

LANE COVE ALIVE LEADERSHIP GROUP INC

***[DRAFT]* CONSTITUTION AND RULES**

1. Name

The name of the incorporated association is **LANE COVE ALIVE LEADERSHIP GROUP INC** hereunder referred to as “**the Organisation**”.

2. Mission

The mission of the Organisation, a not-for-profit association, is to provide community leadership and to work co-operatively for the benefit of the Lane Cove Village Area by advocating, educating, promoting, implementing and facilitating agreed positions and priorities.

3. Statement of Objectives

The objectives of the Organisation are as follows:

- i) to add value and develop the Lane Cove Village life style,
- ii) to help the Lane Cove Village Community to understand, develop and achieve a competitive edge,
- iii) to provide input into the effective management of the public realm, so that it is attractive, safe and accessible to all,
- iv) to organise/promote and encourage mutually supportive, practical partnerships between business, service providers, public authorities (including Lane Cove Council) and the Lane Cove Community (including residents/workers and visitors),
- v) to review/amend/adopt the Draft Lane Cove Alive strategic action plan prepared by P P & P,
- vi) to create a shared vision of Lane Cove Village that can be used to identify/promote and articulate the Organisation’s functions now and in the future,
- vii) to develop retail and business skills/expertise and awareness by business owners and operators,
- viii) to celebrate Lane Cove Alive and deliver adopted actions in the Lane Cove Alive Strategic Action Plan, and
- ix) to work co-operatively with other organisations.

4. Membership

4.1 Membership of the Organisation shall be restricted to the following persons:

- (a) four (4) persons who must reside in the lane Cove local government area, and who must not have commercial or business interests in the Lane Cove business district,
- (b) four (4) persons who must be business or commercial property representatives or operators Lane Cove local government area,
- (c) one (1) person who is under the age of 21 years (at the time of initial appointment or election) and who otherwise resides in the Lane Cove local government area, and
- (d) the person for the time being holding the position of General Manager of Lane Cove Council or his or her nominee.

4.2 The initial members of the Organisation (from and by whom the first office bearers of the Organisation shall be elected by ordinary ballot as soon as practicable after their appointment) shall be appointed for a term of not more than 3 years by an independent selection panel convened by the person for the time being holding the position of General Manager of Lane Cove Council in the manner determined by that person but shall be eligible for re-appointment or re-election if otherwise qualified. All subsequent members of the Organisation shall be elected or appointed from a select panel of suitably qualified persons who, after a transparent process of public notification and calling for expressions of interest, have expressed interest in being members of the Organisation and who are otherwise eligible for election or appointment at the relevant time.

4.3 A person ceases to be a member of the Organisation if the person:

- * dies, or
- * resigns membership, or
- * except in the case of the youth member - loses the requisite qualification as a member, or
- * is not re-elected or re-appointed in accordance with these Rules, or
- * is expelled from the Organisation by resolution.

4.4 An election for members of the Organisation shall be held every 3 years and shall take place at an Annual General Meeting of the Organisation, the first such election to coincide with the expiration of the term of office of the initial members of the Organisation.

4.5 Where a casual vacancy occur in the office of a member of the Organisation occurs, the Board shall appoint a person holding the requisite qualification to fill the vacant position.

4.6 Members of the Organisation (including members of the Board and the Executive) are not entitled to any remuneration in respect of their services. However, the Organisation may pay to or on behalf of its members reasonable allowances towards their necessary out-of-pocket expenses for conveyance and subsistence in travelling (if any).

4.7 Unless otherwise resolved by the Organisation, there shall be no entrance fees, subscriptions or other amounts to be paid by members of the Organisation.

5. Annual General Meetings and Special General Meetings

- 5.1 With the exception of the first annual general meeting of the Organisation, the Organisation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members which shall be open to ordinary members of the public.
- 5.2 The Organisation must hold its first annual general meeting within the period of 18 months after its incorporation under the Act, and within the period of 6 months after the expiration of the first financial year of the Organisation.
- 5.3 Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.
- 5.4 The annual general meeting of the Organisation is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the committee thinks fit.
- 5.5 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Organisation during the last preceding financial year,
 - (c) to elect, when necessary to do so, office-bearers of the Organisation,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- 5.6 An annual general meeting must be specified as such in the notice convening it.
- 5.7 The Board may, whenever it thinks fit, convene a special general meeting of the Organisation.
- 5.8 The Board must, on the requisition in writing of at least 2 of the members of the Organisation, convene as expeditiously as possible a special general meeting of the Organisation. A requisition of members for a special general meeting must state the purpose or purposes of the meeting, must be signed by the members making the requisition, and must be lodged with the Secretary.

6. The Board

- 6.1 There shall be a Board which shall consist of all of the members of the Organisation.

6.2 The role of the Board is to:

- (a) monitor the performance of the Organisation,
- (b) establish a business plan and ensure outcomes therein,
- (c) adopt annual estimates of revenue and expenditure having regard to the business plan,
- (d) review the business plan and its contents as required,
- (e) make broad policy decisions within the objectives of the Organisation, and
- (f) communicate effectively with Lane Cove Council and the Lane Cove community.

7. **The Executive**

7.1 There shall be an Executive of the Organisation which shall consist of the following office bearers of the Organisation all of whom must be members of the Organisation:

- (a) a Chairperson,
- (b) a Secretary,
- (c) a Treasurer, and
- (d) one other person,

all such persons (other than the first elected office bearers of the Organisation referred to in clause 4.2) to be elected annually at the Annual General Meeting of the Organisation.

7.2 Between meetings of the Board the role of the Executive shall be to determine matters relevant to the Board's responsibility in circumstances where:

- (a) in the opinion of the Executive the matter is such that it must be determined prior to the next ordinary meeting of the Board, and
- (b) it would be impractical to convene an extraordinary meeting of the Board.

8. **The Chairperson**

8.1 The Chairperson shall preside at all meetings of the Organisation (including, unless otherwise directed by resolution of the Organisation, all meetings of the Board and the Executive). In the absence of the Chairperson, the Secretary shall preside at any meeting of the Organisation. In the absence of the Chairperson and the Secretary, the members present at the meeting shall elect one of their members to preside.

8.2 The Chairperson, unless otherwise directed by resolution of the Organisation, shall:

- (a) act as spokesperson for the Organisation,
- (b) exercise leadership and give direction to the Organisation,

- (c) represent the Organisation to other Agencies and Governments,
- (d) present the Organisation and its decisions in a positive way to the community, media, government and other interested groups,
- (e) together with the General Manager of Council and Treasurer authorise the expenditure of funds provided provisions has been made within the adopted budget, and
- (f) call special meetings as required.

9. **Meetings of the Board**

- 9.1 The Board of the Organisation will meet at least monthly (or at such other intervals as it may decide) on an agreed date to consider policy and major issues, and to review regular financial reports provided by the Treasurer.
- 9.2 The financial statements of the Organisation shall be submitted to the Annual General Meeting and be made public.
- 9.3 Each member shall be notified of meetings not less than seven days before each meeting. In the case of a Special Meeting, 48 hours notice shall be given.
- 9.4 A Special Meeting of the Organisation may be called by:
 - (a) the Chairperson, or
 - (b) notice signed by three (3) members.
- 9.5 The Board of the Organisation will maintain full and accurate minutes of meetings.

10. **Business at Meetings of the Organisation**

- 10.1 Business conducted at a meeting of the Organisation (including any meeting of the Board or the Executive) shall consist of:
 - (a) matters of which due notice has been given.
 - (b) matters, which the Chairperson determines to be of urgency of which due notices has not been given.
 - (c) consideration of recommendations, reports and correspondence which are consistent with the objectives of the Organisation.

11. **Voting**

- 11.1 At any meeting of the Organisation (including any meeting of the Board or the Executive) each member is entitled to one vote.
- 11.2 The Chairperson shall have both a deliberative vote and, in the event of equality of votes, a casting vote, other than in the election of the Chairperson or Secretary.
- 11.3 All votes must be given personally and there is no provision for voting by proxy.

12. **Quorum**

A quorum at a meeting of the Organisation (including any meeting of the Board or the Executive) shall consist of a number being half of the number of members plus one.

13. **Procedure**

The procedure at a meeting of the Organisation (including any meeting of the Board or the Executive) shall be in conformity as far as practicable with the ordinary common law, procedures and practices of meetings (known generally as the “law of meetings”).

14. **Resolution of Internal Disputes**

If a dispute arises between members (in their capacity as members) of the Organisation, or between members and the Organisation, all endeavours must be made by the parties in question to resolve the dispute in a spirit of cooperation. If endeavours to resolve the matter do not achieve agreement between the parties within 14 business days of the first meeting called to resolve the dispute, the parties must seek the assistance of an external mediator to assist them to resolve the matter. The parties shall reach an agreement in writing on the choice of mediator and shall, at least 7 days before a mediation session is to commence, exchange statements of the issues that are in dispute between them and supply copies to the mediator.

15. **Disciplining of Members**

15.1 A complaint may be made to the Board by any person that is a member of the Organisation has persistently refused or neglected to comply with a provision or provisions of the rules or has persistently and wilfully acted in a manner prejudicial to the interests of the Organisation.

15.2 On receiving such a complaint, the Board must cause notice of the complaint to be served on the member concerned, must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.

15.3 The Board may, by resolution, dismiss the member from membership of the Organisation or suspend the member from membership of the Organisation if, after considering the complaint, it is satisfied that the facts alleged in the complaint have been proved.

15.4 If the Board dismisses or suspends a member, the Chairperson must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken the action and of the member’s right of appeal under Clause 16.

16. **Right of Appeal of Disciplined Member**

16.1 A member may appeal to the Organisation in general meeting against a resolution of the Board under Article 14 within 7 days after notice of the resolution is served on the member, by lodging with the Executive a notice to that effect.

- 16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 16.3 On receipt of a notice from a member under Clause (i), the Executive must notify the Board which is to convene a general meeting of the Organisation to be held within 28 days after the date on which the Executive received the notice.
- 16.4 At a general meeting of the Organisation convened under Clause 16, the Executive and the member must be given the opportunity to state their respective cases orally or in writing, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5 If at the general meeting the Organisation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

17. Powers of the Organisation

- 17.1 The Organisation shall, for the purpose of attaining its objectives, have power, in accordance with this Constitution, to:
- (a) make submissions to Governments and other agencies, consistent with the objectives of the Organisation and adopted Business Plan;
 - (b) carry out the objectives of the Organisation; and
 - (c) raise/receive funds:
 - i. in respect of the staffing of the Organisation
 - ii. for the purpose of carrying out of projects or studies agreed by the Organisation
 - iii. for any other purpose that may be authorised by the Organisation and funded in whole or in part by Council. **NB.** Capital works on public land may be carried out only with Council approval/and are to be generally funded by Council.
- 17.2 None of the foregoing shall affect the right of an individual member acting in its own right on any matters.
- 17.3 The control, regulation, maintenance and management of the exercise of these powers is vested in the meetings of members in accordance with this Constitution subject to any delegation of authority which may have been granted.
- 17.4 The Organisation may, by resolution, and within limits defined in such resolution, authorise the Executive, a member, staff or other persons to exercise or perform on behalf of the Organisation any power, authority, duty or function other than any power, authority, duty or function the Organisation, by resolution, reserves for itself.

18. Staffing

The Organisation shall have the power to appoint or otherwise engage on such terms (including terms as to remuneration) as the Organisation thinks fit a Place Manager/co-ordinator as well as other such staff as the Organisation may require from time to time.

19. **Advisory Sub-Committees**

19.1 The Organisation may, from time to time, appoint any number of Committees in connection with any work, activity or object of the Organisation.

19.2 The Organisation shall have power to co-opt any person to assist and/or comprise a sub-committee.

20. **Office**

The Office of the Organisation shall be at . . . (location to be inserted).

21. **Financial year**

The Organisation's financial year shall commence on 1 July and terminate on 30 June.

22. **Finance**

22.1 The Organisation shall determine an Annual Budget which will include:

- the amount of proposed revenue and expenditure by the Organisation
- the amount in hand available for such expenditure
- any additional amount required to be raised to meet such expenditure

22.2 In the event of any expenditure not covered by the Annual Budget, the Organisation shall prepare a statement showing:

- the amount and nature of the extraordinary expenditure
- the amount in hand available to meet the expenditure after allowing for estimated ordinary expenditure for the balance of the year
- any additional amount required to be raised to meet the extraordinary expenditure

22.3 The Organisation shall pay all moneys received by it to a bank account held in the name of the Organisation and shall use such moneys for the purpose of, and subject to, the terms of this Constitution.

22.4 All accounts shall be operated in such manner and by such persons as the Organisation shall from time to time determine. Payments of accounts may be authorised by any two (2) of the Chairperson, Secretary and Treasurer. All payments made shall be reported to the Board.

22.5 The accounts of the Organisation shall be kept according to the same principles as the accounts approved by the auditors to the Organisation.

23. **Auditors**

23.1 The Organisation shall appoint an auditor who shall annually audit the accounts of the Organisation.

23.2 The audited accounts shall be presented to a meeting of the Organisation at a date to be determined each year.

24. Annual Report

The Organisation shall submit an Annual Report to each member and the Lane Cove Council with the notice of the Annual General Meeting.

25. Termination of Membership

A member may withdraw from membership of the Organisation on giving two months notice of termination to the Organisation. When such termination takes effect the Constitution remains in force between the remaining members of the Organisation.

26. Amendments

This Constitution (including the statement of objectives of the Organisation) may be altered from time to time by a resolution passed at a meeting of the Organisation by votes equivalent to three-fourths the number of members entitled to vote, provided that the majority of members are represented.

27. Termination of Organisation

Upon the termination of this Organisation the debts and liabilities of the Organisation shall be discharged out of the assets of the Organisation. The balance of the assets shall be given to Lane Cove Council.

28. Member's Liabilities

The liability of a member of the Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the association is limited to the amount of \$1.

29. Common Seal

29.1 The common seal of the Organisation must be kept in the custody of the public officer (Secretary).

29.2 The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures of either 2 members of the Executive or by 1 member of the Executive and of the Public Officer.

30. Register of Members and Custody of Books

Except as otherwise provided by these rules, the Secretary must keep and maintain in his or her custody or under his or her control all records, books and other documents relating to the Organisation as well as a register of members of the Organisation.

31. Inspection of Books

The records, books and other documents of the Organisation must be open to inspection, free of charge, by a member of the Organisation at any reasonable hour.

HISTORY:

Constitution Adopted: [DATE TO BE INSERTED].

Amended: