



# **Constitution**

## **The North Canberra Community Council Incorporated**

### **as an Association Under the Associations Incorporations Act 1991**

18 September 2019

#### **PREAMBLE**

The North Canberra Community Council (The NCCC) has been established with the primary aim of representing and promoting the interests of the Canberra's Inner North residents.

The NCCC recognises and respects the vital and enduring role played by the Inner North's residents' associations in advancing the interests of the residents of their suburbs.

The governance arrangements of the Council are based on the Inner North's residents' groups being members of the NCCC governing committee.

This arrangement allows all the residents' associations to be 'at the table' and reflects the intention to complement and assist rather than duplicate or supplant the role of these associations.

The NCCC's position on issues will be the outcome of the consensus between residents' groups recognised under this constitution. If a position cannot be agreed, the NCCC will acknowledge that in public statements and in providing input to government.

The principles guiding the operation of the NCCC include: Commitment to sustainability, equity, inclusive prosperity and justice; Community focused; Democratic; Respectful; Valuing diversity; Non-partisan; Trustworthy; Credible; Transparent; Accountable.



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## **A: PRELIMINARY**

### ***Name of Association***

1. The name of the Association shall be 'The North Canberra Community Council Incorporated' (hereinafter called 'The Council').

### ***Objects and Purposes of Association***

2. The aim of the Council is to protect, promote and enhance the economic, cultural, social and environmental well-being of the North Canberra resident community by pursuing the following objectives:
  - a. Fostering a community identity and providing a local forum for voicing issues of concern to the community,
  - b. Promoting the interests of the North Canberra resident community,
  - c. Ensuring that legislators and officials are fully informed of resident community needs and expectations,
  - d. Ensuring that party politics do not impede, or override community wishes,
  - e. Identifying, fostering and assisting residents' community groups and establishing and maintaining a close liaison amongst them,
  - f. Identifying other community groups and establishing liaisons with them in mutual interests and the interests of the resident community,
  - g. Contributing to the physical and social planning of North Canberra and Canberra as a whole,
  - h. Valuing and fostering the diversity of the North Canberra community
  - i. Ensuring that the interests of all residents' groups in North Canberra are properly represented; and
  - j. Informing the community about issues concerning North Canberra.

### ***Interpretation***

3. In these rules unless a contrary intention appears –
  - Casual Vacancy – means a vacancy occurring when a member of the Committee who has been appointed or elected at an Annual General Meeting ceases to be a member of the Committee and includes when an ordinary Committee Member who has been appointed pursuant to a nomination by a Residents' Association ceases to be an ordinary Committee Member because they have been subsequently appointed as an officer of the Committee at an Annual General Meeting;
  - Council Meeting - means an Annual General Meeting, a Public Meeting or a General Meeting of the Council;
  - Financial year - means year ending 30th June each year;
  - General Meeting - means a General Meeting of members of Council convened in accordance with this Constitution;
  - Member - means a person who has become a member of the Council pursuant to this Constitution;
  - North Canberra – is comprised of the Canberra suburbs of Acton, Ainslie, Braddon, Campbell, Civic, Dickson, Downer, Hackett, Lyneham, O'Connor, Pialligo, Reid, Russell, Turner, Watson;
  - Public Meeting – means a meeting arranged by the Committee to further the objects and purposes of the Council which is open to members of the public, and includes a Committee Meeting and a General Meeting;

- Residents' Association - means an association specified in clause 73 and any additional associations recognised pursuant to clause 74;
  - the Act - means the Associations Incorporation Act 1991; and
  - the Regulations - means the Associations Incorporations Regulations.
4. The provisions of the Legislation Act 2001 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 Associations Incorporations Act 1991.

## **B MEMBERSHIP**

### ***Membership of the Council***

5. (1) A person is eligible to be a member of the Council if they are:
- a) at least eighteen years of age,
  - b) a resident of North Canberra; and
  - c) if the suburb they reside in has a Residents' Association, they must be a member of the Residents' Association formed in the suburb in which they reside.
6. An application by a person for membership of the Council shall:
- a) be made in writing,
  - b) include the applicants' name, address, email address and telephone number, and
  - c) if the suburb they reside in has a Residents' Association, include a statement confirming that they are a member of that Residents' Association.
7. Upon receipt by the Secretary of an application which complies with the requirements set out in clauses 5 and 6 the applicant becomes a member of the Council.
8. Any person who was a member of the Council immediately prior to this Constitution coming into effect remains a member of the Council.
9. The names and contact details of Council members, and the date they became a member, shall be entered in a register of members to be kept by the Secretary.
10. A right, privilege, or obligation of a person by virtue of his or her membership of the Council terminates upon cessation of their membership, whether by death, resignation, or otherwise.

### ***Membership Fees***

11. Annual membership fees, if any, for each financial year shall be fixed by the Council at its Annual General Meeting.

### ***Resignation and Cessation of Membership***

12. A member may resign from membership of the Council by giving written notice to the Secretary, which may be done via email. A person ceases to be a member of the Council if and when they cease to reside in North Canberra.

### ***Members' Liability***

13. Any liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council.

## **C: FINANCIAL**

### ***Income and Property of the Council***

14. The funds of the Council may be derived from donations, membership fees, moneys received from the ACT Government, and, subject to any resolution passed by the Council in General Meeting and subject to the Act, such other sources as the Committee determines.
15. The income and property of the Council, however derived, shall be applied solely towards the promotion of the objects and purposes of the Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Council.
16. The Council shall not:
  - a) appoint a person who is a member of the Committee to any office of the Council to the holder of which there is payable any remuneration by way of salary, fees, or allowances, or
  - b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
17. Nothing in the clause 16 prevents the payment in good faith to a servant or member of the Council for:
  - a) remuneration in return for services actually rendered to the Council by the servant or member or for goods supplied to the Council by the servant or member in the ordinary course of business,
  - b) interest at current bank overdraft rate on money lent; or
  - c) a reasonable or proper sum by way of rent for premises let to the Council by the servant or member.

### ***Accounts of Receipts, Expenditure***

18. True accounts shall be kept:
  - a) of all sums of money received and expended by the Council and the manner in respect of which the receipt or expenditure takes place; and
  - b) of the property, credits, and liabilities of the Council, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Council for the time being, those accounts shall be open to the inspection of the members of the Council.
19. The Treasurer of the Council shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Council in such form and manner as the Committee may direct and at all times in accordance with the Act.

### ***Banking and Finance***

20. The Treasurer of the Council shall, on behalf of the Council, receive all monies paid to the Council and forthwith after the receipt thereof, issue official receipts.
21. The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the North Canberra Community Council Incorporated into which all monies received shall be paid by the Treasurer as soon as possible after receipt thereof.
22. Subject to any resolution passed by the Council in General Meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Committee determines.
23. All proposed payments are to be considered at Committee meeting and full details of any approvals to expend Council funds shall be minuted. However, the committee may determine to approve regular or predictable payments in advance to allow prompt payment of bills.
24. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and any other Committee member nominated by the Committee,

and all electronic transfers of funds shall be made by the Treasurer or any other Committee member nominated by the Committee.

25. Subject to the Act, the Committee may provide for limited advances to Committee members in lieu of petty cash and any such advances are to be acquitted to the satisfaction of the Committee.
26. As soon as practicable after each Annual General Meeting, and after each change of authorisation made under clause 24, the Committee shall make a record of the persons authorised at that time to operate the Councils' bank account, and notify the bank of the names of those persons, and of the names of any persons previously authorised to operate the Councils' bank account who are no longer authorised.

### **Reviewer**

27. Each Annual General Meeting of the Council shall appoint a person as Reviewer to undertake a review of the Councils' accounting records in accordance with Part 5 of the Act, who shall hold office until the next Annual General Meeting. Where a person is appointed as Reviewer that person must be a person who is not a member of the Council and has not prepared or assisted with the preparation of the accounts.
28. If an appointment is not made at an Annual General Meeting the Committee shall appoint the Reviewer of the Council for the then current financial year of the Council.
29. If a casual vacancy occurs in the office of Reviewer the Committee may appoint a person as the Reviewer and that person so appointed shall hold office until the next succeeding Annual General Meeting.

### **Review of Accounts of the Council**

30. Once at least in each financial year, the accounts of the Council shall be examined by the Reviewer and reported to the Annual General Meeting.
31. The Committee shall take all reasonable steps to ensure that the Council's accounts are completed at least 14 days before the Annual General Meeting.
32. In his or her report, and in certifying the accounts, the Reviewer shall state:
  - a) whether he or she has obtained the information required by him or her;
  - b) whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Council according to the information at his or her disposal and the explanations given to him or her and as shown by the books of the Council; and
  - c) whether anything has come to the Reviewer's attention that causes the Reviewer to believe that the accounting records do not satisfy the requirements of the Act.
33. The Treasurer or Committee of the Council shall cause to be delivered to the Reviewer a list of all accounts, books and financial records of the Council.
34. The Reviewer -
  - a) has a right of access to the accounts, books, records, vouchers, and documents of the Council,
  - b) may require from the Committee members such information and explanations as may be necessary for the performance of his or her duties as Reviewer,
  - c) may employ persons to assist him or her in investigating the accounts of the Council.

## **D: COUNCIL MEETINGS**

### **Annual General Meeting**

35. The Council shall, in each calendar year within five months of the end of the financial year, hold an Annual General Meeting on a day agreed to by the Committee.
36. The ordinary business of the Annual General Meeting shall be -



- a) to confirm the minutes of the previous Annual General Meeting,
- b) to receive from the Committee and servants of the Council reports required by the Act and reports which consider the activities of the Council during the previous financial year,
- c) to elect the officers of the Committee of the Council,
- d) confirm the appointments of the Residents' Associations' nominees,
- e) to elect ordinary Committee members nominated from suburbs without Resident's Associations pursuant to clauses 76 to 78,
- f) to appoint a Reviewer, and to determine his or her remuneration, if any, and
- g) to determine the remuneration of servants, if any, of the Council.

### **General Meetings**

- 37. General Meetings shall be held at least biannually and shall be open to the public.
- 38. The Committee may convene a General Meeting of the Council.
- 39. The Committee shall, on receipt of a written petition of not less than 10 members, convene a General Meeting of the Council.
- 40. A petition for a General Meeting shall state the objects of the meeting and be forwarded to the Chairperson of the Council.
- 41. If the Committee does not cause a General Meeting to be held within 21 days from the date on which a petition is provided to the Chairperson of the Council, one or more of the petitioners may convene the meeting; but any meeting so convened shall not be held after three months from the date of deposit of the petition.
- 42. A General Meeting convened by petitioners in pursuance of these rules shall be convened as nearly as possible in the same manner as that in which those meetings are convened by the Committee, and all expenses incurred in convening the meeting shall be paid by those petitioning the meeting.

### **Notices of Council Meetings**

- 43. Within 6 weeks following an Annual General Meeting the Committee shall fix a schedule of the times and dates proposed to hold Committee Meetings, General Meetings and Public Meetings for the period up to the next Annual General Meeting, and shall as soon as practicable post the schedule of proposed meetings in a prominent place on the Councils' website. The Committee may revise or change the schedule of proposed meetings from time to time and shall post the revised schedules on the Councils' website.
- 44. A member desiring to bring any business before a General Meeting may give notice of that business to the Secretary prior to 14 days before the date on which the meeting is scheduled to be held. Except if the nature of the business proposed to be dealt with at the meeting requires a special resolution, the Secretary shall at least 10 days before the date the meeting is scheduled to be held give written notice by email to all Council members advising the time, date, place and all items of business included in the agenda for that meeting
- 45. The Secretary shall provide 21 days written notice by email to members of the time, date, location and agenda of an Annual General Meeting or a meeting which includes a matter requiring a special resolution.
- 46. If a majority of members present at the meetings agrees, the Chairperson of a General Meeting may accept business other than those items appearing on the agenda, from the floor.

### **Business and Quorum at Council Meetings**

- 47. A quorum for an Annual General Meeting and a General Meeting shall comprise no less than 10 Council members.
- 48. No item of business shall be transacted at an Annual General Meeting or a General Meeting unless a quorum is present during the time when the meeting is considering that item.

49. If within one half hour after the appointed time for the commencement of an Annual General Meeting or General Meeting a quorum is not present, the meeting, if convened upon the petition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week, at the same time, and (unless another place is specified by the Chairperson of the Council at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
50. The Secretary shall as soon as practicable after the meeting is adjourned give written notice by email to all members of the time, date and place to which the meeting is adjourned.
51. The Annual General Meeting and General Meetings are open to the public. However, only members of the Council are entitled to vote on any question before the meeting.

#### ***Chairperson to Preside at Council Meetings***

52. The Chairperson of the Council, or in his or her absence, the Deputy Chair, shall preside as Chairperson at every meeting of the Council.
53. If the Chairperson and Deputy Chair are both absent from a Council Meeting, the Secretary and then the Treasurer shall preside at the meeting. If none of those officers are present the members shall elect one of their number to preside as Chairperson.

#### ***Adjournment of Council Meetings***

54. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
55. Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
56. Except as provided in clause 55, it is not necessary to give any notice of an adjourned meeting.

#### ***Voting and Determination of Questions Arising at Council and Committee Meetings.***

57. The Council and the Committee shall endeavour to reach all decisions by consensus. Where consensus is not possible decisions will be made by a vote.
58. Each member has only one vote and a matter to be decided at a Council Meeting or meetings of the Committee shall be determined on a show of hands by members present. Members are not entitled to vote by proxy.
59. The Chairperson of the meeting shall declare that a resolution has been carried unanimously, carried by a majority or lost. The entry to that effect in the minute book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. A member of Council can request that his/her vote is identified and recorded in the minute book of the Council.
60. In the case of an equality of voting on a question the matter shall be deemed to be resolved in the negative.

#### ***Local Issues***

61. In relation to matters which relate specifically to issues or affairs arising solely within or impacting solely on a suburb represented by a Residents' Association neither Council nor the Committee may pass a resolution which is inconsistent with the view of that Residents Association as expressed at a meeting of that Association at which the matter is discussed.
62. The Council will always consider any protection that applies to Heritage Precincts in North Canberra and if it decides to take a position which is inconsistent with such protection will provide reasons in writing for this decision

## **E: COMMITTEE**

### ***Affairs of a Council to be Managed by a Committee***

63. The affairs of the Council shall be managed by a Committee of management.
64. The Committee –
- a) shall manage the business and affairs of the Council in accordance with any rules or policies determined by Council,
  - b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these rules to be exercised by the Annual General Meeting or General Meetings of the Council,
  - c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Council; and
  - d) shall appoint a Public Officer from within the membership of the Committee who shall hold office until the next Annual General Meeting after which the Committee may reappoint the Public Officer or appoint a new Public Officer. If the Public Officer resigns the Committee shall appoint a new Public Officer within 14 days.

### ***Officers of the Council***

65. The officers of the Council shall be -
- a) a Chairperson,
  - b) a Deputy Chairperson,
  - c) a Secretary,
  - d) a Treasurer; and
  - e) a Media Coordinator

### ***Duties of the Officers of the Council***

66. The duties of the officers of the Council are as follows:

#### ***a) Chairperson***

- 1) Preside at all meetings of the Council, if present.
- 2) Preserve order and decorum and so exercise authority in conducting business of the Council.
- 3) In consultation with the Secretary, assist in answering any necessary correspondence addressed to the Council.
- 4) Exercise general supervision over the activities of the Council.
- 5) Convene a General Meeting at least two times a year.

#### ***b) Deputy Chairperson***

- 1) The Deputy Chair shall, in the absence or temporary incapacity of the Chairperson, exercise all of the Chairperson's powers and duties, and at other times shall perform such duties as from time to time may be determined by the Committee

#### ***c) Secretary***

- 1) Keep minutes of all elections of office bearers and ordinary Committee members.
- 2) Provide due notice of Council and Committee meetings and the agenda for those meetings.
- 3) Prepare and distribute minutes of the previous meeting to Committee members at least one week prior to the next meeting.

- 4) Ensure minutes are taken of all Committee and General Meetings of the Council.
- 5) Receive and assist the Chairperson answer any necessary correspondence addressed to the Council.
- 6) Ensure streamlined and effective channels of communication are maintained between the Council and its members.
- 7) Ensure streamlined and effective channels of communication are maintained between the Council and the Residents' Associations.
- 8) Ensure sufficient copies of any documents required for meetings are available.
- 9) Record in a register the names and addresses of Council members and ensure the register is maintained strictly in accordance with privacy laws.
- 10) Record the names and addresses/organisations of all persons who attend Council meetings.

**d) Treasurer**

- 1) Collect and receive all monies due to the Council and make all payments authorised by the Council.
- 2) Keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with activities of the Council.
- 3) Be responsible for all banking transactions for the Council and for documentation of the same in the Council's financial records.
- 4) Have all records, accounts, books receipts and vouchers audited in accordance with the provisions of the Act.
- 5) Present a report of the Receipts and Expenditures for the financial year, together with a Balance Sheet of the Council at the Annual General Meeting.

**e) Media Coordinator**

- 1) Manage, and moderate the content of the Councils' website and other online formats within the framework of any digital communication policies and procedures agreed by the Committee.
  - 2) If web master and related digital functions are outsourced to a skilled practitioner/contractor, the Media Coordinator retains the exclusive role of being the committee member to approve the online content.
67. Each officer of the Council shall, subject to these rules, hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
68. In the event of a casual vacancy in any office mentioned in of clause 65, the Committee may appoint another council member to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.

**Constitution of Committee**

69. The Committee shall consist of -
- a) the officers of the Council,
  - b) ordinary Committee Members who shall be nominated to hold office on the Committee by the Residents' Associations in accordance with the procedures set out below, and
  - c) ordinary Committee Members who shall be elected at an Annual General Meeting in accordance with the procedures set out below.
70. A person who holds any elected or appointed position in a political party or is an elected member of or is standing for election to either the Australian Federal Parliament or the Legislative Assembly of the Australian Capital Territory, is not eligible to be an officer or an ordinary Committee member of the Council.

### ***Nominated Ordinary Committee Members***

71. At each Annual General Meeting each of the Residents' Associations listed in clause 73 or recognised pursuant to clause 74 may nominate no more than two of their members to be appointed to the Committee of the Council as ordinary Committee Members. Each person nominated must become a member of the Council prior to taking office on the Committee if they are not already a member of the Council.
72. Notice of nominations of persons for appointment as ordinary Committee Members shall, where possible, be made to the Secretary of the Council in writing signed by a committee member of the Residents' Association to which they belong and include the written consent of the person nominated prior to the commencement of the Annual General Meeting.
73. At the commencement of this Constitution the Residents' Associations, for the purposes of clauses 71 and 72 shall be:
  - a) Campbell – Campbell Community Association Inc
  - b) Dickson – Dickson Residents' Group
  - c) Downer – Downer Community Association
  - d) Hackett – Hackett Community Association
  - e) Lyneham – Lyneham Community Association
  - f) O'Connor – O'Connor Community Inc
  - g) Pialligo – Pialligo Residents' Association
  - h) Reid – Reid Residents' Association
  - i) Turner – Turner Residents' Association
  - j) Watson – Watson Community Association
74. Additional Residents' Associations or a change of name of a Residents' Association listed in clause 73 may be recognised for the purpose of clauses 71 and 72 with the approval of the Committee, a General Meeting or Annual General Meeting of the Council.
75. Each ordinary Committee member nominated at an Annual General Meeting by a Residents' Association shall be appointed to the Committee at the Annual General Meeting, and subject to these rules, hold office until the conclusion of the Annual General Meeting next after the date of his or her appointment to the Committee, but is eligible for re-election or re-appointment.

### ***Election of Ordinary Committee Members***

76. At each Annual General Meeting members who reside in suburbs that do not have a Residents' Association may be nominated for election to the Committee as ordinary Committee Members.
77. Nominations of candidates for election as ordinary Committee Members from suburbs that do not have a Residents' Association shall be made in writing signed by another member of the Council and include the written consent of the candidate (which may be endorsed on the nomination form). Notice of nominations shall be provided to the Secretary prior to 7 days before the Annual General Meeting.
78. Persons eligible to vote at the Annual General Meeting must vote to elect each of the candidates nominated to be ordinary Committee Members, but no more than 2 candidates from each suburb may be elected. Each candidate elected shall, subject to these rules, hold office until the conclusion of the Annual General Meeting next after the date of his or her election to the Committee, but is eligible for re-election.

### ***Election of officers of the Council***

79. Nominations of candidates for election as officers of the Council (as defined in clause 65) shall be made in writing signed by another member of the Council and include the written consent of the candidate (which may be endorsed on the nomination form). Notice of nominations shall be provided to the Secretary 7 days prior to the Annual General Meeting.

80. To remove any doubt, persons who are nominated for appointment or election as ordinary Committee Members in accordance with the procedures set out above may also nominate for election as an officer of the Council and are encouraged to do so.
81. If insufficient nominations are received to fill all vacancies for the positions of officers (as defined in clause 65) of the Council, the candidates nominated shall be deemed to be elected and further nominations for the remaining positions may be taken from the floor at the Annual General Meeting.
82. If the number of nominations received to fill all vacancies for the positions of officers of the Council is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
83. If the number of nominations to fill any of the vacancies for the positions of officers of the Council, exceeds the number of vacancies to be filled, the persons eligible to vote at the Annual General Meeting must vote to elect each of the officers.

***Filling Casual Vacancies of ordinary Committee Members***

84. In the event of a casual vacancy occurring in the office of an ordinary Committee member, the Committee may appoint a member of the Council to fill the vacancy, and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his or her appointment. However, where a vacancy occurs in the office of an ordinary Committee member because a member nominated by a Residents' Association is appointed or elected as an officer of the Council or otherwise ceases to be an ordinary Committee Member, the Committee shall first ask that members' Residents' Association to nominate a further person from its membership to be appointed to the Council as an ordinary Committee member.
85. If the number of ordinary Committee Members appointed and elected pursuant to the procedures outlined above falls below ten persons for any reason, the number of ordinary Committee Member positions required to be filled to provide ten ordinary Committee Members are deemed to be casual vacancies and the Committee may appoint further Committee Members to those vacancies in accordance with clause 84.

***Cessation of Membership***

86. For the purposes of this Constitution, the position of member of the Committee becomes vacant if the Committee member -
  - a) Dies;
  - b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
  - c) becomes of unsound mind;
  - d) resigns his or her office by written notice addressed to the Committee;
  - e) becomes ineligible under provision of clause 70;
  - f) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
  - g) is removed from the Committee by a majority vote at a General Meeting;
  - h) ceases to be a member of the Council; or
  - i) if a representative of a Residents' Association, ceases to be the nominee of that Residents' Association.

***Meetings of the Committee and sub-Committees***

87. The Committee shall meet at least once in each quarter and shall meet at such place and at such dates and times as the Committee determines in the schedule referred to in clause 43 as revised from time to time. Any member of the Council or the public may attend Committee meetings as an observer.

88. At least 48 hours before a Committee meeting is scheduled to be held the Secretary shall send a written notice via email to all Committee members confirming the date, time and location of the meeting and agenda for the meeting.
89. Special meetings of the Committee may be convened by the Chairperson, or any four of its members.
90. Seven days notice in writing shall be given to members of the Council of any special Committee meeting, specifying the general nature of the business to be transacted at such a meeting.
91. Any 4 members of the Committee constitute a quorum for the transaction of business of a meeting of the Committee.
92. If an ordinary Committee member who has been nominated to the Committee by a Residents' Association is unable to attend a Committee meeting or meetings, that person may nominate in writing an alternate person, who is a member of the both the Council and the same Residents' Association as the delegating member, to attend the Committee meeting or meetings as his or her delegate. The alternate person who is so nominated may exercise all the rights of the Committee member who nominated them, including the right to vote as a Committee member at that meeting or meetings.
93. No business shall be transacted 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 shall stand adjourned to the same hour of the same day in the following week, unless another place is specified by the Chairperson, at the same place. All committee members shall be advised as soon as practicable of the time, date and location of the adjourned meeting.
94. At meetings of the Committee the Chairperson, or in his absence the Deputy Chairperson or in both their absence one of the remaining members of the Committee as may be chosen by the members present shall preside.
95. Questions arising at meetings of the Committee, or of any sub- Committee appointed by the Committee, shall be determined by a show of hands or by a poll demanded by the Chairperson or by at least 3 members present.
96. Each member and each alternate person present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the matter is resolved in the negative.
97. Out of session decisions may be made by the Committee if:
  - a) the Committee members have been given 2 days notice of the motion in writing via email, and
  - b) responses have been received from at least 4 Committee members, and
  - c) at least 4 Committee members are in favour of the decision, and
  - d) the majority of the responses received are in favour of the motion.

***Disclosure of conflict of interest***

98. A member of the Committee who has a material personal interest in a matter being considered at a Committee meeting shall disclose his or her interest at the first meeting of the Committee at which the matter is first taken into consideration, if his or her interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of his or her interest.
99. No member of the Committee shall vote as a member of the Committee in respect of any matter in which they have a material personal interest or be present while that matter is being considered at the meeting.
100. If a member of the Committee becomes interested in a contract or arrangement made with the Council after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Committee after he or she becomes so interested.
101. No member of the Council shall vote at a Council meeting in respect of any matter in which they have a material personal interest or be present while that matter is being considered at the meeting.

### ***Sub-Committees of the Committee***

102. The Committee may at any time appoint a Sub-Committee or Sub- Committees as it may think fit, the members of whom shall be members of the Council, and shall prescribe the powers and functions thereof.

## **F: MEMBERSHIP MATTERS**

### ***Disciplining/Expulsion of Members***

103. Subject to section 50 of the Act, where the Committee has determined by resolution that a member has acted in a manner prejudicial to the interests of the Council to a degree that is sufficient to warrant their suspension or expulsion from membership of the Council, the Committee shall as soon as practicable cause a notice in writing to be served on the member stating:
- a) the terms of the resolution of the Committee and the grounds on which it is based;
  - b) that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 35 days after service of the notice;
  - c) the date, place and time of that meeting;
  - d) that the member may attend at the meeting and speak at the meeting or submit to the Committee at or prior to the meeting written representations relating to the resolution.
104. At the meeting of the Committee referred to in clause 103 the Committee shall:
- a) give the member an opportunity to make oral representations
  - b) give due considerations to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - c) by resolution decide whether to suspend or expel the member from membership of the Council.
105. Where the Committee resolves to suspend or expel the member from membership of the Council, the Secretary shall, within 7 days of the resolution, by notice in writing inform the member of that decision and of the member's right of appeal pursuant to clauses 107 to 112.
106. A resolution made by the Committee to suspend or expel a member does not take effect until the expiration of the period within which the member is entitled to appeal where the member does not appeal, or if the member does appeal unless and until the Council confirms the resolution pursuant to clause 111.

### ***Right of Appeal of Member***

107. A member on whom a notice under clause 105 of this Constitution is served may appeal against the suspension or expulsion to a General Meeting by delivering or sending by email to the Secretary, within 7 days after the service of that notice, a petition in writing demanding the convening of a meeting for the purpose of hearing his or her appeal.
108. Upon receipt of a petition under clause 107 the Secretary shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a General Meeting of members to be held within 21 days after the date on which the petition is received by the Secretary.
109. At a General Meeting convened pursuant to clause 108 -
- a) no business other than the question of the suspension or expulsion shall be transacted,
  - b) the Committee may place before the meeting details of the grounds of the suspension or expulsion and the Committee's reasons for the suspension or expulsion,
  - c) the member shall be given an opportunity to be heard; and
  - d) the members present, except for any members who voted in the decision of the Committee to suspend or expel the member, shall vote on the question of whether the suspension or expulsion should be lifted or confirmed.



110. If at this Meeting a majority of the members present vote in favour of the lifting of the suspension or expulsion, it shall be deemed to have been lifted and the member is entitled to continue his or her membership of the Council.
111. If at this General Meeting a majority of the members present vote in favour of the confirmation of the suspension or expulsion, the suspension or expulsion takes immediate effect.
112. A member who is the subject of a procedure to suspend or expel them must not initiate a dispute resolution procedure in relation to the matter which is the subject of the suspension or expulsion procedure until the suspensions or expulsion procedure has been completed.

### ***Removal of Committee Members***

113. The Council in General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

### ***Dispute Resolution Procedure***

114. In the event of a dispute arising under the Act or the Constitution between a member and another member, or a member and the Council, a member who is a party to the dispute may make a written request to the Committee to appoint a person or persons to hear and determine the dispute.
115. Within 21 days of receiving such a request the Committee shall appoint an unbiased person or persons to hear and determine the dispute (the decision-maker/s). A decision-maker may be a person who is not a member of the Council, but who has appropriate experience or expertise to hear and determine the dispute.
116. The Committee shall, without undue delay serve upon all parties involved in the dispute a notice in writing:
  - a) outlining the general nature of the dispute
  - b) identifying the decision-maker/s appointed to hear and determine the dispute, and
  - c) stating the date, time and place at which the dispute resolution hearing shall take place.
117. A member may appoint any person to act on behalf of the member in the dispute resolution procedure.
118. The decision-maker/s must ensure that each party involved in the dispute is given an opportunity to be heard on the matter which is the subject of the dispute, either orally or in writing or both.
119. The decision-maker/s shall, within 21 days of hearing the dispute, notify each party to the dispute, in writing, about the decision and give reasons for the decision.
120. A member on whom a notice under clause 119 of this Constitution is served may appeal against the decision to a General Meeting by delivering or sending by email to the Secretary, within 7 days after the service of that notice, a petition in writing demanding the convening of a meeting for the purpose of hearing an appeal from the decision made by the decision-maker/s.
121. Upon receipt of a petition under clause 120, the Secretary shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a General Meeting of members to be held within 21 days after the date on which the petition is received by the Secretary.
122. At a General Meeting convened pursuant to clause 121 -
  - a) no business other than the appeal from the decision made by the decision-maker shall be transacted,
  - b) the member appealing the decision may place before the meeting details of the dispute and the grounds upon which the appeal is being made,
  - c) all parties to the dispute and the decision-maker/s shall be given an opportunity to be heard; and

- d) the members present, except for any members who were parties to the dispute or appointed decision-maker/s, shall vote on the question of whether the decision appealed from should be overturned, varied, or confirmed.
123. If a member has initiated a dispute resolution in relation to a dispute between the member and the Council, the Council must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed:
- a) the member who initiated the dispute resolution procedure (complainant member);
  - b) a member of the association appointed by the complainant member to act on behalf of the complainant member in the dispute resolution procedure.

## **G: MISCELLANEOUS**

### ***Alteration of Constitution***

124. The rules set out in this Constitution may be varied or amended by special resolution passed by 75 percent of Council members voting at an Annual General Meeting or General Meeting.
125. Notice of any proposed variation or amendment shall be included in the notice calling the General Meeting of which at least 21 days notice is given. This must include a notice in writing to propose the resolution as a special resolution.
126. A variation or amendment to the objects and purposes of the Council shall not be effective until the notice has been lodged with the Registrar-General.
127. An alteration of the rules is of no effect until a copy of the alteration is lodged with the Registrar-General.

### ***Seal of the Association***

128. If the Council has a common seal, it shall be in the form of a rubber stamp inscribed with the name of the Council encircling the word 'seal'.
129. The common seal shall not be affixed to any instrument except by the authority of the Committee and affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Secretary.
130. The common seal shall remain in the custody of the Secretary.

### ***Notice***

131. Any notice that is required to be given by this Constitution or the Act may be given via email or in writing delivered personally or by prepaid post.

### ***Custody of Books***

132. Subject to the Act, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Council, except those records and accounts required to be kept by the Treasurer.

### ***Inspection of and Access to Books***

133. The records, books and other documents of the Council must be open to inspection at a place in the ACT, free of charge, by a member of the Council at a reasonable hour and upon the member giving reasonable notice of their request to make the inspection. Subject to the Act, members may, after giving reasonable notice, access and obtain copies of documents of the Council. The Committee may determine fees for providing copies of Council documents to members.

## **H: AUTHORITY TO REPRESENT THE COUNCIL**

### ***Spokesperson***

134. The Chairperson acts as the spokesperson of the Council and where appropriate the Chairperson may delegate that power to another member for specific issues.