

# **RULES OF THE VILLAGE OF HALL AND DISTRICT PROGRESS ASSOCIATION INCORPORATED**

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**Part 1.A Preliminary**

**1 Definitions**

In these rules:

A definition applies except so far as the contrary intention appears (see *Legislation Act 2001* s 155).

*'financial year'* means the year ending on 30 June.

*'member'* means a member of the Association however described.

*'ordinary committee member'* means a member of the committee who is not an office-bearer of the Association as mentioned in section 12.

*'secretary'* means the person holding office under these rules as secretary of the Association or if no such person holds that office the public officer of the Association.

*'the Act'* means the *Associations Incorporation Act 1991*.

*'the regulation'* means the *Associations Incorporation Regulation 1991*.

**1A Application of *Legislation Act 2001*.**

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

**Part 1B Objects and Purposes of the Association**

**1B The objects of the Association are:**

- (a) to further the interest and welfare of the community of the Village of Hall and District;  
and,
- (b) to protect and progress the amenity and character of the Village of Hall.

**Part 1.2 Membership**

**2 Membership qualifications**

- (a) Any person who is a resident or rate payer of the Village of Hall or the surrounding district as may be designated from time to time by the General Meeting, or any person who is an approved member of one of the Special Interest Groups of the Association as may be

designated from time to time by the Committee, is eligible to be a member of the Association on payment of the annual subscription prescribed in these rules.

- (b) Any not-for-profit community group or Association, such as a local sporting club, or church, is eligible to be a member of the Association on payment of the annual subscription prescribed in these rules. A nominee from the Affiliated group is entitled to one voting right.
- (c) Any business operating in the village of Hall or in the surrounding district as may be designated from time to time by the General Meeting, is eligible to be a member of the Association on payment of the annual subscription prescribed in these rules. A nominee from such a business organization is entitled to one voting right.

### **3 Membership application and renewal**

(1) A prospective member applying for membership of the Association, or, a member applying for renewal of membership

- (a) must do so using the form as determined from time to time by resolution of the committee of the Association; and
- (b) may be lodged with the nominated committee member of the Association or posted to the postal address of the Association; and
- (c) must include the sum payable under these rules by a member as the annual subscription.

(2) As soon as is practicable after receiving an application for membership or renewal of a membership, and the sum payable under these rules, the committee of the Association must confirm member qualifications and arrange to enter the applicants name in the register of members and on the name being so entered the applicant becomes a member of the Association.

### **4 Membership entitlements not transferable**

(1) A right, privilege or obligation that a member has because of being a member of the Association-

- (a) cannot be transferred; and
- (b) terminates on cessation of membership.

### **5 Cessation of membership**

(1) A member ceases to be a member of the Association if they-

- (a) die, are wound up, or cease to operate; or
- (b) resign from membership of the Association; or
- (c) are expelled from the Association; or
- (d) fail to renew membership of the Association.

## **6 Resignation of membership**

(1) A member may resign from membership of the Association by first giving notice (of at least 1 month or if the committee has determined a shorter period that shorter period) in writing to the secretary of the member's intention to resign and at the end of the period of notice the member ceases to be a member.

(2) If a person ceases to be a member the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

## **7 Fee, subscriptions etc**

(1) The annual membership fee of the Association shall be \$10 or as determined from time to time by resolution of the committee of the Association and announced at the AGM.

(2) The annual membership fee is payable each financial year for that year.

## **8 Members' liabilities**

(1) There is no liability of a member 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.

## **9 Disciplining of members**

(1) If the committee is of the opinion that a member-

- (a) has grossly or persistently refused or neglected to comply with a provision of these rules; or
- (b) has grossly or persistently and willfully acted in a manner prejudicial to the interests of the Association;

the committee may by resolution-

- (c) expel the member from the Association; or
- (d) suspend the member from the rights and privileges of membership of the Association that the committee may decide 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 1 month and not later than 3 months 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 must as soon as practicable serve a written notice on the member-

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member may address the committee at a meeting to be held not earlier than 1 month and not later than 3 months after service of the notice; and
- (c) stating the date place and time of that 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 before the date of that meeting written representations relating to the resolution.

(4) Subject to the Act section 50 at a meeting of the committee mentioned in subsection (2) the committee must-

- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

(5) If the committee confirms a resolution under subsection (4) the secretary must within 1 month after that confirmation by written notice inform the member of that confirmation and of the member's right of appeal under section 10.

(6) A resolution confirmed by the committee under subsection (4) does not take effect-

- (a) 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
- (b) if within that period the member exercises the right of appeal-unless and until the Association confirms the resolution in accordance with section 10 (4).

## **10 Right of appeal of disciplined member**

(1) A member may appeal to the Association in general meeting against a resolution of the committee that is confirmed under section 9(4) within 1 month 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 call a general meeting of the Association to be held within 1 month after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act section 50 at a general meeting of the Association called under subsection (2)-

- (a) no business other than the question of the appeal may be transacted; and
- (b) the committee and the member must 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 section 9 (4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4) that resolution is confirmed.

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**Part 1.3      Committee**

**11      Powers of committee**

The committee subject to the Act, the Regulations, these rules and any resolution passed by the Association in general meeting-

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

**12      Constitution and membership**

(1) The committee consists of-

- (a) the office-bearers of the Association; and
- (b) up to 7 ordinary committee members, each of whom must be elected under section 13 or appointed in accordance with subsection (5).

(2) The office-bearers of the Association are-

- (a) the president; and
- (b) the vice-president; and
- (c) the treasurer; and
- (d) the secretary.

(3) No office-bearer may hold the same position for more than 3 consecutive years.

(4) 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.

(5) If there is a vacancy in the membership of the committee the committee may appoint a member of the Association to fill the vacancy and the member so appointed holds office subject to these rules until the conclusion of the next annual general meeting after the date of the appointment.

**13      Election of committee members**

(1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members-

- (a) must be made in writing, signed by 1 member of the Association, and accompanied by the written consent of the candidate in accordance with the nomination form as determined from time to time by resolution of the committee of the Association; and
- (b) must be given to the secretary of the Association before 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 any 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 people 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) 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.

(7) A person is not eligible to simultaneously hold more than 1 position on the committee.

(8) A candidate must be a member of the Association.

#### **14 Secretary**

(1) The secretary of the Association must as soon as practicable after being appointed as secretary notify the Association of his or her address.

(2) The secretary must keep minutes of-

- (a) all elections and appointments of office-bearers and ordinary committee members; and
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) the proceedings and resolutions at committee meetings and general meetings.

#### **15 Treasurer**

(1) The treasurer of the Association must-

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

## **16 Vacancies**

A vacancy in the office of a member of the committee happens if the member-

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) resigns the office; or
- (d) is removed from office under section 17 (Removal of committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act section 63 (1); or
- (h) is absent without the retrospective consent of the committee from 3 consecutive meetings of the committee.

## **17 Removal of committee members**

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

## **18 Committee meetings and quorum**

(1) The committee must meet at least 3 times in each financial year at the place and time that 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 to each member of the committee at least 48 hours (or any other period that may be agreed on by the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting except business that the committee members present at the meeting agree on.

(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 may be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting is dissolved.

(7) At meetings of the committee-

- (a) the president or in the absence of the president the vice president presides; or
- (b) if the president and the vice-president are absent - 1 of the remaining members of the committee may be chosen by the members present to preside.

(8) Disclosure of Interest in Contracts etc.

- (a) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- (b) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- (c) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

## **19 Delegation by committee to subcommittee**

(1) The committee may delegate to 1 or more subcommittees (consisting of the member or members of the Association that the committee considers appropriate) the exercise of the functions of the committee other than-

- (a) this power of delegation; and
- (b) a function that is a function imposed on the committee by the Act by any other Territory law or by resolution of the Association in general meeting.

(2) A function the exercise of which has been delegated to a subcommittee under this section may while the delegation remains unrevoked be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function or about time or circumstances that may be specified in the instrument of delegation.

(4) Despite any delegation under this section the committee may continue to exercise any function delegated.

(5) The committee may revoke wholly or in part any delegation under this section.

(6) A subcommittee may meet and adjourn as it considers appropriate.

## **20 Voting and decisions**

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but if the votes on any question are equal the person presiding may exercise a second or casting vote.

### **Part 1.4 General meetings**

## **21 Annual general meetings-holding of**

(1) the Association must within 6 months after the end of each financial year call an annual general meeting of its members.

(2) Subsection (1) has effect subject to the powers of the registrar-general under the Act section 120 in relation to extensions of time.

## **22 Annual general meetings-calling of and business at**

(1) The annual general meeting of the Association must subject to the Act be called on the date and at the place and time that the committee considers appropriate.

(2) In addition to any other business that may be transacted at an annual general meeting the business of an annual general meeting is-

- (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 Association during the last financial year; and
- (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act section 73 (1); and
- (d) to declare vacant all positions of members of the committee including office-bearers; and
- (e) to elect members of the committee including office-bearers.

(3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).

(4) An annual general meeting must be conducted in accordance with the provisions of this part.

(5) Quorum and procedures related to quorums for the annual general meeting will be the same as those outlined in section 25.

### **23 General meetings-calling of**

(1) The committee may whenever it considers appropriate call a general meeting of the Association.

(2) The committee must on the requisition in writing of at least 5 members call a general meeting of the Association.

(3) A requisition of members for a general meeting-

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must 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 call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

(5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **24 Notice**

(1) Except 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 14 days before the date fixed for the holding of the general meeting publicise a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) 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 in addition to the matter required under subsection (1), publicise the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except for an annual general meeting business that may be transacted under section 22 (2).

(4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **25 General meetings-procedure and quorum**

(1) No item of business may 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) Twenty percent of the membership or twenty members, whichever is the lesser, present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present the meeting is dissolved

## **26 Presiding member**

(1) The president or in the absence of the president, the vice-president presides at each general meeting of the Association.

(2) If the president and the vice-president are absent from a general meeting the members present must elect 1 of their number to preside at the meeting.

## **27 Adjournment**

(1) The person presiding at a general meeting at which a quorum is present may with the consent of the majority of members present adjourn the meeting from time to time and place to place but no business may 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 1 month or more the secretary must publicise a notice of the adjourned meeting 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.

## **28 Making of decisions**

(1) A question arising at a general meeting of the Association is to be decided on 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 to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Association 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 the poll is demanded at a general meeting the poll must be taken-

- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case-in the way and at the time before the close of the meeting that the person presiding directs and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29 Voting**

(1) Subject to subsection (3) on any question arising at a general meeting of the Association a member has 1 vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) If the votes on a question at a general meeting are equal the person presiding is entitled to exercise a second or casting vote.

## **30 Appointment of proxies**

(1) Each member is entitled to appoint another member as proxy by notice in writing before the meeting for which the proxy is appointed.

(2) The notice appointing the proxy must be in the form as determined from time to time by resolution of the committee of the Association.

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**Part 1.5      Miscellaneous**

**31      Funds-source**

(1) The funds of the Association must be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the committee decides.

(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.

**32      Funds-management**

(1) Subject to any resolution passed by the Association in general meeting the funds of the Association must be used for the objects of the Association in the way that the committee decides.

(2) All payments must be made by the treasurer or another committee member authorised by the committee.

**33      Alteration of objects and rule**

Neither the objects of the Association mentioned in the Act section 29 nor these rules may be altered except in accordance with the Act.

**34      Common seal**

(1) The common seal of the Association must be kept in the custody of the secretary.

(2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

**35      Custody of books**

Subject to the Act the regulation and these rules the secretary must keep in his or her custody or under his or her control all records books and other documents relating to the Association.

**36 Inspection of books**

The records books and other documents of the Association must be open to inspection at a place in the ACT free of charge by a member of the Association at any reasonable hour.

**37 Service of notice**

For these rules the Association may serve a notice on a member in accordance with the *Legislation Act* Part 19.5.

**38 Surplus property**

(1) At the first general meeting of the Association the Association must pass a special resolution nominating-

- (a) another Association for the Act section 92 (1) (a); or
- (b) a fund authority or institution for the Act section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.

(2) An Association nominated under subsection (1) (a) must fulfil the requirements specified in the Act section 92 (2).