

FRIENDS OF GLENTHORNE INC

AMENDED CONSTITUTION (THIRD DRAFT)

1. NAME

The name of the Association shall be “Friends of Glenthorne Inc.” hereinafter called “the Association”.

2. OBJECTS

The objects of the Association shall be

- 2.1. To preserve and enhance the natural assets of Glenthorne.
- 2.2. To foster Community interest and support.
- 2.3. To consult with other Community groups and residents to enhance Glenthorne.
- 2.4. To do all such other things as *may* be incidental to the attainment of such objects.

3. MEMBERSHIP

- 3.1. Members shall be persons who have agreed to accept the above objects and paid the membership fee.
- 3.2. Membership fees shall fall due at the Annual General Meeting.
- 3.3. Membership may be suspended by not less than two thirds majority vote at a Committee or General meeting.
- 3.4. Any suspended member may on not less than two weeks written notice require the suspension to be reconsidered at one subsequent General Meeting.
- 3.5. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.
- 3.6. Membership shall cease on -
 - 3.6.1. Resignation delivered in writing delivered to an Office Bearer.
 - 3.6.2. Non renewal of membership within two months of expiry.
- 3.7. A member shall have voting rights at any general meeting and shall be eligible for election to the Committee provided that person is a financial member.
- 3.8. Membership fees are to be determined at the Annual General Meeting.
- 3.9. The Secretary shall maintain a Register of all persons who make contact with the Friends of Glenthorne.
- 3.10. A person’s name shall be removed from the Register if-
 - 3.10.1. the person requests in writing for their name to be removed, or
 - 3.10.2. in the case of a member being suspended.

4. MANAGEMENT

- 4.1. Management shall be vested in the Committee of not less than six members, nor more than eight members. The office bearers are Chairperson, Secretary, Treasurer, who must be elected by the general membership at a duly constituted Annual General Meeting (AGM) or Special General Meeting (SGM) in the case where an office is vacated on an occasion other than at an AGM.
- 4.2. The Committee shall meet as often as may be required to conduct the business of the Association and not less than four times in each calendar year.
- 4.3. An Office Bearer of member of the Committee shall cease to hold office upon
 - 4.2.1. Resignation in writing.
 - 4.2.2. Suspension as a member of the Association.
 - 4.2.3. Absence for three successive Committee meetings without explanation acceptable to the Committee.
- 4.3. The quorum is four committee members.

- 4.4. The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 4.5. The Committee may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 4.6. A member of the Committee may be allocated a title and specified responsibilities from time to time by the Committee.
- 4.7. Notice of meetings shall be given at the previous committee meeting or by seven days written notice distributed to all committee members or in an emergency by such other notice as shall be ratified by the committee.
- 4.8. Vacancies unfilled or arising in the office bearers or other committee members may be filled by the Committee by co-opting members for the unexpired remainder of the term.
- 4.9. Committee members shall upon election or nomination become members in their own right and shall not in their capacity as committee members act as representative of another organisation.
- 4.10. No Office Bearer shall hold the same office for more than three successive years.
- 4.11. The Public Officer of the Association shall be chosen by the Committee from one of their number.

5. POWERS

- 5.1. The powers of the Association shall be the powers contained in the Association's incorporation Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 5.2. The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association.

6. GENERAL MEETINGS

- 6.1. General meetings, which shall include the Annual General Meeting and any Special General meeting, shall be held not less than three times in each calendar year to further the objects of the Association.
- 6.2. Notice of the next General Meeting shall normally be given at the previous General Meeting.
- 6.3. Notice of not more than 28 days and not less than 7 days of all Annual General Meetings or General Meetings shall be publicised as the Committee determines.
- 6.4. Members shall each be entitled to one vote at any General Meeting at which they are present.
- 6.5. A quorum at any General Meeting shall be 8 members or two-thirds of the members whichever is the lesser.
- 6.6. If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.
- 6.7. A Special General Meeting shall be called by the Secretary within 14 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 members spacing the business to be conducted at the meeting.
- 6.8. The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the financial year which shall be the calendar year unless altered at an Annual General Meeting.
- 6.9. The business of the Annual General Meeting shall be
 - 6.9.1. To confirm the minutes of the preceding Annual General Meeting.
 - 6.9.2. To receive the Chairperson's report for the previous financial year.

6.9.3. To receive the Treasurer's report and the audited financial statements for the previous financial year.

6.9.4. To elect or re-elect the Committee Members who must consent in person or in writing.

6.9.5. To conduct any other business placed on the agenda before the commencement of the meeting.

7. VOTING

Voting shall be by a show of hands except that .

7.1. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot

7.2. The meeting may by show of hands require any other vote to be by secret ballot.

8. CHAIRPERSON

8.1. The Chairperson shall keep the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two committee members including at least one office bearer.

8.2. The Chairperson at any meeting shall have a deliberative vote only and in the event of equality of voting the motion shall be deemed to be defeated.

8.3. The Chairperson shall chair Committee Meetings and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another member may be elected as meeting's Chairperson.

8.4. The Chairperson together with the Secretary shall prepare the agenda for Committee and General Meetings.

8.5. The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.

8.6. The Chairperson shall act as spokesperson unless an alternative spokesperson has been appointed by their Committee.

9. TREASURER

9.1. The Treasurer is to ensure that monies received are paid into an account authorised by the Committee in the name of the Association. Payments may be made by way of petty cash or by cheques signed by any two of four Committee members nominated by the Committee. Expenditures over \$50 must be authorised in advance by the Committee or a General Meeting.

9.2. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.

9.3. The Treasurer shall cause to be prepared financial statements and shall submit a report the finances to each Committee meeting.

9.4. The Treasurer shall present audited accounts to the Annual General Meeting.

10. SECRETARY

10.1. The Secretary shall call meetings in accordance with the provisions of this constitution.

10.2. The Secretary shall cause records to be kept of the Association including the constitution and policies, records of members, a register of minutes of meetings and or notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

10.3. In the absence of the Secretary another member shall be elected as minutes secretary.

11. FINANCIAL YEAR

The financial year of the Association is the period ending on 31st December in each year.

12. AUDITOR

The committee must appoint an auditor to audit the financial statements of the Association.

13. AMENDMENT OF CONSTITUTION AND RULES

13.1. This constitution may be repealed or amended by resolution of two thirds of members present and voting at a General Meeting of which not less than 7 days written notice including notice of the proposed repeal or amendment has been distributed to all members or to the last address recorded by the Association for each Member.

13.2. Rules for the proper administration of meetings of business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent ratification at a General Meeting, provided that not less than 7 days written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members or to the last address recorded by the Association for each Member.

14. FINANCES AND PROPERTY

The income property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that .

- i) such other body prohibits the distribution of income and property to the members to the extent stated herein;
- ii) if the Association has been approved pursuant to section 78 (1) of the Income Tax Assessment act then such other body must have been approved; and
- iii) the Association shall not be dissolved except by approval of not less than two-thirds members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

15. DISSOLUTION

The Association may be dissolved by resolution of a General Meeting called for that purpose of which not less than 28 days written notice including notice of the proposed dissolution has been distributed to all members or to the last address recorded by the Association for each Member.