

COOGEE BEACH PROGRESS ASSOCIATION INC.

CONSTITUTION

1. NAME

The name of the organisation shall be:

"COOGEE BEACH PROGRESS ASSOCIATION INC."

Herein referred to as the "Association".

2. OBJECTS

The purposes of the Association shall be consistent with the Vision of a cohesive though diverse coastal community, cherishing and conserving its modern lifestyle facilities and natural resources, to:

(a) Safeguard the interests of ratepayers and permanent residents of Coogee, and the adjacent suburbs of North Coogee, Spearwood, Lake Coogee, Henderson.

(b) Build on our history, and progress the development of Coogee and adjacent suburbs, to achieve high level of harmonious community, convenience and amenity, whilst conserving and influencing a balance between sustainable development and the natural and human environment, through harnessing our strong work ethic, and achieving a high level of consultation and collaboration with the City of Cockburn, and State and Federal governments to make the locality of Coogee the best place in Cockburn and Australia to live, work and play.

(c) Provide extra facilities and a social forum for local residents.

3. POWERS

The Association shall have the following powers:

(a) To purchase, sell, exchange or otherwise acquire or dispose of any real or personal property or any rights or privileges for the objects of the Association.

(b) To conduct appeals for funds and to accept donations whether being real or personal property and devises and bequests under testamentary dispositions and Government grants and to generally raise funds by public subscription and any other means as may from time to time be approved by the Members.

(c) To invest in Trustee Securities or otherwise to deal with the monies of the Association not immediately required for the purposes of the Association in such a manner as authorised by law and as may from time to time be determined by the Members.

(d) To appoint or elect sub-committees and standing committees as the Association sees fit.

(d) To appoint Auditors as required but that no auditor shall be a member of the Committee.

(f) To approve the membership of any person eligible for membership and to terminate the membership of any person.

(g) To make by-laws for the conduct of the Association.

(h) To determine from time to time the annual subscription fee, if any, for membership.

(i) To take out insurance, indemnity or guarantees as are necessary to protect the Association, any member, employee, committee member, or person acting on behalf of the Association.

(j) To do all things as are incidental or conducive to the attainment of the above objects or any of them.

4. NOT FOR PROFIT

(1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

(2) A payment may be made to a member out of the funds of the Association only if it is authorised.

(3) A payment to a member out of the funds of the Association is authorised if it is:

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

5. MEMBERSHIP

(a) Any ratepayer or permanent resident on a rateable property in Coogee, or the adjacent suburbs of North Coogee, Spearwood, Lake Coogee and Henderson shall be eligible for full membership. Any person nominated may become an associate member but have no vote at meetings. Associate Membership must be moved, seconded and carried by a (3/5) majority. Life Membership can be granted in the same way.

(b) Membership and services shall be non-political, non-sectarian, non-sexist and non-discriminatory.

(c) All classes of membership shall pay a subscription fee for the financial year, apart from the life membership. All annual subscriptions are due and payable within one month from the end of the Associations financial year or upon acceptance as a member.

(d) A person ceases to be a member when any of the following takes place —

- i. for a member who is an individual, the individual dies;
- ii. for a member who is a body corporate, the body corporate is wound up;
- iii. the person resigns from the Association;
- iv. the person is expelled from the Association;
- v. the person ceases to be a financial member.

(e) The secretary must keep a record, for at least one year after a person ceases to be a member, of;

- i. the date on which the person ceased to be a member; and
- ii. the reason why the person ceased to be a member.

(f) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.

(g) The resignation takes effect;

- i. when the secretary receives the notice; or
- ii. if a later time is stated in the notice, at that later time.

(h) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.

(i) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

6. OFFICE BEARERS

(a) Subject to this Constitution and the final authority of the General Meeting, the management powers and administration of the Association relating to day to day matters shall be vested in the Committee which shall consist of the following officers:

President
 Vice President
 Secretary
 Treasurer
 Assistant Secretary/Treasurer/s
 Communication Officer/s

(b) The Committee shall be responsible for:

- (i) Management and administration of the Association relating to day to day matters between General Meetings.

(ii) Finances of the Association (but all expenditures, commitments or agreements involving a sum in excess of \$500.00 must be approved by the General Meeting).

(c) Any Officer-Bearer can be removed from office by a General Meeting convened for that purpose.

7. OPEN MANAGEMENT

(a) Overall management and administration of the Association shall be vested in the members General Meeting.

(b) The Association shall hold General Meetings for all members at least once in each or every second calendar month.

(c) The General Meeting shall be responsible for:

(i) Upholding and advancing the objects of the Association.

(ii) The proper exercise of the powers of the Association.

(iii) Formulating Association policies.

(iv) General management and administration of the Association.

(v) Finances of the Association.

(vi) Filling any casual vacancy of the Committee which may occur during the Committees term of office.

8. NOMINATIONS AND METHOD OF ELECTION OF OFFICE-BEARERS

(a) The Committee shall be elected annually at the Annual General Meeting and hold office from the Annual General Meeting of their election to the following Annual General Meeting. Any person appointed to fill a casual vacancy shall only hold office for the Committees current term.

9. DUTIES OF OFFICE BEARERS

The duties of the Members of the Committee shall include the following:

(i) **The President** shall preside at all meetings and functions of the Association, be the only official representative or spokesperson for the Association, and an ex-officio member of all Sub-Committees and Standing Committees.

(ii) **The Vice President** in the absence of the President shall perform the duties of the President as contained herein.

(iii) **The Secretary** shall:

- (a) Be responsible for informing members and office-bearers, and/or other individuals as the case may be, of forthcoming Association functions, meeting and business and any relevant news.
- (b) Keep a minute book, either paper copy or digital copy, and record therein a true and accurate record of proceedings of all General Meetings, Annual General Meetings and Special General Meetings and ensure the President signs the minute book after its confirmation by resolution.
- (c) Deal with incoming and outgoing correspondence.
- (d) Be responsible for the Seal of the Association and ensure that it is only used on proper authority.
- (e) Keep copies of the Constitution and any By-Laws available for inspection by a financial member.
- (f) Have custody of all books and documents of the Association, barring those of a financial nature.
- (g) Receive and submit all applications for membership to the Committee for approval, and keep a Register of Members so approved which shall record name, postal or email address, nature and status of membership of each member. Any change to the register must be recorded within 28 days after the change occurs.

(iv) **The Treasurer** shall:

- (a) have custody of all books and documents of a financial nature, including securities.
- (b) Cause true and proper books to be kept in which a strict account of all monies received and all monies disbursed shall be kept.
- (c) Issue effectual receipts for monies received.
- (d) Pay all accounts on the authority of the Committee and in the proper manner.
- (h) Report to the Annual General Meeting on the financial standing of the Association.

(v) **Assistant Treasurer/Secretary/s** (two positions may be elected)

The Assistant Treasurer/Secretary/s shall assist the Secretary and Treasurer as required.

(vi) **Communication Officer/s**

The Communications Officer/s shall support the Associations Communication Strategies, and maintain the Associations website and Facebook pages.

10. **GENERAL MEETINGS AND COMMITTEE MEETINGS**

(a) The Annual General Meeting shall be held on the same date as the second General Meeting of each year and include in its agenda the Annual Report of the Committee.

(b) Special General Meetings shall be called by the Secretary when either directed by the President or upon a requisition in writing signed by five (5) members of the Association setting out the purpose or agenda of the proposed meeting. At all Special General Meetings, no business shall be transacted other than that specified in the notice convening such meeting.

(c) The date and place of a General Meeting (including the Annual General Meeting) and Special General Meeting shall be circulated to members.

(d) The Quorum for General Meetings shall be nine (9) financial members having the right to vote at same.

(e) Standing orders for the conduct of meetings shall be observed unless otherwise determined by the General Meeting.

(f) Committee meetings shall be called by the Secretary when either directed by the President or when 3 or more Committee members request that a meeting be held.

(g) The date, place and items of business to be considered at Committee meetings shall be circulated to all Committee members. The Committee may elect from time to time to meet electronically via E-mail.

(h) The quorum for Committee meetings shall be 3 members of the Committee.

(i) The presence of a member at a meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

A member who participates in a meeting as allowed under this paragraph is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

11. **ORDER OF BUSINESS AT MEETINGS**

Unless otherwise decided, the business of the Association at meetings shall proceed in the following routine:

(a) Meeting declared open by Chairman

(b) Apologies tendered

(c) Previous Meeting Minutes

(i) Confirmation of Minutes

(ii) Business arising from Minutes

(d) Reading of correspondence, inward and outward

(i) Business arising from correspondence

(ii) Discussion and confirmation of correspondence

- (e) Financial reports of the Treasurer
 - (i) Business arising from accounts
 - (ii) Discussion and confirmation of accounts
- (f) Reports (if any)
 - (i) Business arising from reports
 - (ii) Discussion and confirmation of reports
- (g) Election of Officers (Annual General Meeting **only**)
- (h) Unfinished business
- (i) Motions of which notice has been given
- (j) General Business
- (k) Date of next meeting
- (l) Meeting declared closed

12. **VOTING**

(a) Only ordinary members and life members who are financial shall be entitled to hold office, nominate or elect office-bearers, speak or vote at any meeting of the Association. No other class of member shall have these rights and privileges.

(b) Unless otherwise specified in this Constitution, resolutions at the Annual General Meeting and Special General Meeting, shall be carried by a simple majority of members present and where such meeting is dead-locked, the President shall have the casting vote, but not a deliberate vote.

(c) At Committee meetings, all members votes must be counted. Committee Members absent from meetings can vote by proxy.

(d) Unless otherwise specified in this Constitution, voting shall be by a show of hands or a division of members. A secret ballot shall be held if 25% or more financial members present demand it. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned.

13. **FINANCE**

(a) All funds shall be deposited to the credit of the Association at such Bank or Building Society as may be approved by the members from time to time. All such accounts shall be operated by, and require the signatures of, at least two (2) committee members.

(b) The annual subscription payable by each class of member shall be the amount as prescribed by the Members from time to time.

(c) The Financial year of the Association shall commence on 1st January and finish on 31st December each year.

14. AUDITOR

(a) The Auditor or Auditors shall be appointed by a majority of members at the Annual General Meeting, but no Auditor or Auditors so appointed shall be a member of the Committee.

(b) The Auditor or Auditors shall once in every year make an audit of the Associations accounts, unless the Committee determines that an Audit is not required under the Act, and submit same to the Annual General Meeting.

(c) The Committee shall give to the Auditor or Auditors at all reasonable times full access to the Associations books and accounts and afford him/her or them every facility for the purpose of making a correct audit of the Associations financial affairs.

15. COMMON SEAL

The Common Seal of the Association shall be in the custody of the Secretary and shall only be affixed to any document pursuant to a resolution of the Committee. The affixation of the Seal shall be attested to by the President and Secretary.

16. INSPECTION OF ASSOCIATIONS BOOKS AND CONSTITUTION

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association.

17. INTERPRETATION OF CONSTITUTION AND BY-LAWS

Subject only to the final authority of the General Meeting, the Committee shall decide upon all questions of interpretation associated with the Associations Constitution and By-Laws.

18. AMENDMENTS TO CONSTITUTION

(a) No rule shall be amended or replaced nor shall any new rule be made except by the vote of three quarters (3/4) majority of the members present at the Special General Meeting or Annual General Meeting duly convened and for this purpose a quorum shall be 15 financial members of the Association.

(b) Notice of any proposed amendment, repeal or addition must be given in writing to the Secretary at least 20 days prior to the meeting to be convened for that purpose and at least 14 days notice of such meeting shall be given to all financial members.

(c) The Department of Commerce, Consumer Protection, Perth, will be advised of any changes to the Constitution.

19. APOLOGIES

If a Committee member is absent from three (3) consecutive meetings without formally tendering an apology, then that member shall be disqualified from holding that office.

20. DISPUTES

- (a) The procedure set out in this paragraph applies to disputes:
- i. between members; or
 - ii. between one or more members and the Association.
 - iii. A party to a dispute includes a person; who is a party to the dispute; and who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required in para (b) above, any party to the dispute may start the grievance procedure by giving written notice to the secretary of;
- i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- (d) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (e) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (f) The notice given to each party to the dispute must state —
- i. when and where the committee meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (g) If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the secretary stating that the party
- i. does not agree to the dispute being determined by the committee; and
 - ii. requests the appointment of a mediator para 22,
- the committee must not determine the dispute.

21. Determination of Dispute by Committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must —
- i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.

- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) The committee shall have the power to fine, expel, or suspend any member.
- (d) A party to the dispute may, within 14 days after receiving notice of the committee's determination, give written notice to the secretary requesting the appointment of a mediator, and each party to the dispute is a party to the mediation.

22. Mediation Process

- (a) The mediator must be a person chosen by agreement between the parties to the dispute. If there is no agreement between the parties, the committee must appoint the mediator.
- (b) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by a party to the dispute.
- (c) The person appointed as mediator by the committee may be a member or former member of the Association but must not;
 - i. have a personal interest in the matter that is the subject of the mediation, or
 - ii. be biased in favour of or against any party to the mediation.
 - iii. be a party to a dispute and the dispute is between one or more members and the Association.
- (d) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (e) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (f) In conducting the mediation, the mediator must;
 - i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (g) If the mediator cannot determine the matter that is the subject of the mediation: *(It should be noted that; Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute*

has not been resolved under the procedure provided for in the incorporated association's rules).

- (h) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (i) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (j) If mediation results in decision to suspend or expel being revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

23. SERVICE OF NOTICES

A notice required to be given under this Constitution shall be in writing and served in the usual manner.

24. DISSOLUTION

(a) The Association may be dissolved or wound up by a vote of a three quarters (3/4) majority of financial members present and voting at a Special General Meeting of the Association convened for that purpose.

(b) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

(c) Notice of the dissolution of the Association will be given to the Department of Commerce, Consumer Protection, Perth.

I/we hereby certify that this is a true and correct copy of the Constitution of:

“COOGEE BEACH PROGRESS ASSOCIATION INC.”

Signed: