committee must include at least one Board Member, who shall chair the sub-committee and report back to the Board.
- iii. Sub-committees shall have, and exercise, such powers and duties, as may be delegated by the Board.

11. President

- a) Subject to this rule, the President shall preside at all General Meetings and Board Meetings.
- b) In the event of the absence from a General Meeting or Board Meeting of:
 - i. the President, then a Vice-President shall preside at that meeting; or
 - ii. the President and Vice-Presidents, then a Board Member elected by the Members present at the General Meeting shall preside at the General Meeting.

12. Secretary

- a) The Secretary shall personally:
 - i. co-ordinate the correspondence of the Association;
 - ii. keep full and correct minutes of the proceedings of the Board and of the Association;
 - iii. comply on behalf of the Association with:
 - (a) the Act in respect of the register of Members of the Association;
 - (b) the Act in respect of the Rules of the Association; and
 - (c) the Act in respect of the record of the office holders of the Association;
 - iv. have custody of all books, documents, records and registers of the association, other than those required to be kept and maintained by, or in the custody of, the Treasurer;
 - v. Perform such duties as are imposed by this Constitution on the Secretary; and
 - vi. Keep the following records:
 - (a) the correspondence of the Association;
 - (b) accurate minutes of all meetings, both Board Meetings and General Meetings;

- (c) this Constitution and any other Rules, by-laws etc. promulgated from time to time by the Board which shall be available for Members' perusal. Such Rules and by-laws will be binding on all Members unless changed by resolution of the Members at a General Meeting;
- (d) a scrap book containing all items of publicity affecting the Association.

13 Treasurer

a) The Treasurer shall:

- i. be responsible for the receipt of moneys paid to or received by, or by him on behalf of, the Association and shall personally issue receipts for those moneys in the name of the Association;
- ii. pay all moneys referred to in sub-rule 13(a)(i) into such account or accounts of the Association as the Board may from time to time direct;
- iii. make payments from the funds of the Association only with the authority of a General Meeting or of the Board and in so doing ensure that all cheques and like instruments are signed and endorsed by one (1) Board Member other than himself/herself;
- iv. comply on behalf of the Association with of the Act in respect of the accounting records of the Association;
- v. prepare Accounts for Annual Audit, at least in accordance with the Act;
- vi. whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- vii. have custody of all securities, books and documents of a financial nature and accounting records of the Association; and
- viii. perform such other duties as are imposed by this Constitution on the Treasurer.

14 Casual and Other Vacancies in Membership of Board

a) A casual vacancy occurs in the office of a Board Member, and that office becomes vacant, if the Board Member;

- i. dies;

- ii. resigns by notice in writing delivered to the President or, if the Board Member is the President, to a Vice-President; or
- iii. is convicted of an offence under the Act; or
- iv. is permanently incapacitated by mental or physical ill health; or
- v. is declared bankrupt; or
- vi. is absent without tendering an apology for more than:
 - (a) three consecutive Board Meetings; or
 - (b) any three Board Meetings in the same Financial Year, of which he or she received notice; or
- vii. Ceases to be a Member for whatever reason.

b) When a casual vacancy occurs in the membership of the Board:

- i. the Board may appoint a Member to fill that vacancy. Such Member shall have the same rights and obligations as if elected to membership of the Board at an Annual General Meeting; and
- ii. a Board Member appointed under this sub-rule shall hold office until commencement of the next Annual General Meeting and be eligible to stand for election to membership of the Board at that next Annual General Meeting.

c) If for any reason other than a 'Casual Vacancy', the number of members of the Board be fewer than six (6), then the Board may appoint new Members.

d) Irrespective of how a Board Member is elected or appointed, the Board by majority of six (6) of its number may resolve to remove a Board Member from the Board. The same procedures as set down in Rule 9 shall be followed.

15. Proceedings of the Board

- a) The Board shall meet together for the dispatch of business no fewer than nine (9) times per year.
- b) Each Board Member has a deliberative vote.
- c) A question arising at a Board Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the chairman shall have a casting vote in addition to his or her deliberative vote.
- d) At a Board Meeting half of all Board Members plus one constitutes a quorum. If the quorum is not an even number, the number is to be rounded down.

- e) Subject to this Constitution, the procedure and order of business followed at a Board Meeting shall be determined by the Board Members present at the Board Meeting.
- f) A Board Member having any direct or indirect pecuniary interest referred to in the Act shall comply with that section.
- g) The Board may refer any matter to the next General Meeting for decision by the Members.
- h) The President shall act as chairman at all Board Meetings and General Meetings of the Association. In his absence a Vice-President shall so act or in their absence any Board Member shall so act.
- i) If a quorum is not present at a Board Meeting, then the Meeting shall nevertheless continue and any resolutions required to have been passed by a quorum shall be deemed resolved if such resolutions in draft form are circulated to all Board Members and the majority of those Board Members who would otherwise constitute a quorum indicate their acceptance of the resolution in writing, or by email, in which case resolutions so passed shall be effective as if a quorum had been present at the meeting, and shall be noted, and minuted, at the next Board Meeting.
- j) Proxy votes on behalf of absent Members are not allowed at any Board Meetings.

16. General Meetings

a) The Board:

- i. may at any time convene a General Meeting, and must convene at least four General Meetings per year (one per quarter);
- ii. shall convene Annual General Meetings within the time limits provided by the Act; and
- iii. shall, within fourteen (14) days of :
 - (a) receiving a request in writing to do so from not fewer than ten Members, call a General Meeting for the purpose specified in that request; or
 - (b) the Secretary receiving a notice under sub-rule 9(c), call a General Meeting for the purpose of dealing with the appeal to which that notice relates.

b) The Members making a request referred to in sub-rule 16(a)(iii) shall:

- i. state in that request the purpose for which the General Meeting concerned is required; and
- ii. sign that request.

c) If a General Meeting is not called within the relevant period of 14 days referred to:

- i. in sub-rule 16(a)(iii)(a), the Members who made the request concerned may themselves call a General Meeting as if they were the Board; or
- ii. In sub-rule 16(a)(iii)(a), the Member who gave the notice concerned may himself/herself call a General Meeting as if he/she was the Board.

d) When a General Meeting is convened:

- i. the Board shall ensure that the Members calling the General Meeting are provided proof that the Notice of Meeting has been sent to all Members; and
- ii. the Association shall pay the reasonable expense of convening and holding the General Meeting.

e) The Secretary shall give all Members not fewer than fourteen (14) days' notice of a General Meeting and any resolutions to be moved at the General Meeting.

f) A notice given under sub-rule 16(e) shall specify:

- i. When and where the General Meeting concerned is to be held; and
- ii. Particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

g) In the case of an Annual General Meeting, the order in which business is to be transacted is:

- i. Apologies;
- ii. Confirmation of minutes of last previous Annual General Meeting and of any intervening General Meetings if not previously confirmed;
- iii. Statistical report of membership and attendances;
- iv. President's Report;
- v. Treasurer's Report and Statement of Accounts;
- vi. Appointment of Auditor.
- vii. Sub-committee and other reports;
- viii. Election of the Board Members;
- ix. Business of which notice has been given;

- x. Any other business requiring consideration by the Association in a General Meeting.
- h) The Secretary shall give to all Members not fewer than fourteen (14) days' notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- i) The Secretary may give a notice by:
 - i. Serving it on each Member personally; or
 - ii. Sending it by post or electronic means to each Member.
- j) When a notice is sent by post, or electronic communication, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and sent to the Member concerned by ordinary prepaid mail, or by email.
- k) The Annual General Meeting shall be held within three months of the end of the financial year.
- l) Proxy votes on behalf of absent Members are not allowed at any General Meetings.
- m) Any Annual general Meeting may, on the recommendation of the Board of Management, elect a Patron.

17. Quorum in Proceedings at General Meetings

- a) At a General Meeting twelve (12) Members present in person shall constitute a quorum.
- b) If within 30 minutes after the time specified for the holding of a General Meeting, there is no quorum, the General Meeting lapses.
- c) The chairman of the meeting shall, with the consent of a General Meeting at which a quorum is present, adjourn that General Meeting from time to time and from place to place.
- d) At a General Meeting, a resolution put to the vote shall be decided by a majority of votes cast on a show of hands.
- e) A declaration by the chairman at a General Meeting that a resolution has been passed shall be evidence of that fact unless a poll is immediately demanded.
- f) At a General Meeting, a poll may be demanded by the chairman or by three or more Members present in person and, if so demanded, shall be taken in such a manner as the chairman directs.
- g) If a poll is demanded and taken, a declaration by the chairman of the results of the poll is evidence of the matter so declared.

18. Minutes of Meetings of Association

- a) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Board Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board Meeting, as the case required, in a minute book kept for that purpose.
- b) The President shall ensure that the minutes taken of a General Meeting or Board Meeting are checked and signed as correct by the chairman of the General Meeting or Board Meeting to which those minutes relate or of the next succeeding General Meeting or Board Meeting, as the case requires.
- c) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - i. The General Meeting or Board Meeting to which they relate was duly convened and held;
 - ii. All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - iii. All appointments or elections purporting to have been made at the meeting have been validly made.

19. Voting Rights

- a) Subject to this Constitution, each Member present in person at a General Meeting is entitled to a deliberative vote.

20. Rules of the Association

- a) The Association may alter or rescind this Constitution, or make Rules additional to this Constitution, by Special Resolution at a General Meeting, in accordance with the procedures set out in Section 18 (*Alteration of rules, objects, &c., of incorporated association*) of the *Associations Incorporation Act 1964*.
- b) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all their provisions. All Members and aspiring Members are deemed to have read, understood and be bound by the Rules as amended from time to time.

21. Seal of the Association

- a) The Association shall have a common seal on which its corporate name shall appear in legible characters.

b) The Seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the Association's minute book.

c) The affixing of the Seal of the Association shall be witnessed by any two of the Board Members of whom one shall be the President or Vice-President.

d) The Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

e) All deeds, instruments or other documents required to be executed by the Association or for or on behalf of the Association shall be executed by the common seal of the Association being affixed thereto in the manner prescribed by sub-rule 21(c)

22. Inspection of documents

a) A person may inspect the documents kept by the Commissioner, in accordance with Section 29 (*Inspection of documents*) of the *Associations Incorporation Act 1964*,

23. Electronic Communications

a) Any act, matter or thing that under this Constitution must be done in writing may be done by way of electronic communication and is deemed to satisfy this Constitution if done by way of electronic communication.

24. Responsibility of Board Members

a) Board Members of the Association who, upon authority of the Association, accept or incur any financial or other obligations on behalf of the Association are hereby indemnified by the Association against any personal loss in respect thereof.

25. Income and Property

a) The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to any Members, provided that remuneration may be paid in good faith to any Member or any servants of the Association or other persons in return for services actually rendered to the Association and also for the provision of amenities for social functions.

26. Construction of Rules

a) No resolution of a Board Meeting or a General Meeting shall be declared invalid upon the grounds that the notice of such meeting may have not been posted to or been received by any Member, so long as the failure to post any such notice shall have been due to accident or mischance and the Board and Secretary shall have acted in good faith in complying with this Constitution.

27. Pecuniary Interests

a) Any Member who may have a pecuniary interest on any matter before the Association shall so declare such interest and the nature of such interests. This declaration shall be entered in the minutes and the Member declaring such interest shall not vote or debate on that matter.

28. Distribution of surplus property on winding up of Association

a) If, upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

I, _____, Public Officer, being duly authorised thereto, hereby certify that this page and the preceding fifteen (15) pages are a true copy of the Constitution of the Association as approved on 13/07/2016.

Signed: _____

Date: _____