

Constitution of Dangar Island League Incorporated

Adopted : 21 June 2014

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1 Name

- 1.1 The name of the organisation shall be **Dangar Island League Incorporated** for which the short title "League" is used in the text below.

2 Objectives

- 2.1 The objectives of the League shall be:

To further the interests of the Dangar Island community and to exercise stewardship of our environment.

3 Interpretation

- 3.1 A word or expression that is used in this Constitution and that is defined in the *Associations Incorporation Act 2009* (the Act) or the *Associations Incorporation Regulation 2010* (the Regulation) has the same meaning in this Constitution.
- 3.2 Notes included in this Constitution do not form part of this Constitution.
- 3.3 Appendices to this Constitution form part of this Constitution.

4 Membership

- 4.1 Membership of the League shall be open to any ratepayer of, or adult whose principal residence is on, Dangar Island who accepts the Constitution of the League.
- 4.2 Adults wishing to become members of the League should apply to the Management Committee for membership.

Note: Applicants for membership will be requested to provide evidence as to their eligibility, which will include a current rates notice, or other evidence of principle residency such as a lease agreement or utility bill.

5 Register of Members

- 5.1 The League shall maintain a register of current members of the League showing name, island address of resident or ratepayer, postal address if different from island address, and date of joining.

Note: Members may also be requested to provide email contact details, which will be kept in a separate list and not made available for public inspection.

6 Members' liability

The members of the League 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.

7 Management

- 7.1 The management of the League will be vested in a Management Committee consisting of:
- (a) the office bearers; and
 - (b) at least 3 (three), and up to 5 (five) other Management Committee members.
- 7.2 Except in respect of urgent matters when it is impossible to refer a question to a general meeting, the Management Committee will not enter into any transaction nor commit the League to any policy that has not been approved by a general meeting.
- 7.3 Any transaction or commitment made under the exception provided for in Cl.7.2 shall be reported to members as soon as practical, and in any event, at the League meeting following the making of the transaction or commitment.
- 7.4 No remuneration or other benefit in money or money's worth shall be given by the League to any member of the Management Committee except repayment of out-of-pocket expenses or reasonable and proper rent for premises let to the League.
- 7.5 A member of the Management Committee who is directly or indirectly interested in a contract or proposed contract with the League shall immediately disclose the nature of such interest. Such disclosure will be recorded in the minutes, and the member will temporarily withdraw from the meeting, and take no further part in deliberation or decision with regard to that contract.

8 Office Bearers and other Management Committee Members

- 8.1 All Management Committee members must be League members
- 8.2 The office bearers of the League will comprise:
- (a) President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer.
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- 8.3 There shall be at least 3 (three) and up to 5 (five) other members of the Management Committee who will be elected at the Annual General Meeting (AGM).
- 8.4 Any casual vacancy on the Management Committee may be filled by the Management Committee, until such time as an election can be held at the next ordinary general meeting.

9 Election of Management Committee

- 9.1 All office bearers and other Management Committee members, including special and sub-committee members, shall vacate their respective positions at the AGM following that at which they were elected.
- 9.2 A candidate for a position as office bearer or other member of the Management Committee must be nominated by two members of the League, in writing and accompanied by the written consent of the nominee.
- 9.3 The nominations must be delivered to the secretary or to the island letter box of the League at least 8 days before the date fixed for the AGM at which the vote is to take place.
- 9.4 A notice detailing nominations will be prominently displayed on notice boards on the island 7 days before the date fixed for the AGM at which the vote is to take place.
- 9.5 If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the AGM.
- 9.6 If insufficient further nominations are received to fill all vacancies (including at least 3 Management Committee member vacancies in addition to office bearers), the positions on the Management Committee are taken to be casual vacancies.
- 9.7 In the event that the number of candidates for any position exceeds the number of vacancies, election shall proceed by secret ballot and the primary system of voting, for which each ballot paper must be initialled by the Returning Officer or an appointed assistant and duly accounted for after the ballots have been collected.

10 Special Committees/Sub-Committees

- 10.1 The Management Committee or members of the League present at a properly constituted general meeting may appoint special committees or sub-committees to undertake specific tasks.
 - 10.2 The President, Secretary, or a Management Committee member delegated thereby, shall be members of all special or sub-committees ex officio.
 - 10.3 Any financial member of the League may attend any meeting of any special or sub-committee.
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- 10.4 All special or sub-committees must report proceedings and resolutions at all ordinary general meetings.
- 10.5 Minutes of all special or sub-committees must be lodged with, and maintained by, the Secretary of the League.

11 Public Officer

- 11.1 The Management Committee shall ensure that a person is appointed as Public Officer.
 - 11.2 The Public Officer must be an office bearer or other Management Committee member.
 - 11.3 The Management Committee may at any time remove the Public Officer from that role and appoint a new person to the role provided the person so appointed is a member of the Management Committee.
 - 11.4 The Public Officer will be deemed to have vacated their position in the following circumstances:
 - (a) death;
 - (b) resignation;
 - (c) removal by the Management Committee or at a general meeting;
 - (d) bankruptcy or financial insolvency;
 - (e) mental illness.
 - 11.5 When a vacancy occurs in the position of Public Officer the Management Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
 - 11.6 The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - (a) Appointment (within 14 days);
 - (b) A change of residential address (within 14 days);
 - (c) A change in the League's Constitution (within one month);
 - (d) A change in the League's financial affairs (within one month of the AGM);
 - (e) A change in the League's name (within one month).
 - 11.7 The Public Officer must keep a register of Management Committee members, which must contain for each Management Committee member their name, island address, postal address if different from island address, and date on which they
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became a member of the Management Committee. This register must be updated within a month of any change taking place.

12 Financial Year and annual financial reporting

- 12.1 The financial year shall conclude on the thirtieth day of June each year.
- 12.2 The League will lodge an annual summary of financial affairs in the approved form with the Director General within one month after the AGM following the end of the financial year.

13 Annual Subscription

- 13.1 A member must pay an annual membership fee as determined by members at a general meeting:
 - (a) except as provided by paragraph (b), on or before 1 July in each calendar year, or
 - (b) if the member becomes a member after 1 July in any calendar year, on becoming a member and on or before 1 July in each succeeding calendar year.
- 13.2 Members may pay any dues outstanding preceding the Annual General Meeting following the end of the financial year.

14 Notice of Meetings

- 14.1 Notices of meetings detailing time, date, place and agenda, including motions on notice, shall be given by the secretary and prominently displayed on notice boards on the island before such meeting.

Note: The intention is also to post notices of meetings on the League website, and to email to those members who have registered their email addresses.
 - 14.2 An AGM must be specified as such in the notice convening it.
 - 14.3 Notice of the AGM will include a call for nominations for the Management Committee.
 - 14.4 Except if the nature of the business proposed to be dealt with at a meeting requires a special resolution, notice must be given at least 14 days before the meeting.
 - 14.5 If the nature of the business proposed to be dealt with at a meeting requires a special resolution, notice must be given at least 21 days before the meeting, specifying in addition to the matters in 14.1 the intention to propose the resolution as a special resolution.
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- 14.6 No business other than that specified in the notice of the meeting is to be transacted at the meeting, except in the case of an AGM, business specified in cl. 15.3

15 Annual General Meetings

- 15.1 The Annual General Meeting will be held within 6 months after 30 June of each year

Note: The intention is in ordinary circumstances to hold the AGM during the month of September.

- 15.2 The quorum for an AGM will be ten (10) members.
- 15.3 In addition to any other business which may be transacted at an annual general meeting, the business of an AGM will include:
- (a) Acceptance of the minutes of the preceding AGM;
 - (b) The President's Report;
 - (c) The Report summarising the financial affairs of the League for the previous financial year;
 - (d) Election of office-bearers and members of the Management Committee;
 - (e) Appointment of sub-committees
- 15.4 If a quorum is not present within a half hour of the time set down for the meeting, the meeting shall be adjourned to the same time and place (7) days later. If at such an adjourned meeting a quorum is not present within half an hour of the notified starting time of the meeting, then those members present shall be deemed to constitute a quorum.

16 Ordinary General Meetings

- 16.1 There will be at least two (2) ordinary general meetings, in addition to the AGM, held each year, spaced approximately 3 to 4 months apart.
- 16.2 The quorum for an ordinary general meeting will be ten (10) members.

17 Special General Meetings

- 17.1 A Special General Meeting will be convened at the request in writing of:
- (a) Any 2 members of the Management Committee;
 - (b) Any 5 financial members;
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- (c) By resolution of the Management Committee.

17.2 The quorum for a Special General Meeting will be ten (10) members.

18 **Proceedings at General Meetings**

18.1 Proceedings at General Meetings will be conducted according to the Standing Orders included in Appendix 1 to the Constitution.

19 **Voting**

19.1 On any question arising at a meeting of the League a member has one vote only.

19.2 All matters for resolution at a general meeting of the association are to be determined as an ordinary resolution, except where this constitution or Act specifically provide for a special resolution.

19.3 All special resolutions and all votes conducted under clause 9.7 (election of Management Committee Members in the event that the number of candidates for any position exceeding the number of vacancies) will be determined by secret ballot.

Note: A resolution is a formal decision passed by the association in accordance with its constitution. There are two types of resolutions, ordinary and special. An ordinary resolution is passed if more than half of the formal votes cast support it. Most decisions at a general meeting are made by ordinary resolution. Under the Act, a special resolution, including any change to the Constitution, is only passed if at least three quarters of the votes cast support it.

19.4 All resolutions other than those specified in cl.19.3 are to be determined by either:

- (a) a show of hands; or
- (b) on the motion of the President, or if 5 or more members present at the meeting call for a secret ballot, by secret ballot.

19.5 All votes must be given personally or by proxy.

19.6 In the event that a vote is to occur by way of secret ballot a Returning Officer shall be appointed by the Management Committee prior to the conduct of the vote. The Returning Officer may not be a member of the Management Committee.

19.7 In the case of an equality of votes the motion shall be decided in favour of the status quo.

19.8 In order to vote, members' current dues must be paid in accordance with clause 13.1.

20 Appointment of proxies

- 20.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting in respect of which the proxy is appointed. Notice may be given by delivering the proxy to the Secretary or the letter box of the League at least 3 hours before the meeting,
- 20.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to the Constitution.

21 Management Committee meetings and quorum

- 21.1 The Management Committee must meet at least 3 times in each period of 12 months at such place and time as the Management Committee may determine.
- 21.2 Additional meetings of the Management Committee may be convened by the president or by any member of the Management Committee.
- 21.3 Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 21.6 No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 21.8 At a meeting of the Management Committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.
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22 Funds of the League

- 22.1 The Treasurer shall keep accounts to the common standard and make a full written financial report to every general meeting.
- 22.2 Receipts shall be issued for all monies received and such monies shall be deposited intact at the earliest possible date in a bank account in the name of the Dangar Island League Inc.
- 22.3 A majority of members at a general meeting of the League may by resolution authorise expenditure but notice of motion shall be required for any proposal to spend a total of more than \$1500.00 on any single project.
- 22.4 The Management Committee may authorise the expenditure of an amount not exceeding \$750.00 on any single project provided full details are reported to the members of the next ordinary general meeting.
- 22.5 Payments shall be made by cheque signed by any two (2) of the President, Vice-President, Secretary or Treasurer or by EFT authorised by any two (2) of the President, Vice-President, Secretary or Treasurer.

23 Minutes and documents

- 23.1 Correspondence and other documents must be signed on behalf of the League by two authorised signatories, these being office bearers of the League and the public officer.
- 23.2 The secretary shall keep and maintain minutes and records of attendance of all League meetings, including those of management and all special committees. Minutes will include all resolutions and a précis of general discussion.
- 23.3 The minutes of an AGM shall be presented to and confirmed at the next AGM.
- 23.4 The minutes of special general meetings shall be presented to the following ordinary general meeting.
- 23.5 The minutes of ordinary general meetings shall be presented to the following ordinary general meeting or AGM, whichever is conducted first.

Note: Minutes of all League meetings will also be posted on the League website, and if possible a copy of the minutes of the previous AGM, general meeting or special general meeting (as the case may be) will be made available in the Dangar Island Café.

24 Resolution of Disputes

- 24.1 In the event of a dispute arising between members (in their capacity as members) or between member(s) and the League, which cannot be resolved through good faith discussion between the parties in dispute within 1 month of the dispute arising, the dispute may be referred to a neutral third party whose identity has been agreed to by the parties in dispute, for further facilitated discussion.
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- 24.2 Failing agreement as to the identity of a neutral third party or resolution within one month of referral to the neutral third party, the dispute is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- 24.3 If the dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

25 Dissolution

- 25.1 The League shall be dissolved in the event of membership dropping below fifteen (15) members or on the passing of a Special Resolution at a Special General Meeting to consider such a question.
- 25.2 Upon the dissolution of the League all assets and funds of the League shall, after the payment of all expenses and liabilities, be handed over to such registered or exempted charity as a simple majority of members of the Special General Meeting so convened may decide.

26 Amendment of Constitution

- 26.1 The name, objects and/or Constitution of the League may only be amended by way of a Special Resolution passed at any ordinary general meeting for which the notice of the proposed amendments shall have been given or at a Special General Meeting convened for the purpose of considering such amendments.

27 Custody and Inspection of Books

- 27.1 The register of members must be open for inspection free of charge by any member of the association at any reasonable hour.
- 27.2 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 27.3 Except as otherwise provided by this constitution, 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.
- 27.4 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- (a) records, books and other financial documents of the association,
 - (b) this constitution,
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- (c) minutes of all Management Committee meetings and general meetings of the association.

27.5 A member of the association may obtain a copy of any of the documents referred to in 27.4 on payment of a fee of not more than \$1 for each page copied.

APPENDIX 1: Standing Orders for General Meetings of the League

(Clause 18.1)

1. ORDER OF BUSINESS

- (1) Opening and apologies
- (2) Introduction of New Members.
- (3) Minutes of Previous Meeting:
 - a. Acceptance
 - b. Business Arising (to be limited to matters arising directly from the Minute of the previous meeting and not to include matters that will be dealt with in Reports and General Business).
- (4) Management Committee reports:
 - a. President
 - b. Secretary - including correspondence and business arising from such (to be limited to matters that will not be dealt with in other and General Business)
 - c. Treasurer
 - d. Others as required
- (5) Subcommittee reports (if any)
- (6) Motions on Notice
- (7) General and other Business

2. RULES OF DEBATE

- (1) All business shall proceed by way of motions, which motions and amendments thereto shall be affirmative in form and moved and seconded. Any motion or amendment that is not seconded shall lapse.
 - (2) Any amendment may be moved to a motion provided that such amendment is in the opinion of the Chairman relevant to the motion and not a direct negative thereto.
 - (3) Any number of amendments may be debated during the debate on the original motion but not more than one amendment shall be moved at a time
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and the mover of any further amendment shall give notice of his or her intention to move such further amendment and the text thereof.

- (4) Unless a majority of the members present at the meeting agree otherwise no person except the mover of a motion may speak more than once on that motion or any amendment thereof.
 - (5) The mover of a motion shall have the right to reply but when such right is exercised the debate shall be closed and the motion (or, if any amendment thereof has been moved and seconded, then the amendment) shall be put to the vote.
 - (6) If any amendment be carried on the vote it becomes the motion and subject to a debate on any further amendment of which notice has been given the motion as amended shall be put to the vote without further debate.
 - (7) After the mover and seconder of a motion have spoken, the order of successive speakers shall be at the discretion of the Chairman who should be guided by the order in which persons present indicate their intention to speak by rising or in some other manner.
 - (8) The Chairman shall control all debates and the decision of the Chairman on any question of procedure arising during a debate shall be final unless overruled by a resolution of a majority of members present at the meeting, provided that any question affecting the Constitution and Rules of the League shall be dealt with under the provisions thereof.
 - (9) No motion or amendment after being moved and seconded may be withdrawn without the consent of the meeting.
 - (10) Unless a majority of the members present at the meeting agree otherwise, the following time limits shall apply to any debate on a motion before the chair:
 - (a) Mover of Motion - opening address: maximum of five (5) minutes;
- closing reply: maximum of three (3) minutes;
 - (b) Any Other Speaker - maximum of three (3) minutes.
 - (11) No member shall be interrupted when speaking provided that a member may draw attention to a point of order whereupon the debate shall not proceed until the Chairman has ruled on the point of order.
 - (12) No motion that has been carried shall be rescinded until after the elapse of twenty-one (21) days, and any motion that has been twice rejected shall not be again debated until after the elapse of six (6) months.
 - (13) A report containing a recommendation may be discussed on a motion being moved for its adoption which on being carried will signify the will of the meeting thereon. If the report contains no recommendation it shall be competent for a member to move a resolution arising out of and relative to the report to obtain the opinion of the meeting on the matter.
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- (14) The Chairman shall have the right to be heard without interruption at any stage of the meeting and any member offending against this Order or any of the above Standing Orders may be warned by the Chairman and, if the member offends again at the same meeting or any adjournment thereof, may be suspended by the Chairman for the remainder of the meeting or for such lesser time as the Chairman shall decide.

APPENDIX 2a: Appointment of Proxy

(Clause 20)

I, (full name)

of (full address).....

being a member of the Dangar Island League, hereby appoint the following proxy to vote on my behalf at the meeting of the Dangar Island League (general meeting, annual general meeting or special general meeting, as the case may be) to be held on theday of(month & year) and at any adjournment of that meeting.

I appoint as my proxy:

*(Mark **only one** box with an X)*

The League Member

(full name of proxy)

☐

The Secretary of the Dangar Island League

☐

I instruct my proxy to vote as follows:

*(Mark **only one** box with an X)*

In favour of the motion

☐

Against the motion

☐

At the proxy's discretion

☐

The Motion: *(Insert motion details)*

Signature of Member appointing proxy

Date

Notes:

- A proxy vote may only be given to a person who is a paid up member of the League
 - Completed proxy forms must be lodged with the Secretary of the League at least 3 hours before the start time of the meeting by:
 - Posting to: The Secretary, Dangar Island League, PO Dangar Island, NSW 2083
 - Depositing in the "League" letterbox at the Café on the Island
 - Scanning and emailing to: secretary@dangarislandleague.net
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APPENDIX 2b: Appointment of Proxy for election of League Management Committee

(Clause 20)

I, (full name)

of (full address).....

being a member of the Dangar Island League, hereby appoint the following proxy to vote on my behalf at the meeting of the Dangar Island League (general meeting, annual general meeting or special general meeting, as the case may be) to be held on theday of(month & year) and at any adjournment of that meeting.

I appoint as my proxy:*(Mark **only one** box with an X)***The League Member**

(full name of proxy)

☐**The Secretary of the Dangar Island League**☐**I instruct my proxy to vote as follows:***(Mark **only one** box with an X)***At the proxy's discretion**☐**As indicated below**☐*Complete this section **only** if you marked "As indicated below" in the section above***OFFICE BEARERS** *(Mark one (1) box for **each** office bearer with an X)***President**☐*Name 1*☐*Name 2*☐*Name 3*☐*Name n...***Vice President**☐*Name 1*☐*Name 2*☐*Name 3*☐*Name n...***Treasurer**☐*Name 1*☐*Name 2*☐*Name 3*☐*Name n...***Secretary**☐*Name 1*☐*Name 2*☐*Name 3*☐*Name n...*

*Complete this section **only** if you marked "As indicated below" in the section above*

OTHER MANAGEMENT COMMITTEE MEMBERS

Select up to nine (9) Management Committee members by NUMBERING the boxes from 1 to 9 in order of preference

Name 1

Name 2

Name 3

Name 4

Name 5

Name 6

Name 7

Name 8

Name 9

Name 10

Name 11

Name n...

Note: A maximum of five Other Management Committee members can be elected. The 5 "Other Management Committee Member" candidates with the highest vote will be elected excluding those candidates that have been successful in being elected as office bearers namely President, Vice President, Treasurer or Secretary.

Signature of Member appointing proxy

Date

Notes:

- A proxy vote may only be given to a person who is a paid up member of the League
- Completed proxy forms must be lodged with the Secretary of the League at least 3 hours before the start time of the meeting by:
 - Posting to: The Secretary, Dangar Island League, PO Dangar Island, NSW 2083
 - Depositing in the "League" letterbox at the Café on the Island
 - Scanning and emailing to: secretary@dangarislandleague.net