

**CONSTITUTION**  
**LIFELINE HARBOUR TO HAWKESBURY INC**

**Incorporated under the  
Associations Incorporation Act, 1984**

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## Part 1 Name

- 1 The name of the Association is **Lifeline Harbour to Hawkesbury Incorporated (LHH)**.

## Part 2 Interpretation

- 2 (1) In these Rules:
- Annual General Meeting of LHH has the meaning given to it by Rule 25 and 26.
- Association means LHH.
- The Board means those members of LHH as elected under Rule 16(4) and 17 and constituted under this constitution.
- Board member means a member of the Board, who may also be an Office-Bearer of the Association as referred to in Rule 16(3), as elected by members as required by Rule 16(2) and 17.
- Chief Executive Officer means the Chief Executive Officer of LHH for the time being appointed under this Constitution.
- Director-General means the Director-General of the Department of Fair Trading.
- General Meeting means any meeting of LHH, other than the Annual General Meeting, properly called under these Rules.
- A Meeting means an Annual General Meeting or General Meeting as the case may be.
- Objects mean the Objects of LHH as referred to in Part 3 of these Rules.
- President means the President for the time being of LHH elected under this Constitution.
- Public Officer means the Public Officer of LHH as appointed by the Board.
- Secretary means:
- (a) the person holding office under these Rules as Secretary of the Association, or
  - (b) if no such person holds that office, the Public Officer of the Association
- Special Resolution of the Association is:
- (a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules to do so, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules, or
  - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner

specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

Suspension in these Rules means a Member's right to vote, right to attend meetings and right to stand for election of the Board are removed whilst the Suspension is in place. A Member's obligation to pay any fees is also removed.

The Act means the *Associations Incorporation Act 1984*.

The Regulation means the *Associations Incorporation Regulation 1999*.

Treasurer means the Treasurer for the time being of LHH elected by the Board under this Constitution.

- (2) In these Rules:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **Part 3 Objects**

### **3 The Objects of the Association are:**

- (a) to provide a support system for those seeking help within the community,
- (b) to provide an effective, confidential 24 hour per day telephone counselling service, based on Christian principles,
- (c) to provide effective, confidential face-to-face counselling services and to provide associated community services,
- (d) to provide help to those in need, either directly or through these counselling services or by referral to other organisations,
- (e) to recruit and train volunteers to a high standard,
- (f) to establish and maintain high volunteer counselling morale and effectiveness through support, caring in-service training and social activities,
- (g) to promote effective communication within the organisation at all levels,
- (h) to seek financial support from individuals and organisations, and to enter into any commercial venture for fund raising purposes to support these Objects,

- (i) to work in close liaison with other community service organisations to ensure the services are most effective,
- (j) to maintain affiliation with Lifeline Australia,
- (k) to liaise with other nearby metropolitan Lifeline centres,
- (l) to monitor the effect of changing needs in society on the work of the centre,
- (m) to do all such things as may be conducive to the attainment of the objects set out above or any of them.

## **Part 4 Membership**

### **4 Membership qualifications**

A person is qualified to be a Member of the Association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act,
- or
- (b) the person is a natural person:
  - (i) who has been nominated for membership of the Association as provided by Rule 5, and
  - (ii) who has been approved for membership of the Association by the Board of the Association.

### **5 Nomination for membership**

- (1) A nomination of a person for membership of the Association:
  - (a) must be made by a member of the Association in writing in the form set out in Appendix 1 to these Rules, and
  - (b) must be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
  - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
  - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under Rule 10 by a Member as entrance fee and annual subscription.
- (4) the Secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of Members

and, on the name being so entered, the nominee becomes a Member of the Association.

**6 Cessation of membership**

A person ceases to be a Member of the Association if the person:

- (a) dies, or
- (b) resigns membership in accordance with Rule 8, or
- (c) is expelled from the Association, or
- (d) has not paid the annual subscription fee within 2 months of receiving written notice from the association that the annual subscription fee is due and payable in accordance with Rule 10.

**7 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.
- (c)

**8 Resignation of membership**

- (1) If a Member of the Association resigns or ceases to be a Member the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

**9 Register of members**

- (1) The Secretary of the Association must establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.
- (2) The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- (3) A Member of the Association may obtain a copy of any part of the register on payment of a fee approved from time to time by the Board.

**10 Fees and subscriptions**

- (1) A Member of the Association must, on admission to membership, pay to the Association an entrance fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the Member under clause (1), a member of the Association must pay to the Association an annual subscription of \$2 or, if some other amount is determined by the Board, that other amount:

- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
- (b) if the Member becomes a Member on or after 1 July in any calendar year – on becoming a Member and before 1 July in each succeeding calendar year.

## **11 Members' liabilities**

The liability of a Member of the Association 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 is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 10.

## **12 Resolution of internal disputes**

- (1) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **13 Disciplining of Members**

- (1) A complaint may be made to the Board by any person that a Member of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the Board:
  - (a) must cause notice of the complaint to be served on the Member concerned; and
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (3) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Rule 14.

- (5) The expulsion or Suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 14(5),whichever is the later.

#### **14 Right of appeal of disciplined Member**

- (1) A Member may appeal to the Association in General Meeting against a resolution of the Board under Rule 13, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under clause (1), the Secretary must immediately notify the Board. The Secretary is then to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice to consider and if thought fit terminate a Member's continuing membership as a Special Resolution in accordance with Rule 28.
- (4) At a General Meeting of the Association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the General Meeting the Association passes a Special Resolution in favour of the confirmation of the Board resolution, that resolution is confirmed.



## **Part 5 The Board**

### **15 Powers of the Board**

The Board is to be called the Board of Directors of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in General Meeting:

- (1) is to control and manage the affairs of the Association, and is to ensure that the Association is managed in a manner which embraces and protects the Objects of the Association, and
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a General Meeting of Members of the Association, and
- (3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, and
- (4) is, in accordance with the minimum standards of accreditation of Lifeline Australia, to appoint a Chief Executive Officer on mutually agreed terms and conditions of employment, and the Chief Executive Officer is responsible to the Board for the day to day management of the Association and is to report to the Board on such matters and at such times as the Board will require from time to time, and
- (5)
  - (a) is to establish the goals for the CEO and monitor achievement of those goals,
  - (b) is to approve the strategic plan and annual budget,
  - (c) is to set the authority levels of the Chief Executive Officer with respect to expenditure and the signing of contracts,
  - (d) is to ensure effective risk management systems are in place to protect the Association's assets and reputation, and
  - (e) is to approve the appointment of an external Auditor of the Association.

### **16 Constitution and membership of the Board**

(1) Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of up to 9 Board members, one third of whom, being the members longest in office, or as determined by lot where two or more members have been members for the same period of time, must retire by rotation but are eligible to be re-elected at the Annual General Meeting of the Association under Rule 17.

- (2) At their first Board meeting after the Annual General Meeting, the members of the Board shall elect from their number the Office-Bearers and the remainder shall be ordinary Board members.
- (3) The Office-Bearers of the Association are to be:
  - (a) the President,
  - (b) the Vice-President,

- (c) the Treasurer, and
- (d) the secretary
- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **17 Election of Board members**

- (1) Nominations of candidates for election as members of the Board:
  - (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the Association at least 28 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Board members is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (7) A person who receives from the Association remuneration as an employee, contractor or consultant is not eligible to be nominated as a candidate.

## **18 Secretary**

- (1) the Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of Office-Bearers and members of the Board and to provide written notice to Members at the Association's principal place of residence,
  - (b) the names of members of the Board present at a Board meeting or a General Meeting, and
  - (c) all proceedings at Board meetings, General Meetings and the Annual General Meeting.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **19**

### **Treasurer**

It is the duty of the Treasurer of the Association to monitor:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made,
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the association,
- (c) that the annual accounts, which are required to be submitted to Members at an Annual General Meeting under Section 26 (6) of the Act, are properly and efficiently prepared.

## **20**

### **Casual vacancies**

For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a Member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under Rule 21, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.
- (h) Commences to receive from the Association remuneration as an employee, contractor, or consultant.

## **21**

### **Removal of Member**

- (1) The Association in General Meeting may by resolution remove any member of the Board from the office before the expiration of the member's term of office and may by resolution appoint another Member to hold office until the expiration of the term of office of the Member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**Meetings and quorum**

- (1) The Board must meet at least 6 times in each period of 12 months at such place and time as the Board may determine. The Board may meet by means of teleconferencing, video hook-up or such other electronic means as it so determines.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary or if the secretary is unavailable, by any other member of the board, to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) A majority, not being less than 4 members of the Board, shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting, is to preside.
  - (c) The Secretary is to take minutes of the meeting and if no Secretary is present the Board must elect one of their number to be the Secretary for the meeting.

**Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and

- (b) a function which is a duty imposed on the Board by the Act, the Regulation or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this Rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

## **24**

### **Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 22(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **Part 6 General meetings**

### **25 Annual General Meetings – holding of**

- (1) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.
- (2) The Association must hold its first Annual General Meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### **26 Annual General Meetings – calling of and business at**

- (1) The Annual General Meeting of the Association is, subject to the Act and to Rule 25, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
  - (c) to elect members of the Board,
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

### **27 General Meetings – calling of**

- (1) The Board may, whenever it thinks fit, convene a General Meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of Members, convene 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 one or more of the Members making the requisition.
- (4) If the Board fails to convene a General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- (5) A General Meeting convened by a Member or Members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

**28**

### **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, give a notice to each Member 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, cause notice to be given to each Member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 26(2).
- (4) A Member desiring to bring any business before a General Meeting may give notice in writing 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.

**29**

### **Procedure**

- (1) No item of business is to 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) Twelve Members present in person (being Members 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 half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting:
  - (a) if convened on the requisition of Members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is

specified at the time of the adjournment by the person presiding at the Meeting or communicated by written notice to Members given before the day to which the Meeting is adjourned) at the same place.

- (4) If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present, being at least 3, is to constitute a quorum.

### **30 Presiding member**

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting or Annual General Meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the Meeting.

### **31 Adjournment**

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the Meeting from time to time and place to place, but no business is to 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 14 days or more, the Secretary must give written or oral notice of the adjourned Meeting to each Member of the Association 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 clauses (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.

### **32 Making of decisions**

- (1) A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded as per clause (3), a declaration by the chairperson 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 chairperson or by at least 3 Members present in person or by proxy at the Meeting.
- (3) If a poll is demanded at a General Meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the Meeting or to the question of an adjournment, or



(b) in any other case, in such manner and at such time before the close of the Meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the Meeting on that matter.

**33            Voting**

- (1) On any question arising at a General Meeting or the Annual General Meeting of the Association a Member has one vote only.
- (2) All votes must be given personally or by proxy but no Member may hold more than 2 proxies.
- (3) In the case of an equality of votes on a question at a General Meeting or an Annual General Meeting, the chairperson of the Meeting is entitled to exercise a second or casting vote.

**34            Appointment of proxies**

- (1) Each Member is to be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting or Annual General Meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

## **Part 7   Miscellaneous**

**35            Insurance**

The Association may effect and maintain insurance.

**36            Funds – source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.
- (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.

**37            Funds – management**

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Association, being Members or employees authorised to do so by the Board.

**38            Alteration of Objects and Rules**

The statement of Objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.

**39 Common seal**

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the Public Officer or Secretary.

**40 Custody of books**

Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

**41 Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

**42 Service of notices**

- (1) For the purpose of these Rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**43 Surplus Property**

- (1) At the first General Meeting of the Association, the Association shall pass a Special Resolution nominating an incorporated association registered under the *Charitable Fundraising Act 1991* to vest its surplus property pursuant to section 53 of the Act in the event of the winding up or the cancellation of incorporation of the Association, and at any subsequent General Meeting of the Association, the Association may by Special Resolution:

- (a) withdraw such nomination or any subsequent nomination, and
- (b) nominate another incorporated association that is registered under the *Charitable Fundraising Act 1991* in which to vest the Association's surplus property pursuant to section 53 of the Act in the event of the Association being wound up or its incorporation being cancelled.

### **Special Resolution**

“In accordance with Rule 43 (a), the Association withdraws any nomination that has been made under the Rule and, pursuant to Rule 43 (b), nominates Lifeline Northern Beaches Inc, being a body registered under the Charitable Fundraising Act 1991, as the incorporated association in which to vest the Association's surplus property pursuant to Section 53 the Associations Incorporation Act 1984 in the event of the Association being wound up or it's incorporation being cancelled.”

# Appendix 1

(Rule 5 (1))

**APPLICATION FOR MEMBERSHIP OF  
LIFELINE HARBOUR TO HAWKESBURY INC**  
(incorporated under the *Associations Incorporation Act 1984.*)

I,.....  
(full name of applicant)

of.....  
(address)

.....hereby apply to become a  
(occupation)  
Member of the abovenamed incorporated Association. In the event of my admission  
as a Member, I agree to be bound by the Rules of the Association for the time being in  
force.

.....  
Signature of applicant

Date.....

I,..... a Member for the Association,  
(full name)

nominate the applicant, who is personally known to me, for membership of the  
Association.

.....  
Signature of proposer

Date.....

I,..... a Member for the Association,  
(full name)

second the nomination of the applicant, who is personally known to me, for  
membership of the Association.

.....  
Signature of seconder

Date.....

## Appendix 2

(Rule 34 (2))

### FORM OF APPOINTMENT OF PROXY Lifeline Harbour to Hawkesbury

I, ..... of .....  
(full name) (address)

being a Member of **Lifeline Harbour to Hawkesbury Inc.**

hereby appoint ..... of .....  
(full name of proxy) (address)

being a Member of the Association, as my proxy to vote for me on my behalf at the  
General Meeting or the Annual General Meeting of the Association to be held on the

.....day of.....  
(month and year)

and at any adjournment of that Meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the  
resolution (insert details).

\* to be inserted if desired.

.....  
Signature of Member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a Member of the  
Association.