

AMENDED CONSTITUTION 24TH OCTOBER 2018

1. Name

The name of the association shall be CURL CURL LAGOON FRIENDS INCORPORATED (referred to in these rules as “the association”)

2. Objects

The objects of the association shall be:

- (a) To pursue the environmental protection and sustainable management of:
 - (i) Curl Curl Lagoon
 - (ii) Greendale Creek
 - (iii) John Fisher Park and Abbott Road Land
 - (iv) all public land within the Curl Curl Lagoon Catchment
 - (v) the Catchment
 - (vi) Beach areas; and
 - (vii) Headland areasand to seek to reduce pollution and desecration of these areas.”
- (b) To gather scientific and other information relating to the past and present condition of the Curl Curl Lagoon system.
- (c) To study in detail the sources and types of pollution impacting on the Greendale Creek and Curl Curl Lagoon environment and to press for measures to control and alleviate such pollution.
- (d) To use this information to consult and co-operate with all relevant authorities in all matters affecting the welfare and beauty of the lagoon system and environs.
- (e) To develop and have implemented a comprehensive management study and plan for the improvement and continued care of the lagoon and creek ecosystem.
- (f) To raise a greater public awareness of the need to clean and maintain the lagoon in a healthy state.
- (g) The association may seek affiliation with other environmental protection organisations.
- (h) To carry out rehabilitation and regeneration work in the Curl Curl Lagoon Catchment.
- (i) To work through the schools and other youth organisations in the Catchment to educate children and hence their families about the impact of their activities on the lagoon environment.

3. Membership

- (i) Subject to these rules the members of the association shall be the members of the association immediately prior to incorporation together with such other people and organisations as the Executive Committee admits to membership.
- (ii) Membership is open to all individuals and organisations who accept the objects and rules of the association.
- (iii) Individuals and organisations wishing to become members of the association shall apply to the Executive Committee for membership.
- (iv) The Executive Committee shall determine whether or not to accept an application for membership. The Executive Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (v) Members shall pay such fees as are determined by the Executive Committee from

time to time.

- (vi) A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- (vii) Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within six months of the due date.
- (viii) Membership fees shall fall due on the first day of each financial year of the association. The financial year of the association shall run from July 1 to June 30 or such other period as is determined by the Executive Committee.
- (ix) Honorary Life Membership can be bestowed on any Member who is, in the opinion of the Executive Committee, has rendered long standing special service to the Association. The granting of Life Membership requires endorsement by a majority vote at a General Meeting. These members become exempt from payment of all membership fees.

4. Members' liability

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

5. Disciplining of members

- (a) A member may be expelled from membership of the association (or otherwise disciplined) by the Executive Committee if in the opinion of the Executive Committee, after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.
- (b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.

6. Disputes between members

- (a) In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the Executive Committee, the following procedure shall apply.
- (b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- (c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- (d) If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with Community Justice Centres Act 1983.

7. Management - by Executive Committee

- (a) The association shall have its affairs controlled and managed by the office bearers and other members known as the Executive Committee. The Executive Committee shall act in accordance with this constitution and any resolution passed by a general meeting of the association that complies with the constitution.
- (b) The office bearers shall be a President, Deputy President, Secretary, Treasurer, Membership Secretary, and Co-ordinator. There shall be up to ten (10) members of the Executive Committee.
- (c) Executive Committee members shall be elected at the Annual General Meeting. These members shall at their first meeting elect from themselves the office bearers.
- (d) The length of terms of the President, Secretary or Treasurer is not specified.

- (e) Each member of the Executive Committee shall hold office from the date of their election or appointment until the next annual general meeting.
- (f) Retiring Executive Committee members are eligible for re-election.
- (g) Casual vacancies. For the purpose of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:
 - (i) dies; or
 - (ii) ceases to be a member of the association; or
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (iv) resigns office by notice in writing given to the secretary; or
 - (v) is removed from office under rule 12; or
 - (vi) becomes a mentally incapacitated person; or
 - (vii) is absent without the consent of the Executive Committee from three consecutive meetings.
- (h) The Executive shall meet at intervals of once every second month or more often as required.
- (i) The quorum for meetings of the Executive Committee shall be one half the number of Executive Committee members elected at the previous annual general meeting.
- (j) Notice of Executive Committee meetings shall be given at the previous Executive Committee meeting or by such other means as the Executive Committee may decide upon.
- (k) Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- (l) If within half an hour of the time appointed for a Executive Committee meeting a quorum is not present the meeting shall be dissolved.
- (m) Additional meeting of the Executive Committee may be convened by the President or any two members of the Executive Committee.
- (n) The Executive may appoint a Patron or Patrons.
- (o) The Executive shall have the power to co-opt members or other persons of the Association for specific purposes, but such co-opt members will not have the power to vote at Executive meetings.
- (p) The Executive shall have the power to fill a vacancy on the Executive and the person so appointed shall hold office until the next General Meeting.

8. Delegation by Executive Committee to sub-committee

- (a) The Executive Committee may form sub-committees of interested people to deal with special needs as and when they arise. All sub-committees must include at least one member of the Executive Committee.
- (b) Sub-committees shall be responsible and accountable to the Executive Committee and shall report on their activities at each meeting of the Executive Committee.
- (c) Sub-committees shall not incur debt or make contracts without the prior approval of the Executive Committee.
- (d) The Executive Committee must provide each sub-committee with a clear statement of the sub-committee's functions and the limits of its powers.
- (e) The Executive Committee may, at its own discretion, continue to exercise any of the functions delegated to a sub-committee.
- (f) The Executive Committee may, at any time, dissolve a sub-committee.
- (g) A sub-committee may meet and adjourn as it thinks proper.

9. General meetings

- (a) An annual general meeting of the association shall be held each year within six months of the end of the financial year of the association.
- (b) Only financial members of the Association may vote at General Meetings. However, the Executive retains the right to invite guests to address any meeting.

- (c) The Executive shall decide when ordinary general meetings of the Association shall be held and shall give at least seven days notice of such meetings to all members.
- (d) Special General Meetings of the Association shall be held at the request of ten or more members and such meetings will be held within 35 days.
- (e) The quorum at a General Meeting shall be 10 members.
- (f) In the case of the annual general meeting the following business shall be transacted:
 - (i) confirmation of the minutes of the last annual general meeting and any intervening special general meeting,
 - (ii) receipt of the Executive Committee's report upon the activities of the association in the last financial year,
 - (iii) election of members of the Executive Committee
 - (iv) receipt and consideration of a statement from the Executive Committee giving a true and fair view of the last financial year of the association's income and expenditure.
- (g) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- (h) All votes shall be given personally and there shall be no voting by proxy.
- (i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- (j) Written notice of general meetings shall be given to members either personally or by post.
- (k) Members who have items of business they wish considered at a general meeting shall give written notice of such business to the secretary. The secretary shall include that business in the next notice calling a general meeting.

10. Election of Executive

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary members of the Executive :
 - (i) 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
 - (ii) must be delivered to the Secretary or President of the association before the election of the Executive
- (b) If insufficient nominations are received to fill all places on the Executive Committee the candidates nominated are taken to be elected and further nomination are to be received at the annual general meeting.
- (c) If insufficient further nominations are received any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of Executive Committee members is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

11. Office bearers

- (a) The President or, in the President's absence, the Deputy President shall act as chairperson at each general meeting and Executive Committee meeting of the association.
- (b) If the President and Deputy President are absent from a meeting or unwilling to act,

the members present at the meeting shall elect one of their number to act as Chairperson.

- (c) The Secretary shall ensure that records of the business of the association including the rules, minutes of all general and Executive Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- (d) The Treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Executive Committee. Major or unusual expenditures shall be authorised in advance by the Executive Committee or a general meeting.
- (e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- (f) The Membership Secretary shall keep a register of all members, including membership applications and renewals. These records shall be available for inspection by any member and shall be held in the custody of the Membership Secretary.
- (g) The duty of the Co-ordinator shall be to maintain liaison with the media, prepare and deliver such publicity as the Executive feels advisable and maintain good public relations for the Association;.

12. Removal of Executive Committee Member

- (a) The association in general meeting may by resolution remove any member of the Executive Committee from the office of Executive Committee member before the expiration of the Executive Committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Executive Committee member so removed.
- (b) If a member of the Executive Committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and request that the representations 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.

13. Special resolutions

- (a) A special resolution must be passed by a general meeting of the association to effect the following changes:
 - (i) a change of the association's name;
 - (ii) a change of the association's rules;
 - (iii) a change of the association's objects;
 - (iv) an amalgamation with another incorporated association;
 - (v) to voluntarily wind up the association and distribute its property;
 - (vi) to apply for registration as a company or a co-operative.
- (b) A special resolution shall be passed in the following manner:
 - (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting.
 - (iii) a quorum must be present at the meeting; and
 - (iv) at least three-quarters of the valid vote must be in favour of the resolution;
- (c) In situations where it is not possible or practicable for a resolution to be passed as

described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

14. Public officer

- (a) The Executive Committee shall ensure that a person is appointed as public officer.
- (b) The first public officer shall be the person who completed the application of incorporation of the association.
- (c) The Executive Committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (d) The public officer shall be deemed to have vacated their position in the following circumstances:
 - (i) death;
 - (ii) resignation;
 - (iii) removal by the Executive Committee or at a general meeting;
 - (iv) bankruptcy or financial insolvency;
 - (v) mental illness or incapacity or;
 - (vi) residency outside New South Wales
- (e) When a vacancy occurs in the position of public officer the Executive Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer
- (f) The public officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - (i) appointment (within 14 days)
 - (ii) a change of residential address (within 14 days)
 - (iii) a change in the association's objects or rules (within one month)
 - (iv) of the association's financial affairs (within one month after the annual general meeting)
 - (v) a change in the association's name (within one month)
- (g) The public officer may be an office bearer, Executive Committee member or any other person regarded as suitable for the position by the Executive Committee.
- (h) The public officer shall keep a register of Executive members of the committee which must -
 - (i) contain the name and residential address of each Executive Committee member and the date on which they became a member of the Executive Committee.
 - (ii) be updated within one month of any change taking place, and
 - (iii) be made available for inspection by any person, at all reasonable hours and free of charge.

15. Funds sources and management

- (i) The funds of the association shall be derived from the fees of members, donations, grants and such other sources approved by the association in general meeting, such other sources as the Executive Committee determines.
- (ii) 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
- (iii) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (iv) 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 Executive Committee determines.
- (v) All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 of 3

- members nominated by the Executive.
- (vi) Where funds are granted for special projects these funds are to be managed in separate accounts in the prescribed manner set out by the requirements of the grant.

16. Common Seal

The common seal of the association shall be kept in the custody of the public officer and shall only be affixed to a document with the approval of the Executive Committee. The stamping of the common seal shall be witnessed by the signatures of two members of the Executive Committee.

17. Alteration of Objectives

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

18. 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.

19. 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.

20. Miscellaneous

- (a) The association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the association.
- (b) In the event that the association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984.
- (c) Service of documents on the association is effected by serving them on the public officer or by serving them personally on two members of the Executive Committee.
- (d) Notices sent by post shall be deemed to have been received two days after the date of posting.
- (e) The income and property of the association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.