

RULES OF
THE SECOND VALLEY PROGRESS
ASSOCIATION INC.

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RULES OF THE SECOND VALLEY PROGRESS ASSOCIATION INC.

1. NAME

The name of the Incorporated Association is The Second Valley Progress Association Inc. referred to herein as "the Association".

2. DEFINITIONS

In these rules, unless the contrary intention appears -

"**Committee**" means the Committee of Management of the Association;

"**financial year**" means the period commencing on 1 May in each year and ending on 30 April in the following year;

"**locality**" means the area designated as Second Valley on a map published under the Geographic Names Act 1991 by the Land Services Group.

"**meeting**" means a general meeting of members of the Association convened in accordance with these rules;

"**member**" means a member of the Association;

"**Act**" means the Associations Incorporation Act, 1985;

"**Regulations**" means the Associations Incorporation Act Regulations 1985;

"**Public Officer**" for the purposes of the Act shall be the Secretary or such other member of the Association as shall be appointed from time to time;

"**Special Resolution**" means a resolution of the Association if passed at a duly convened meeting of members:

Convened by not less than 21 days written notice to all members of intention to propose the resolution as a special resolution; and

Passed at such a meeting by a majority of not less than 75% of all members voting in person or by proxy;

Words and expressions defined in the Act shall have the same meaning in these Rules;

Words importing the masculine gender shall include the feminine, and words importing the singular number shall include the plural and vice versa.

3. OBJECTS AND PURPOSES

The objects and purposes of the Association are:-

3.1 to promote and foster the welfare of the residents and ratepayers of the locality;

- 3.2 to provide for the support and general well being and social life of the local community;
- 3.3 to preserve the environmental historical and cultural heritage of the locality;
- 3.4 to join with assist and co-operate with any other association in the locality having similar objects with a view to fostering and promoting interest in the locality;
- 3.5 to raise money by private subscriptions and public functions to be applied in carrying out the above aims.

4. POWERS

- 4.1 The Association shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this rule.
- 4.2 The Association may accept funding from government and governmental instrumentalities, Federal, State or local.
- 4.3 Subject to sub-rule 4.4, the Association may establish and maintain a public fund for donations, to be kept separate from its other funds, and otherwise to satisfy the criteria for its approval as such under one or more of the items listed in the tables in subsection 78(4) of the Income Tax Assessment Act, 1936 (Cth) and for the purpose of obtaining and retaining such approval shall have the power to undertake and comply with such matters as are specified for this purpose in Taxation Rulings TR 95/27 and TR 96/8 or any subsequent rulings in substitution of these and without limiting the generality of the foregoing will immediately in writing notify the Australian Taxation Office of any alterations, amendments, additions or other changes from time to time to the Constitution or other founding documents of such fund.
- 4.4 Only the Association in general meeting shall have the power to establish a committee to control and administer the public fund referred to in sub-rule 4.3 and to appoint suitable office bearers or trustees thereto and change such appointments from time to time; and that committee shall, notwithstanding Rule 9 hereof, have the exclusive power to control and administer that fund.
- 4.5 The Association shall not have the power to borrow or to distribute any surplus or pecuniary profit to its members.

- 4.6 Nothing in sub-rule 4.5 prevents the payment in good faith to any employee or member of the Association of:
- 4.6.1 remuneration in return for services rendered to the Association by the employee or member or for goods supplied to the Association by the employee or member in the ordinary course of its activities;
 - 4.6.2 interest at current bank overdraft rate on money lent; or
 - 4.6.3 a reasonable and proper sum by way of rent for premises let to the Association by the employee or member.

5. MEMBERSHIP

- 5.1 The categories of membership shall be general, business and associate.
- 5.2 General membership of the Association will be available to any ratepayer or resident of the locality.
- 5.3 Business membership of the Association will be available to any proprietor of a business conducted within the locality.
- 5.4 Associate membership of the Association will be available to any person or body corporate who or which does not qualify for general or business membership.
- 5.5 Any person who qualifies for membership may apply to the Committee for membership of the Association. The application for membership shall be made in writing, signed by the applicant. Upon the acceptance of the application by the Committee and upon a payment of the current annual subscription amount applicable to the category of membership for which application has been made the applicant shall be a member of the Association.
- 5.6 Associate members shall not be entitled to vote at any meeting of the Association.

6. SUBSCRIPTIONS

- 6.1 The subscription fee payable by categories of members in each financial year shall be such sum (if any) as members entitled to vote shall determine from time to time in general meeting.
- 6.2 Such subscription fee shall be payable annually on the 1st day of June or at such other time as the Committee shall determine from time to time.

- 6.3 Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

A member may resign from membership of the Association by giving written notice to the secretary of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be capable to be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member -
- 8.1.1 upon a charge of misconduct detrimental to the interests of the Association; or
 - 8.1.2 upon no longer satisfying the requirements for membership pursuant to Rule 5 of this Rule.
- 8.2 Particulars of the charge (where relevant) shall be given to the member by notice in writing signed by the Secretary to the member at least one (1) calendar month before the meeting of the Committee at which the matter will be determined. The member shall have the right to attend such meeting and be heard by the Committee.
- 8.3 The determination of the Committee shall be communicated to the member and in the event of an adverse determination the member shall, subject to sub-rule 8.4, cease to be a member fourteen (14) days after the Committee has communicated its determination to the member.
- 8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated in writing to the secretary of the Association within fourteen (14) days after the determination of the Committee has been communicated to the member. Following receipt of such intention to appeal the Committee at its next meeting shall call a special general meeting of the Association for this purpose. The calling of this special general meeting and its procedures shall be governed by the provisions of Rule 16 hereof.

- 8.5 In the event of an appeal under sub-rule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

- 9.1 The affairs and the funds and property of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 9.2 The Committee shall have the power to appoint such officers employees contractors and consultants as are required to carry out the objects of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees any such officer.
- 9.3 The Committee shall be comprised of *a* Chairperson, Vice-chairperson, Secretary and Treasurer and six committee members all of whom shall be members of the Association.
- 9.4 The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until that annual general meeting of the Association when this position becomes vacant and available for re-election pursuant to Clause 9.5.
- 9.5 The positions of all office holders and members of the Committee shall be declared vacant at each annual general meeting of the Association and the positions shall be filled by persons elected at such meeting.
- 9.6 A retiring committee member including a person appointed to fill a casual vacancy shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him at least fourteen (14) days before the date of the notice to be given pursuant to sub-rule 16.6 hereof by delivering the nomination of that person to the secretary

of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

9.7 Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling for the meeting at which the election is to take place.

9.8 If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

All meetings of the Committee shall be open to any member of the Association but such members shall not be eligible to vote on any resolution.

10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- (i) disqualified by the Act;
- (ii) expelled or resigns from membership of the Association under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology from more than three consecutive meetings, or more than three committee meetings in a financial year;
- (v) No longer the duly appointed representative of a corporate member.

11. PROCEEDINGS OF COMMITTEE

11.1 The Committee shall meet together for the dispatch of business every second month and not less than four times in any financial year.

11.2 Questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

11.3 A quorum for a meeting of the Committee shall be five members.

11.4 A member of the committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act and shall abstain from all discussion on this item of business and shall not vote with respect to that contract.

12. FINANCIAL YEAR

The financial year shall be the period specified in paragraph 2

13. RULES

- 13.1 Subject to approval by a resolution (as described in sub-rule 13.(3) of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- 13.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 13.3 For the purpose of resolving to amend or alter these rules or any subsequently amended or altered rules (including any alteration to this or any subsequent name) the resolution of the members shall be a Special Resolution.

14. THE SEAL

- 14.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 14.2 The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and two other members of the Committee as it may from time to time generally or expressly in relation to a particular document authorise.
- 14.3 The seal shall be kept in the custody of the secretary or such other persons as the Committee shall from time to time decide.

15. MEETINGS AND NOTICES OF MEETINGS

- 15.1 The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 15.2 Upon a requisition in writing of not less than five financial members of the Association who are general or business members, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

- 15.3 Every requisition for a Special General Meeting shall be signed by the members (or in the case of a corporate member by someone authorised on its behalf) making the same and shall state the purpose of the meeting.
- 15.4 If a special general meeting is not convened within one month as required by sub-rule (2) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 15.5 Subject to sub-rule (6) at least fourteen (14) days notice of any general meeting shall be given to members entitled to vote at any meeting of the Association. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration by the Association in general meeting.
- 15.6 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 15.7 A vote of no confidence in the Committee may be moved, provided that sub-rules (2), (3), (4) and (5) are adhered to and the Committee as a whole or individual members may be discharged from office provided that at least one third of all financial members of the Association are present and that 75% of those present vote for the resolution.
- 15.8 In an emergency the Chairperson shall have the power to call a meeting either of the Committee or a General Meeting.
- 15.9 A notice may be given by the Secretary of the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or by facsimile transmission to the last known or usual facsimile number of the member or by electronic mail to the usual or last known e-mail address.

- 15.10 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail three days after being posted. Where a notice is sent by facsimile transmission service of the notice shall be deemed to be effected upon receipt of a confirmation report of transmission from the sender's machine. Where a notice is sent by electronic mail service of the notice shall be deemed to be effected upon receipt of a confirmation report of receipt by the sender.

16. PROCEEDINGS AT MEETINGS

- 16.1 A Quorum for any general meeting of the Association shall be a minimum of nine general and business members or Ten (10) percent of the number of general and business members of the Association (whichever is the lesser number) who are general or business members either present personally or by proxy.
- 16.2 If within thirty (30) minutes after the time appointed for the meeting convened upon the requisition of members a quorum of members entitled to vote is not present, a meeting shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the general and business members present shall form a quorum.
- 16.3 The chairperson of the Committee or if there shall be no chairperson, then the Vice-chairperson of the Committee or in their absence, or on their declining to take, or retiring from the Chair, one of the Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association at all meetings.
- 16.4 If there is no such Chairperson, Vice-chairperson, or other Committee Member present within five (5) minutes after the time appointed for holding the meeting, the members present entitled to vote may choose one of their number to be the Chairperson.
- 16.5 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at

any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 16.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 16.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands. A declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by the Chairperson or by three or more members present be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 16.8 If a poll is demanded as in 16.7 by the Chairperson of the meeting or by three (3) or more members present personally or by proxy, it shall be taken in such manner as directed by the Chairperson directs.
- 16.9 A poll demanded on the demand of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

17. MINUTES

- 17.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- 17.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 17.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

18. VOTING BY PROXY

- 18.1 A member entitled to vote at meetings of the Association shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and attend and vote at any meeting of the Association. Subject to these rules each member entitled to vote present in person or by proxy shall be entitled to one vote.
- 18.2 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated by a copy of the resolution. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

19. ACCOUNTS AND AUDITING

- 19.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and enable the preparation of accounts that fairly represent the results of the operations of the Association and for the accounts to be conveniently and properly audited. The Treasurer of the Association for the time being shall have possession of the accounting records of the Association and shall be responsible for keeping them in the manner stated in this Rule 19.1.

19.2 Expenditure of funds must be controlled in such manner that the Association's account must be at positive balance at all times.

The Association shall comply with the audit requirements set out in Section 35 of the Act.

20. WINDING UP

The Association may be wound up in the manner provided for in the Act.

21. APPLICATION OF SURPLUS ASSETS

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other institution or institutions (if applicable) having objects similar to the objects of the Association, and whose rules shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be eligible for tax deductibility of donations by virtue of its qualification as a public fund under one or more of the items listed in the tables in sub-section 78(4) of the Income Tax Assessment Act, 1936 (Cth) or a legislative provision enacted in substitution for such sub-section.