

**THE ONE TREE HILL PROGRESS ASSOCIATION INCORPORATED
CONSTITUTION**

(Ratified at Special General Meeting 11th November, 2010)

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1 Name

The name of the Association shall be the One Tree Hill Progress Association Incorporated, hereinafter called "The Association."

2 Objects and the Powers of the Association

2.1 Objects

The objects of the Association shall be;

- 2.1.1 To foster community spirit and promote the welfare of the One Tree Hill community;
- 2.1.2 To promote and assist the expansion, improvement and maintenance of educational, sporting and other facilities for the benefit of the One Tree Hill community;
- 2.1.3 To stimulate and maintain an active interest in all district matters;
- 2.1.4 To do such things as may be incidental to the attainment of such matters,

2.2 Powers of the Association

For the purpose of carrying out its objects the Association may, subject to the Associations Incorporation Act (1985):

- 2.2.1 Acquire, hold, deal with and dispose of any real or personal property;
- 2.2.2 Administer any property on trust;
- 2.2.3 Open and operate Authorised Deposit Taking Institution (ADI) Accounts;
- 2.2.4 Invest the Association's monies:
 - (i) in any security in which trust monies may, by Act of Parliament, be invested;
 - (ii) in any other manner authorised by the rules of the Association;
- 2.2.5 Appoint agents to transact business of the Association on its behalf;
- 2.2.6 Enter into any other contract the Association considers necessary or desirable.

3. Membership

3.1 Membership Types

- 3.1.1 Residents or ratepayers of the One Tree Hill township and adjacent areas who have formally agreed to accept the above objects and paid the prescribed fee, if any, may become members;

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3.1.2 Other persons who formally agree to accept the above objects and pay the prescribed fee may be granted membership at the discretion of the Association;

3.1.3 Members under the age of 18 shall be known as *junior members*.

3.2 Suspension or Expulsion of a Member

3.2.1 A meeting of the Association may resolve to suspend or expel a member on a charge of conduct detrimental to the Association.

3.2.2 Particulars of the charge must first be communicated in writing to the member and the member must be given an opportunity either to be heard or to make a written submission to the Association within the next calendar month.

3.2.3 The Association must give due consideration to any submissions made by the member and the determination communicated to the member.

3.2.4 On expulsion from the Association a member forfeits all rights and claims on the Association and its property.

3.2.5 Any suspended member may, on two weeks written notice, apply for the suspension to be lifted at a General Meeting.

3.3 Resignation or Non-Renewal of Membership

Membership shall cease on;

3.3.1 Resignation in writing, delivered to the secretary;

3.3.2 Non-renewal of membership within two months of expiry.

3.4 Membership fees

3.4.1 Membership expires at the conclusion of the Annual General Meeting.

3.4.2 Annual membership fees shall be determined at the Annual General Meeting.

4 Management Committee

4.1 Appointment


4.1.1 Management shall be vested in a committee of not less than six members elected at the Annual General Meeting as hereinafter provided.

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4.1.2 The Office Bearers of the Association shall be the President, Vice-President, Secretary, Treasurer and Public Officer who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Committee members or failing such election shall be chosen by the Committee from members of the Association prior to the next general meeting of the Association.

 4.1.3 The Committee may appoint subcommittees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

4.1.4 Vacancies unfilled or arising in the office Bearers or other Committee Members may be filled by the Committee by co-opting members for the remainder of the term.

4.2 Function, Meetings and Duties

4.2.1 The Committee shall meet as required.

4.2.2 The Committee is to give effect to the decisions of the Association in general meetings and has power to act in any matter of urgency arising between meetings except where this involves:

- (i) Changes in policy
- (ii) Giving a public position on behalf of the Association without the endorsement of a general meeting.

4.2.3 The quorum shall be one-half of the Management Committee.

4.2.4 ~~Members~~ Members of the Association, not being Management Committee members, may attend Management Committee meetings but may only speak at the discretion of the chairperson.

4.2.5 The President or two other members of the Committee shall have the power to call a Committee meeting.

4.2.6 Notice of Committee meetings shall be by at least 24 hours notice to all Committee members.

4.2.7 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

4.3 Disqualification of committee members

An office bearer or member of the Management Committee shall cease to hold such office upon:

4.3.1 Resignation in writing

4.3.2 Suspension as a member of the Association;

4.3.3 Absence for three successive meetings without explanation acceptable to the committee

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5 Meetings

5.1 Annual General Meeting

- 5.1.1 Public notice of the Annual General meeting shall be advised at least seven days before the Annual General Meeting which shall be held in May each year,
- 5.1.2 The business of the Annual General Meeting shall be:
- 5.1.3 To confirm the minutes of the previous Annual General Meeting;
- 5.1.4 To receive the President's report and the audited financial statements for the previous financial year;
- 5.1.5 To receive the Treasurer's report and the audited financial statements for the previous financial year,
- 5.1.6 To elect or re-elect the Committee Members who must consent in person or in writing;
- 5.1.7 To appoint or reappoint an auditor who shall be the financial officer of the local Council or a qualified auditor / accountant, not being a member of the Committee

5.2 Monthly Meetings

Monthly meetings which shall include the Annual General Meeting shall be held no less than five times in each calendar year to further the objects of the Association.

- 5.2.1 Monthly Meetings shall deliberate upon the following matters and where appropriate issue directives to the Committee relevant to these matters;
- 5.2.2 Present and develop future policies of the Association;
- 5.2.3 Matters referred to the Monthly Meeting by the Committee;
- 5.2.4 Matters of significance raised by any members, subject to 6.4.
- 5.2.5 Notice of Monthly Meetings may be given at the preceding Monthly Meeting of the Association or otherwise shall be given by public notice of at least 7 days.
- 5.2.6 A quorum at any Monthly Meeting shall be 6 members or three quarters of the members whichever is less.
- 5.2.7 If at any Monthly Meeting there is not a quorum within 15 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to five, failing which the meeting will lapse altogether.

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5.3 Special General Meetings

- 5.3.1 Special General Meeting. A Special General Meeting shall be called by the Secretary within 14 days of receipt of a directive from the Committee or upon request of two Committee members or 6 members who must specify the business to be conducted at the meeting.
- 5.3.2 Public Notice of at least 48 hours of all Special General Meetings shall be given and such notice shall specify the nature of the business to be conducted at the meeting.

6 Voting

- 6.1 All members shall be entitled to one vote each at any Monthly Meeting at which they are present;
- 6.2 Junior Members will not be permitted to vote, and have no voting rights.
- 6.3 All Members may attend Committee meetings but only members of the Committee may vote at such meetings.
- 6.4 Voting shall be by show of hands except that,
(i) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot,
(ii) The meeting may by show of hands require any other vote to be by secret ballot.
- 6.5 If any motion is moved without prior notice having been given to the members participating in any meeting, the Chairperson or not less than one quarter of those members present and voting at the meeting, may decide to adjourn voting and / or debate on that motion.
- 6.6 If any member or a relative has a substantial pecuniary interest in a motion at any meeting such interest must be declared.
- 6.7 Resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

7 President

- 7.1 The President shall chair Committee, Monthly and General meetings:
- 7.2 Except that in the absence of the President the Vice-President shall substitute.
- 7.3 In the absence of the President and Vice President or at the request of either or both another member may be elected as chairperson.
- 7.4 The chairperson at any meeting shall have only a casting vote.

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- 7.5 The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
 - 7.6 The President together with the Secretary shall prepare the agenda for Meetings.
 - 7.7 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee, a Monthly and / or General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy.

8 Treasurer

- 8.1 The Treasurer shall cause monies received to be paid into an account authorised by the committee in the name of the Association. Payments shall be as cash, cheque or electronic transfer. Authorisation of payment will be a supplier's invoice signed by the person authorising the expenditure and a nominated committee member of whom no more than five shall be appointed and shall include the President, Secretary and Treasurer and two other members. Sufficient monies shall be maintained in the operating account to cover current monthly operating requirements. Excess monies shall be held in a nominated interest bearing account and transferred as required by the treasurer.
- 8.2 The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions. These records shall be available for inspection by any member.
- 8.3 The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each meeting.
- 8.4 The Treasurer shall present audited accounts to the Annual General Meeting.

9 Secretary

- 9.1 The Secretary shall give notice of meetings in accordance with the provisions of this Constitution.
- 9.2 The Secretary shall cause records to be kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Association.
- 9.3 A Minute Secretary may be appointed to assist the Secretary.

10 Amendment of Constitution and Rules

- 10.1 This Constitution may be repealed or amended by resolution of three quarters of members present and voting at the Annual General Meeting or extraordinary general meeting of which not less than 21 days public notice including notice of the proposed repeal, alteration or amendment has been advised.

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11 Finances and Property

- 11.1 The Financial year of the Association shall end on the 31st March unless altered at an Annual General Meeting.
- 11.2 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 11.3 The Income, property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

11.4 Special resolution

- 11.4.1 A special resolution can resolve to wind up the Association.
Special resolution of an incorporated association means;

where the rules of the association provide for the membership of the association – a resolution passed at a duly convened meeting of the members of the association if –

- (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting

- 11.4.2 On dissolution, all property, whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:

- 11.4.3 Such other body also prohibit the distribution of income and property to the members to the extent stated herein; and

- 11.4.4 The Association shall not be dissolved except by approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

12. Standing Orders

- 12.1 If any person behaves in a disorderly or offensive manner the Chairperson shall call that person to order. Failure to comply with the order may result in the Chairperson requesting that person to leave the meeting

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12.2 No member shall at any time purport to represent the Association without prior authorisation from the Chairperson.

This is a annexure marked "A" referred to in the statutory declaration of

Made on the-----Day of-----20-----

Before me (justice of the peace) JP No.-----

Signature-----