



Hawkesbury City Council

attachment
to
item 255

Hawkesbury Sister City
Association's Constitution
Adopted 16/7/07(amended 12/11/07)
Effective on 23 July 2007

date of meeting: 27 November 2007
location: council chambers
time: 5:00 p.m.

Hawkesbury Sister City Association Inc Constitution

1. NAME

The name of the organisation shall be the Hawkesbury Sister City Association Incorporated and is hereinafter referred to as "the Association".

2. OBJECTS

The objects of the Association shall be:-

- 2.1. To promote international understanding at all levels of the local community on a continuing long term basis, with Temple City, California, USA, Kyotamba, Japan and with any other Sister Cities, as determined from time to time, by the Association and Hawkesbury City Council.
- 2.2. To develop sporting, youth and cultural exchange programs to people of all ages and walks of life within the City of Hawkesbury and its Sister Cities as determined in 2.1

3. MEMBERSHIP

- 3.1. Subject to this Constitution membership is open to all resident of the City of Hawkesbury by attendance at a properly constituted meeting of the Association. Membership shall be endorsed by the entering of the person's name into the register of members.
- 3.2. A register of members shall be kept by the Association showing the name, address and date of commencement of membership of each member. Provision for noting the date cessation of membership shall also be contained in the register.
- 3.3. Membership is open to all individuals and organisations of the City of Hawkesbury who accept and agree to abide by the objects and Constitution of the Association. An unincorporated organisation is not capable of being a member of the Association, but it may nominate individuals to be members to represent it.
- 3.4. Each member of the association by virtue of his or her membership shall be deemed to have accepted the provisions of the Constitution.
- 3.5. Churches, Service Clubs and other organisations within the community may become members by notifying the Association, in writing, of the representative who will attend meetings on their behalf. Such nomination being accepted by the Association shall be entered into the register of members.
- 3.6. Members shall pay such fees as are determined by the Association at a General Meeting. Membership fees shall fall due on the first day of each financial year of the Association. The financial period of the Association shall run from July 1 to 30 June or such other period as is determined by the Association. Fees of Hawkesbury City Council delegates will be paid by the Association from the funding provided to the Association by Hawkesbury City Council.
- 3.7. The Committee may confer Life Membership to the Association. Nominations shall be in written form, signed by the member nominating and the nominee. Decision shall be on the simple majority of committee members present at the meeting. Fees of Life Members or Honorary Members of the Association may be paid by the Association.

4. MEMBERS LIABILITY

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

5. DISCIPLINING OF MEMBERS

The procedure for disciplining of members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

6. MANAGEMENT COMMITTEE

- 6.1. Subject to any direction given to the contrary by the Association in General Meeting, the whole of the administration at the Association shall be vested in and shall be controlled by a Management Committee elected for that purpose to each Annual General Meeting of the Association. The Management Committee shall consist of:-

President
Vice President
Secretary
Treasurer
Minutes Secretary
Youth Representatives (2)
Historian
Publicity Officer
Interpreter
Eleven (11) other members of the Association elected for that purpose by the Association at the Annual General Meeting
Hawkesbury City Council Delegates (to be determined by Council)

- 6.2. Committee members are eligible for re-appointment.

7. MEETING OF THE ASSOCIATION

- 7.1. Annual General Meeting:-

- 7.1.1. The first Annual General Meeting of the Committee was held on the 26th day of October 1983.
- 7.1.2. Subsequent Annual General Meetings of the Committee shall be held no later than the first day of December in each year.

- 7.2. The business of each Annual General Meeting shall be:-

- 7.2.1. To receive the written annual reports of:-
The President
The Vice-President
The Secretary
The Treasurer
The Historian
The Interpreter
The two Youth Representatives
The Minutes Secretary
The Publicity Officer
- 7.2.2. To receive the audited financial statement of the Association for the financial year last ended.
- 7.2.3. To elect the Executive for the forthcoming year.
- 7.2.4. To elect remaining members of the Association for the forthcoming year.
- 7.2.5. To transact such other business as the meeting may decide.

- 7.3. All the assets and the property of the Association whatsoever whether presently existing or to be acquired in the future are hereby vested in the Council of the City of Hawkesbury as Trustee and such Trustee shall be entitled to the exclusive possession of the same and shall and are hereby given full power and authority to take all such proceedings to protect the assets and property of the Association and to recover damages in respect of the same as may to the Trustees appear visible. Subject thereto the Trustees shall deal with such property in accordance with any resolution of the Management Committee.
- 7.4. Special General Meetings of the Association shall be held at such time and place as the Management Committee may direct.
- 7.5. The Secretary shall cause notices of every General Meeting whether Annual or Special to be given by post to each member of the Association and shall cause a notice to be published in a local paper circulating within the area at least fourteen (14) days prior to the date appointed for change of meeting.

Each notice shall specify:-

- 7.5.1. The date, time and place at which each such meeting is to be held;
- 7.5.2. The nature of the business to be transacted thereat. The accidental omission to give notice of any General Meeting to any member or members of Association and the non-receipt of any such notice by any such member or members shall not affect the validity of business transacted at such meetings.

8. QUORUMS, VOTING AND CHAIRPERSON

- 8.1. The President of the Association shall be the Chairperson of each meeting of the Association and of each meeting of the Management Committee. If the President is not in attendance at any such meeting, the Vice-President shall be the Chairperson and if neither the President nor the Vice-President is in attendance, the members in attendance at the meeting and entitled to vote shall elect a Chairperson for that meeting from their number.
- 8.2. The Chairperson of every General Meeting for the Association and of every meeting of the Management committee shall have a casting vote as well as a deliberate vote.
- 8.3. Quorums
 - 8.3.1. The quorum required for General Meetings of the Association shall be ten (10) members of the Association and the quorum for meetings for the Management Committee shall be seven (7) elected members of the Management Committee.
 - 8.3.2. If, within thirty (30) minutes of the time set down for the commencement of any meeting of the Association or the Management Committee a quorum shall not be present the meeting shall hereupon be adjourned to the same time and place seven (7) days later and at any such adjourned meeting the members in attendance at the date appointed for commencement of the meeting shall form a quorum for that adjourned meeting.
- 8.4. At all General Meetings of the Association and at all meetings of the Management Committee each motion put to vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or not less than two (2) members present. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has or has not on a show of hands been carried and an entry to that effect in the books containing the minutes of the proceedings of the meeting shall be final evidence of the result of the voting on each motion.
- 8.5. Unless otherwise provided by the provisions of this Constitution, all matters shall be decided upon by ordinary resolution. An ordinary resolution shall be passed if not less than one-half of the members in attendance at such meetings and entitled to do so vote in favour of the motion thereof. A special resolution shall be passed if not less than three

quarters of the members in attendance at such meetings and entitled to do so vote in favour of the motion thereof.

8.6. A maximum of two (2) Councillors, elected by Council, will have voting rights.

9. ELECTION OF MANAGEMENT COMMITTEE

9.1. Nominations

- 9.1.1. Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee: -
- 9.1.2. 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
- 9.1.3. must be delivered to the secretary of the association prior to the commencement of the annual general meeting at which the election is to take place.
- 9.1.4. If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 9.1.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 9.1.6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 9.1.7. The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

9.2. Secretary

- 9.2.1. 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.
- 9.2.2. It is the duty of the secretary to keep minutes of:
 - 9.2.3. all appointments of office-bearers and members of the committee
 - 9.2.4. the names of members of the committee present at a committee meeting or a general meeting, and
 - 9.2.5. all proceedings at committee meetings and general meetings.
- 9.2.6. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

9.3. Treasurer

It is the duty of the treasurer of the association to ensure:

- 9.3.1. that all money due to the association is collected and received and that all payments authorised by the association are made, and
- 9.3.2. 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.

9.4. Casual vacancies

- 9.4.1. For the purposes of these rules, a casual vacancy in the office of a member of the committee 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 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

10. MANAGEMENT COMMITTEE

- 10.1. The Management Committee shall meet not less frequently than once in each month (other than January) at such time and place as it shall for that purpose appoint.
- 10.2. The Business of the meeting of the Management Committee shall be directed by the Management Committee.

11. OFFICE BEARERS

- 11.1. The executive of the Association shall comprise of President, Vice-President, Secretary and Treasurer.
- 11.2. The members of the executive of the Association shall retain office (subject to the provisions of the Constitution) until the conclusion of the next Annual General Meeting after their election.
- 11.3. In the event of any casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy.
- 11.4. The office of any members of the Executive or the Committee shall become vacant if:-
- 11.4.1. The person resigns the position in writing;
 - 11.4.2. The person becomes bankrupt or insolvent;
 - 11.4.3. The person dies whilst in office;
 - 11.4.4. The person becomes of unsound mind
 - 11.4.5. The person ceases to be a member of the Association
 - 11.4.6. At a General Meeting of the Association a special resolution in that regard and of which due notice has been given, is passed;
 - 11.4.7. The person absents themselves without leave for three (3) consecutive meetings and the Management Committee or the Association resolves to declare the position vacant.

12. FUNDS, ACCOUNTS AND AUDIT

- 12.1. All monies received by the Association or by any person on behalf of the Association shall be transmitted forthwith to the Treasurer of the Association who shall deposit the same without deduction to the banking account of the Association and shall issue a receipt of all monies received.

- 12.2. A petty cash account shall be conducted by the Treasurer on an imprest system, but no payment shall be made therefrom in excess of two hundred dollars (\$200.00) for any one payment.
- 12.3. Subject to the provision of sub-clause (b) thereof, all payments made on or behalf of the Association shall be made by cheque drawn on the Association's bank account and each cheque shall be signed by two of the Executive.
- 12.4. The payment of all accounts of the Association shall be approved by the Management Committee and full details of all such approvals shall be entered in the minute's book of the Management Committee.
- 12.5. Each financial year of the Association shall commence on 1st July and end on 30th June in the next year.
- 12.6. Hawkesbury City Council will act as the Association's auditor.
- 12.7. The funds of the Association shall be derived from fees of members, donations, Hawkesbury City Council grants, Government grants and other such sources approved by the Association.
- 12.8. 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.

13. AMENDMENT OF THIS CONSTITUTION

This constitution or any part thereof may be amended by a special resolution of the Association passed at a General Meeting, or Annual General Meeting, of the Association convened for that purpose.

14. MINUTES OF PROCEEDINGS

- 14.1. The Minutes Secretary of the Association shall cause to be made and kept in the book set aside for that purpose full and accurate minutes of:-
 - 14.1.1. All appointments of office bearers;
 - 14.1.2. Members present at each meeting of the Association;
 - 14.1.3. All proceedings of every meeting of the Association and of the Management Committee.
- 14.2. All minutes of each meeting shall be set before the next meeting of the Association or Management Committee as the case may be from which such minutes were taken, for the purpose of confirmation. Upon confirmation by such meeting, the minutes shall be signed by the Chairperson of that meeting and shall thereupon be prima facie evidence of the business transacted at the meeting to which such minutes refer.

15. DISSOLUTION

- 15.1. The Association shall be dissolved in the event of an according to the tenor of the special resolution for the purpose passed at a General Meeting of the Association convened for that purpose or for purposes including that purpose.
- 15.2. Upon passage of a resolution in accordance with the provisions of paragraph (a) of this rule, all assets and funds of the Association shall after payment of all expenses and liabilities be handed over to the Hawkesbury City Council for use of such other community purpose as the /council may from time to time decide.

16. SUB-COMMITTEES

The Management Committee may at any time from time to time delegate to a Sub-Committee or Sub-Committees of its members appointed for that purpose any one or more of its powers, rights and/or obligations (except this power of delegation) as it may see fit and may revoke, modify and/or suspend such delegation.

17. PUBLIC OFFICER

- 17.1. The Committee shall appoint the Public Officer.
- 17.2. The first Public Officer shall be the person who completed the application for incorporation for the Association.
- 17.3. The Committee at any time may 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.
- 17.4. The Public Officer shall be deemed to have vacated their position in the following circumstances:-
 - 17.4.1. Death
 - 17.4.2. Resignation
 - 17.4.3. Removal by the Committee or by a General Meeting

18. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.

19. MISCELLANEOUS

- 19.1. The Association shall may effect and maintain insurance.
- 19.2. Service of documents on the Association is effected by serving them on the Public Officer or by serving them on two members of the Board Committee.
- 19.3. The income and property of the Association derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of divided, bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association