

Rules of Association for the Clayton Community Association Incorporated

1. NAME

The name of the incorporated Association is the Clayton Community Association Incorporated referred to herein as “the Association”.

2. OBJECTS

The Objects of the Association are:

1. To represent and advise the Association members on any matters affecting the area or residents of Clayton and in dealing with local Councils, State or Federal Government bodies.
2. To maintain the Clayton Community Hall and recreation area.
3. To promote interest in the facilities of the Clayton area.
4. To promote and arrange social functions and activities for the Clayton area, for the benefit of the community.
5. Subject to any statutory requirements, sell raffle, lottery and money tickets for the raising of funds, or raise any money as required for the purpose of the Association, upon such terms and conditions as determined by the Management Committee.
6. To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Association.
7. To sell, dispose of or otherwise deal with all Association property whilst complying with the Association Incorporation Act 1985 (as amended).
8. Where it is appropriate, to undertake control of and manage all aspects of Clayton Community Association projects including sub-committee delegation where such projects have been approved by a majority vote of financial members at an annual general meeting, general meeting or extraordinary meeting.

3. ASSOCIATION BOUNDARIES

All properties in the Clayton area, as per the attached map dated July 2004, including Goose, Goat and Rat Islands and those abutting Kindaruar Road.

4. MEMBERSHIP

Membership shall be open to ratepayers of the local government authority responsible for the Clayton area, whose properties are within the defined boundaries of the Association and to residents within the Association boundaries.

There are three types of membership, which are:

1. Single ordinary membership that will consist of one adult person eighteen years and over.
2. Family ordinary membership that will consist of two adults and dependants.
3. Associate membership that will consist of any person interested in the objectives of the Association.

5 **SUBSCRIPTIONS**

The annual subscription shall be at such a rate as the Management Committee may determine from time to time, subject to confirmation at the Annual General Meeting, and shall be due and payable within thirty days of the Annual General Meeting. Members will be deemed to be non-financial if their subscriptions have not been paid within ninety days after the Annual General Meeting.

6 **VOTING**

1. Only ordinary financial members shall be entitled to vote. A single ordinary membership will be entitled to one vote. A family ordinary membership will be entitled to two votes; voters within a family ordinary membership must be eighteen years and over.
2. An associate membership is not entitled to any voting rights.
3. In the event of an equal number of votes being recorded for any motion, the chairperson of the meeting is entitled to exercise a second or casting vote in favor of the status quo.

7 **PROXY**

A member may appoint another member of the Association to attend and vote instead of the member at any annual general, general or extraordinary meeting. The proxy shall be submitted in writing to the Secretary of the Association prior to the meeting being *opened*.

8 **MANAGEMENT COMMITTEE**

1. At each annual general meeting, a Management Committee shall be elected from amongst the ordinary financial members and shall comprise the following:
 - 1.1 President, Vice-President, Secretary, Treasurer and up to six additional members (maximum ten).
 - 1.2 One of the six additional members shall be a Council representative (ex-officio) and, as a non-financial member, will not have voting rights.
 - 1.3 The immediate past president of the Association shall be an ex-officio member of the Management Committee for three meetings. As a financial member the immediate past president shall be entitled to vote. Should the immediate past president not wish to join the incoming Management Committee he/she shall declare this fact at the annual general meeting.
2. At least three members of the Management Committee shall reside permanently within the Association boundaries.
3. The affairs of the Association shall be governed by the Management Committee that shall meet once in every three months, or more frequently if required.
4. If the President, for any reason, cannot continue his/her elected term, the Vice-President shall become Acting President until the next election at an annual general meeting.
5. The position of any Management Committee member absent for two consecutive Management Committee meetings without leave of absence shall automatically become vacant. Lodgment of an apology shall be deemed grant of such leave.
6. The Management Committee shall have powers to fill casual vacancies.

7. The Management Committee shall make Administrative Guidelines in conformity with the rules of the Association and do all such acts and things that it deems necessary for carrying out and managing the business affairs of the Association.
8. Subject to these Rules of Association and the Administrative Guidelines of the Association, and to any direction of a general meeting or extraordinary meeting, the Management Committee may regulate its own affairs as it sees fit.
9. The Management Committee shall be responsible to the Association and shall present an annual report, including an audited financial statement to each annual general meeting.
10. The Management Committee shall, in the month of August in each year, provide to the local government authority responsible for the Clayton area, a statement in writing setting out all the receipts and expenditure of the Management Committee during the preceding twelve month financial period that ended on the 30th day of June including a bank reconciliation statement.
11. The Management Committee may appoint sub-committees with such powers and authorities as are specified. Membership of sub-committees need not be confined to members of the Association, but shall include one member of the Management Committee. The President can ex-officio be a member of all such sub-committees.
12. The Management Committee may, at its discretion, delegate any of its powers (save this power of delegation) to any sub-committee and may impose restrictions to be observed in the exercise of such powers.
13. Any member of the Management Committee who has an interest in any contract, or arrangement made, or proposed to be made, with the Association or in any matter in which the Management Committee is making, or intends to make, representations to any other body, shall disclose their interest to the meeting of the Management Committee at which that contract or arrangement or matter is first taken into consideration, if their interest then exists, or in any other case at the first meeting of the Management Committee after the acquisition of that interest. No member of the Management Committee shall vote, nor be present at the vote, as a member of the Management Committee in respect of any contract or arrangement or matter in which they are so interested as aforesaid. If a member does so vote, their vote shall be disregarded. Any declaration of interest under this Clause will be recorded in the Minutes.
14. The Management Committee shall authorize all expenditure, including any expenditure passed at an annual general meeting, general meeting or an extraordinary meeting and direct the method of dealing with the monies received for or on behalf of the Association.

9 CHAIR

The President shall take the chair at all annual general meetings, general meetings, extraordinary meetings and Management Committee meetings. If the President is absent or is unwilling to act, the chair shall be taken by the Vice-President. If the Vice-President is absent or unwilling to act, the chair shall be taken by some other Management Committee member chosen by the meeting. In the absence or unwillingness of all Management Committee members to chair the meeting, the meeting shall elect another ordinary financial member to take the chair.

10 MINUTES

1. Minutes shall be permanently kept, of all proceedings at annual general meetings, general meetings, extraordinary meetings and Management Committee meetings.
2. Minutes of the proceedings of an annual general meeting shall be submitted for confirmation at the next annual general meeting.
3. Minutes of the proceedings of a general meeting or an extraordinary meeting shall be submitted for confirmation at the next general meeting.
4. Minutes of the proceedings of a Management Committee meeting shall be submitted for confirmation at the next Management Committee meeting.
5. Minutes shall be signed as a correct record by the chair of the meeting at which they are confirmed.
6. Any member voting against a Resolution carried at an annual general meeting, general meeting, extraordinary meeting or a Management Committee meeting, shall be entitled to have their dissent or abstention (as the case maybe) recorded in the Minutes of that meeting.
7. A copy of the confirmed minutes of any annual general meeting, general meeting, extraordinary meeting or Management Committee meeting shall be available to Association members on request.

11. MEMBERSHIP REGISTER

The Secretary shall maintain a register of ordinary financial members and associate members of the Association, setting out the name and last known full address and Clayton address of each member.

12. RESIGNATION

A member may resign from the Association by giving one month's notice in writing. Resignation shall not extinguish any liabilities, which arose during the period of membership. Upon resigning, it is the member's responsibility to return any property of the Association.

13. ACCOUNTS OF THE ASSOCIATION

1. The accounts of the Association shall be kept by the Treasurer and the financial status of the Association shall be presented at each Management Committee meeting, and duly audited prior to the annual general meeting.
2. All monies received shall be deposited in the Association's account. Such account may be at any financial institution as determined by the Management Committee.
3. The authorised signatories to the Association's account shall be any two among President, Vice-President, Secretary and Treasurer.
4. The financial year for the Association shall end on June 30th of each year.

14 INSURANCE

The Management Committee shall ensure that all appropriate insurances are in place.

15. AUDITOR

A suitably qualified auditor shall be appointed annually. That person shall not be a Management Committee member, but may be a member of the Association.

16. PUBLIC OFFICER

The Public Officer shall be elected from the Management Committee and take directions from the Management Committee.

17. ELECTIONS

Elections shall be by a majority vote of ordinary financial members by secret ballot. Elections shall be held annually with advance nominations to be advised in writing to the Secretary prior to the meeting. Nominations may also be submitted from the floor of the meeting. The Management Committee may prescribe detailed rules consistent with these Rules of Association governing the conduct of elections. If, when nominations close, only one candidate stands, the candidate is automatically elected.

18. QUORUM

1. At any annual general meeting, general meeting or extraordinary meeting, the quorum shall be twenty five percent of the ordinary financial members present personally or by proxy.
2. At all meetings of the Management Committee, five financial members from that Committee present and entitled to vote shall form a quorum.

19. ANNUAL GENERAL, GENERAL AND EXTRAORDINARY MEETINGS

1. Annual general meetings of the Association shall be held in August each year, at a time and place nominated by the Management Committee, and within the Association's boundaries. At least fourteen days' notice in writing including an agenda shall be provided to each ordinary financial member, but accidental omission to give notice to any member shall not invalidate the meeting. The order of business at this meeting shall be:
 - 1.1 The confirmation of the minutes of the previous annual general meeting and/or minutes of any extraordinary or general meeting not previously confirmed.
 - 1.2 The consideration of the accounts and reports of the Management Committee.
 - 1.3 The dissolution of the current Management Committee.
 - 1.4 The election of a new Management Committee
 - 1.5 The appointment of an auditor.
2. General meetings shall be held as determined by the Management Committee. At least fourteen days' notice in writing including an agenda shall be provided to each member, but accidental omission to give notice to any member shall not invalidate the meeting.
3. Extraordinary meetings differ from general meetings in that only specific business, of which notice has been given, can be transacted. If an extraordinary meeting has been called as a result of a petition, the chair should invite one of the requisitionists to be the mover of the motion dealing with the matter to be discussed. At least fourteen days' notice in writing shall be provided to each member, but accidental omission to give notice to any member shall not invalidate the meeting.

20. PETITIONS

A written petition from a minimum of ten ordinary financial members requires the Management Committee to, within seven days of receipt of the written petition, give at least fourteen days notice to the financial members of an extraordinary or general meeting, providing the date, location of and reasons for the meeting to be called.

21. AMENDMENTS TO THE RULES OF ASSOCIATION

These Rules of Association may be amended by a two-third majority of ordinary financial members who are present personally or by proxy and eligible to vote at a general meeting or an extraordinary meeting. Copies of the proposed amendment(s) are to be provided with the date and location of the meeting, and with the agenda for the meeting, at least fourteen days prior to the meeting.

22. SUSPENSION AND EXPULSION

1. Subject to giving a member an opportunity to be heard or to make a written submission, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Management Committee meeting at which the matter will be determined.
3. The determination of the Management Committee shall be communicated to the member, and in the event of an adverse determination the member shall, cease to be a member fourteen days after the Management Committee has communicated its determination to the member.
4. It shall be open to a member to appeal to the Association at a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within fourteen days after the determination of the Management Committee has been communicated to the member.
5. In the event of an appeal as stated above, the appellant's membership of the Association shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the members of the Association at a general meeting after the appellant had been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Management Committee is upheld.

23. PROPERTY

The property, assets and income of the Association, wherever derived, shall be applied towards the objects of the Association.

24. INDEMNITY

Members shall be indemnified out of the Association's assets for all liabilities incurred by them in the bona-fide execution of their duties under these Rules of Association.

25. SUPPLY OF RULES OF ASSOCIATION

The Secretary shall supply a copy of the Rules of Association and subsequent amended changes:

1. To all new members on joining.
2. On reasonable request to any existing financial member.

26. POLITICAL NEUTRALITY

The Association shall not identify itself in any way with any political party or take part in the activities of any such party. Association funds shall not be used for party political purposes.

27. COMMON SEAL

The Association shall have a Common Seal and all instruments requiring execution under the Common Seal of the Association shall be sealed with the Common Seal and countersigned by the Public Officer and one other member of the Management Committee, and its use shall be recorded in the minutes.

28. DISSOLUTION

This Association may be dissolved or wound up if:

1. A Resolution to this effect is carried by a three-quarter majority of the ordinary financial members eligible to vote at a general meeting, or extraordinary meeting called for this purpose, which is to be held within the appropriate notification period.
2. Ordinary financial membership drops to ten or less.
3. In the event of dissolution, any member or person holding any Association monies or property shall forthwith return same to the Management Committee or the local government authority responsible for the Associations area.
4. If, after the dissolution or winding up of the Association, there remains, after the satisfying of all debts and liabilities, any monies or assets whatsoever, the same shall be vested with the local government authority who is responsible for the Clayton area, to be held in trust for the benefit of Clayton and its residents.

DATED:

AMENDMENTS OF:

ADOPTED ON: