

CONSTITUTION OF THE YARRALUMLA RESIDENTS ASSOCIATION INCORPORATED

Agreed at the General Meeting of the Association
Held on September 6, 2022

1. Name:

The name of the Association shall be the "Yarralumla Residents Association Incorporated".
The standard abbreviation of the registered name shall be "YRA".

2. Interpretations:

In this Constitution, unless the contrary intention appears:

- (a) *The Association* means the *Yarralumla Residents Association Incorporated*.
- (b) *Member* means a Member of the Association pursuant to Clause 6 below.
- (c) *'Public Officer'* means the Public Officer of the Association for the purposes of the Associations Incorporation Act (as amended, and hereinafter referred to as "the Act").
- (d) *Committee* means the Committee of the Association as defined in Clause 13 below.
- (e) *General Meeting, Annual General Meeting and Special General Meeting* mean meetings of the Association in accordance with this Constitution.

3. Objectives and Purposes:

The Yarralumla Residents Association aims to represent all those in the community who reside in Yarralumla, with particular emphasis on maintaining and improving the quality of life for the residents of Yarralumla.

Its specific aims are:

- (a) To provide a focus and co-ordination point for representing the views of the Yarralumla community;
- (b) To work towards maintaining and improving the quality of life of the Yarralumla community; and
- (c) To keep the Yarralumla community informed about policy, environmental and social issues affecting or likely to affect Yarralumla.

4. Powers:

The Association may, for the purposes of carrying out these Objectives and Purposes, seek incorporation, hold and dispose of real or personal property, enter into contracts, receive gifts, act as trustees, be a beneficiary and perform all such acts in the law as are required or are incidental to such legal functions.

5. Income and Property:

The income and property of the Association shall be applied to the promotion of the Objectives and Purposes of the Association and no portion thereof shall be transferred by way of profit to any individual Member.

The Committee shall maintain a record of all tangible assets of the Association.

If, upon winding up the Association there remain, after the satisfaction of its debts, any assets, these shall be distributed equitably only to such societies whose constitutions likewise prohibit the distribution of their income or property to their individual Members.

6. Membership:

- (a) The membership of the Association shall consist of Ordinary Members and Household Members (collectively referred to as "Members").

Ordinary Members shall be Members who are at least 18 years of age who reside in Yarralumla.

Household Members shall be those Members who apply for such membership category who are at least 18 years of age who reside at the same residential address in Yarralumla.

- (b) Membership shall become effective after payment of the appropriate subscription. Payment of the appropriate subscription shall indicate agreement by the Member to abide by this Constitution.

7. Voting rights of Members:

Members shall have the right to vote on all resolutions submitted to a general meeting. Each Member entitled to vote may vote in person, or by postal vote, or by electronic vote or by proxy. Ordinary Members shall be entitled to one (1) vote, and Household Members shall be entitled to up to two (2) votes per membership.

8. Members' liability:

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association, as required under the membership provisions and finance provision of this Constitution.

9. Disciplining of Members:

- (a) If the Committee is of the opinion that a Member—

- (i) has persistently refused or neglected to comply with a provision of this Constitution; or
- (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Committee may, by a two-third majority vote of the total number of Committee Members pass a resolution to—

- (iii) expel the Member from the Association; or
- (iv) suspend the Member from the rights and privileges of membership of the Association that the Committee may decide for a specified period.

- (b) A resolution of the Committee under Clause 9 (a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Clause 9 (c), confirms the resolution in accordance with this Clause.

- (c) If the Committee passes a resolution under Clause 9 (a), the Secretary must, as soon as practicable, serve a written notice on the Member—

- (i) setting out the resolution of the Committee and the grounds on which it is based; and
- (ii) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (iii) stating the date, place and time of that meeting; and
- (iv) informing the Member that the Member may do either or both of the following:
 - i. attend and speak at that meeting;

- ii. submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- (d) Subject to the Act, at a meeting of the Committee mentioned in Clause 9 (b), the Committee must—
- (i) give to the Member mentioned in Clause 9 (a) an opportunity to make oral representations; and
 - (ii) give due consideration to any written representations submitted to the Committee by that Member at or before the meeting; and
 - (iii) by resolution decide whether to confirm or to revoke the resolution of the Committee made under Clause 9 (a).
- (e) If the Committee confirms a resolution under Clause 9 (d), the Secretary must, within seven (7) days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under Clause 10.
- (f) A resolution confirmed by the Committee under Clause 9 (d) does not take effect—
- (i) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - (ii) if within that period the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with Clause 10 (d).

10. Right of Appeal of Disciplined Member:

- (a) A Member may appeal to the Association in General Meeting against a resolution of the Committee that is confirmed under Clause 9 (d), within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) On receipt of a notice under Clause 10 (a), the Secretary must notify the Committee which must call a General Meeting of the Association to be held within 28 days after the date when the Secretary received the notice or as soon as possible after that date.
- (c) Subject to the Act, at a General Meeting of the Association called under Clause 9 (b)—
 - (i) no business other than the question of the appeal may be transacted; and
 - (ii) the Committee and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution made under Clause 9 (d) should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Clause 9 (d), that resolution is confirmed.

11. Meetings:

- (a) The Annual General Meeting shall be held within five (5) months of the end of each financial year. The business of the meeting shall include:
 - (i) A report by the Committee on the activities of the Association during the past financial year;
 - (ii) A reviewed statement of accounts presented by the Treasurer;
 - (iii) Election of the Committee for the ensuing year;
 - (iv) and

- (v) Fixing of any subscription;
- (b) Notice of Annual General Meetings, Special General Meetings, and General Meetings shall be given to Members by email and residents by a notice on the YRA Website and the YRA Notice Board at the Yarralumla Shops. However, where the Committee assesses that a General Meeting needs to be held in less time than 21 days, the Committee shall notify Members by email of a General Meeting, and residents by a notice on the YRA Website and the YRA Noticeboard at Yarralumla Shops not less than one (1) week before the scheduled meeting. If a Member does not have an email address, a notice will be delivered to their residential address or nominated postal address;
- (c) Special General Meetings may be held following receipt of a requisition giving reasons for requiring a meeting, signed by five (5) or more Members. The notice of meeting shall specify the business to be discussed, and no other business shall be brought forward unless with the consent of not less than two-thirds of those present;
- (d) A quorum for a meeting shall consist of six (6) Members;
- (e) A General Meeting shall have the power to make alter or repeal by-laws; and
- (f) Motions may be approved by a simple majority of Members who are present at an approved meeting or who have appointed proxies in writing to the Secretary prior to the meeting.
- (g) A General Meeting may at the sole discretion of the Committee, be held in two or more places linked together by technology that:
 - (i) gives the Members present at those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the Chairperson to be aware of proceedings in each place; and
 - (iii) enables the Members in each place to vote on a show of hands and on a poll.
- (h) For a General Meeting is held in two (2) or more places in accordance with Section 11(g)
 - (i) a Member present at one of the places is taken to be present at the General Meeting; and
 - (ii) the Chairperson of the General Meeting may determine at its sole discretion which place the meeting is taken to have been held.

12. Election of Committee:

- (a) Nominations for Office Bearers and Members of the Committee should be in the hand of the Secretary prior to the Annual General Meeting;
- (b) In the event of there being more nominations than offices or positions available, an election shall be held and appointments shall be made by preferential ballot of those present at the meeting;
- (c) In the event of there being fewer nominations than offices or positions available, the Secretary may call for nominations from the floor of the Annual General Meeting; and
- (d) Nominees for positions on the Committee must declare any interests that are potentially in conflict with the Objectives and Purposes of the Association at the time of nomination. The Officer Bearer presiding at the Annual General Meeting will announce all such declarations that have been made prior to the meeting; and
- (e) Members must have been financial Members of the Association for seven (7) days before they are eligible to nominate or vote.

13. Committee Management:

- (a) The affairs of the Association shall be managed by a committee (the "Committee"), elected from Members, consisting of a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a Public Officer (individually and collectively referred to as "Office Bearers") and not more than six (6) other Members;
- (b) The Committee shall assume office upon its election at an Annual General Meeting, and shall retire upon the election of its successor at the next Annual General Meeting;
- (c) Should any office become vacant during the course of the year, the Committee may, at its discretion, appoint a Member to fill the vacancy until the next General Meeting;
- (d) The office of any Committee Member becomes vacant if the Committee Member:-
 - (i) dies;
 - (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors compounds with his/her creditors;
 - (iii) resigns his/her office by writing under his/her hand addressed to the Committee;
 - (iv) ceases to be a Member of the Association; or
 - (v) is disqualified from office under subsection 63 (1) of the Act;
- (e) At meetings of the Committee a quorum shall consist of six (6) Members;
- (f) Committee meetings shall be called by the Secretary at the request of the President or any other two (2) Members of the Committee as often as the business of the Committee may require, and shall be so called at least quarterly;
- (g) The Committee may make, alter or revoke by-laws not inconsistent with this Constitution, for the internal management of the Association;
- (h) It is the duty of the Public Officer to ensure compliance with the Act, particularly in relation to notification to the registrar-general set out in Sections 33, 59, 62 (1) & (2) of the Act.;
- (i) Reports of the Committee activities shall be made available to any Member of the Association upon request;
- (j) The Association shall indemnify Members of the Committee against actions for damages resulting from actions or omissions of the Committee;
- (k) Sub-committees:
 - (i) Sub-committees may be established by the Committee for any issue. A sub-committee will include at least one (1) Member of the Committee;
 - (ii) All sub-committee Members must be Members of the Association;
 - (iii) The chair of the sub-committee will be the elected Committee Member who will report back to the Committee as agreed by the Committee;
 - (iv) Sub-committee Members may seek information and advice from individuals and organisations as agreed by the Committee;
 - (v) Sub-committee Members may not communicate on behalf of the Association in any way unless agreed by the Committee. All formal correspondence must be submitted to the Committee for ratification and distribution under the name of the President or Secretary or other appropriate person as agreed by the Committee;
 - (vi) Members of sub-committees may be invited to attend some or all Committee meetings;
 - (vii) Any costs that are to be incurred by the sub-committee must have prior Committee approval;

- (viii) Members of sub-committees should declare any interests that are potentially in conflict with the Objectives and Purposes of the Association;
- (l) In the absence of the President, another Committee Member as agreed by the Committee Members present at the start of the meeting will preside at the meeting (the "Chairperson").
- (m) Prior to a long period of absence of an Office Bearer, that individual shall nominate, for approval by the Committee, another Committee Member to be delegated the responsibilities of his/her office for up to three (3) months. If necessary such a delegation may be renewed.

14. Secretary:

The Secretary shall be responsible for:

- (a) Conducting the correspondence of the Association and filing copies of all correspondence;
- (b) Keeping Minutes to include records of votes and decisions of all meetings of the Association and the Committee;
- (c) Sending notices of meetings and reports to each Committee Member and making arrangements for meetings; and
- (d) The Assistant Secretary shall perform the tasks listed above at the direction of the Secretary and shall fulfil these responsibilities in the absence of the Secretary.

15. Treasurer:

The Treasurer shall be responsible for:

- (a) Keeping true accounts of all moneys received and paid by the Association and proper records of the Association's assets and liabilities;
- (b) Issuing receipts for subscriptions and other moneys received on behalf of the Association, and paying such moneys into the Association's bank;
- (c) Paying accounts on behalf of the Association, as approved by the Committee. Payments may be made by cheque, electronic transfer or, in the case of petty cash items, cash;
- (d) Keeping a register of Members showing their names addresses, email (if available) and the financial status of these Members in respect of Association membership;
- (e) Preparing a statement of receipts and expenditure and bank account reconciliation for presentation to the Annual General Meeting, and,
- (f) The Assistant Treasurer shall perform the tasks listed above at the direction of the Treasurer and shall fulfil these responsibilities in the absence of the Treasurer.

16. Finance:

- (a) The financial year shall end on June 30 of each year;
- (b) Any subscription shall be fixed by the Association at its Annual General Meeting for the following financial year.
- (c) The annual subscription shall become due on 1 July of each year, or, in the case of new Members, immediately upon joining
- (d) For persons joining during the year, the annual subscription fee is pro-rated per quarter. Members renewing are not eligible to pro-rata renewal fees;

- (e) The Association may, for the purpose of carrying out its objectives, raise and expend moneys except that money may not be raised in the form of loans;
- (f) All monies paid to the Association shall be banked in a bank to be decided upon by the Committee;
- (g) Moneys shall not be drawn from an account of the Association unless authorised in writing by two (2) Committee Members, other than the Treasurer, for amounts up to and including \$250.00 or by four (4) Committee Members, including the Treasurer, for amounts in excess of \$250.00. Email communication shall be treated as written authorisation;
- (h) Money shall be drawn from an account by cheque or using electronic transfer. In the case of a cheque, such cheque shall be signed by either the Treasurer or Assistant Treasurer;
- (i) The Treasurer and Assistant Treasurer shall be authorised to initiate electronic transfers of funds, subject to the conditions set out in (g) above. Only the Treasurer and Assistant Treasurer are authorized to establish and access electronic funds transfer on behalf of the YRA and are required to keep secure all passwords and access information relating to YRA accounts;
- (j) The Treasurer shall, at the request of the Committee, present to the Committee such financial statements and accounts as the Committee may from time to time require;
- (k) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of the Association, and subject to Clause 15 (l), no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member of the Association; and
- (l) Nothing in Clause 15 (k) prevents the payment to a servant or Member of the Association of remuneration in return for services actually rendered by the servant or Member at the request of the Association, or for goods supplied by the servant or Member at the request of the Association.
- (m) The Committee shall appoint an independent reviewer to undertake the review of the financial statements in Clause 11(a)(ii) and provide a written report in accordance with the *Associations Incorporation Act 1991*.

17. Insurance:

The Committee shall determine and arrange appropriate insurance cover, including public liability insurance.

18. Common Seal:

- (a) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Yarralumla Residents Association Incorporated encircling the word 'seal';
- (b) 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 of two (2) Office Bearers; and
- (c) The common seal shall remain in the custody of the Public Officer.

19. Custody of books:

Subject to the Act, the Regulation and this Constitution, either the Secretary or the Treasurer must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

20. Inspection of books:

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member at any reasonable hour.

21. Affiliation:

The Association may affiliate with other like organisations, provided that the YRA shall not affiliate with any other such organisation that:

- (a) has rules or practices that would remove the autonomy of the Association or the rights of the individual Members of the Association;
- (b) requires a "capitation" fee or any fee proportional to the Association's membership; or
- (c) requires the contribution of the Association's assets to a common pool so that they would not be under the exclusive and full control of the Association.

22. Notices:

- (a) The Committee shall give notice of meetings and deliver general notices to Members through their nominated email address. Where a Member does not have a nominated email address, notices will be delivered to their residential address or nominated postal address.
- (b) The Committee shall provide the Association's newsletter and other general notices to the residents of Yarralumla by electronic means or by delivery to their residential address.

23. Amendment of Constitution:

- (a) This constitution may be amended or repealed at a General Meeting, at least 21 days' notice of the proposed amendments having been sent to Members;
- (b) Amendments may be approved by a two-thirds majority of Members who are present and eligible to vote at such a meeting or who have appointed proxies in writing to the Secretary prior to the meeting; and
- (c) An amendment to the Objectives and Purposes of the Association shall not be effective until the relevant requirements of the Act have been met.

24. Dissolution:

Dissolution of the Association shall not take place except upon a resolution passed at a Special General Meeting by a majority of not less than two-thirds of Members present and voting, confirmed by a similar majority of Members present and voting at a further Special General Meeting to be held within 30 days of the first mentioned meeting.

25. Distribution of this Constitution:

Following any amendment to this Constitution, an amended copy shall be distributed to each Committee Member of the Association and copies shall be provided to any Member on request.

26. Privacy

- (a) Email address lists.
 - (i) The Treasurer will keep a list of email addresses associated with membership of the YRA in a password protected file or database;
 - (ii) The password of the file or database will be changed at least once a year after the Annual General Meeting;
 - (iii) Members' email addresses will not be sold or given or used in any way other than for the purpose of disseminating information to YRA Members about matters concerning the YRA; and

- (iv) Members and contacts will be given the option of not having their email address held by the YRA, and upon receiving such a request, the Treasurer will remove the email address from file;
- (b) Email addresses.
 - (i) When an email is sent out to Members and contacts, at minimum the BCC send field will be used to protect the anonymity of recipients. Other technologies may be used, as long as the anonymity of the recipients is kept secret.
- (c) Data protection and information
 - (i) The Treasurer will ensure that a current backup copy is kept of the Members' database, and that the backup copies are all protected by passwords;
 - (ii) If any Member would like to know what data is kept about themselves, this information will be provided on YRA receiving a request to the Treasurer. The information will be delivered to either the email address on-file, or the residential address of the Member;
 - (iii) The YRA will take reasonable technical and organisational precautions to prevent the loss, misuse or alteration of Members' personal information, be it electronic or written;
 - (iv) Membership data includes the name(s) of a Member household, residential address, email address(es), date joined, receipt number, method of payment, date receipt sent, amount paid and in some cases a phone number;
- (d) Using Personal Information
 - (i) The YRA may use a Member's personal information to:
 - i. Send receipts to the Member;
 - ii. Send notices and communications from the YRA Committee, including notices of meetings, to the Member;
 - iii. Send notices of activities in Yarralumla that may be of interest to Yarralumla Residents, to the Member;
 - iv. Send notices of activities in Yarralumla of organisations that may be of interest to Yarralumla Residents, to the Member.

27. Dispute Resolution

All Members of the Association are bound by the rule set out in this Constitution. The rules of natural justice apply to any dispute between the Association and its Members;

In the event of a serious dispute arising about the interpretation or application of these rules, or between the Association and one or more of its Members, the Association and its Members agree to submit that dispute to professional third-party mediation; and

The party initiating the dispute shall have the right to choose the professional third-party mediator, who must be located in the ACT and a Member of Lawyers Engaged in Alternative Dispute Resolution (LEADR ACT Chapter) or the Institute of Arbitrators & Mediators Australia (IAMA, ACT Chapter). The costs of professional third-party mediation shall be borne equally by the parties to the dispute.

Dated: 6 September 2022