

**Beecroft Cheltenham Civic Trust
DRAFT Constitution**

Existing	Proposed
<p data-bbox="235 384 430 415">PREAMBLE</p> <p data-bbox="235 453 792 835">On a fine Spring day in 1963, residents of one of Beecroft's many attractive tree-lined streets noted a number of very large poles laid on the road verge, and a number of very deep holes dug ready to receive the poles. Several engineering-wise residents of the street realised that the poles were for high tension electricity mains, the erection of which would mean cutting down, or at the least, ruination of a number of fine gum trees lining the street.</p> <p data-bbox="235 873 792 1220">Overnight the affected residents were alerted and the Sydney County Council, the electricity supply authority concerned, was inundated with requests to divert its supply line to save the trees. Local Members of Parliament became involved, the press sent its reporters and photographers, and feeling ran so high that Departmental engineers held a street meeting with the residents on the site.</p> <p data-bbox="235 1257 792 1541">The result - a simple solution. It was found that with very minor variations to cable lay-out, and the lopping of only a few branches, the line could still go through as intended, sparing the trees and the character of the street - and the expense of tree felling was saved. More importantly, it led to the formation of the Beecroft Cheltenham Civic Trust in 1964.</p> <p data-bbox="235 1579 792 1894">This, Australia's first Civic Trust, has done much since its foundation, to put the case to both State and Local Government as well as to Statutory Authorities for the survival of what remains of our passive and defenceless natural beauty and for the citizen who wishes to continue to enjoy this natural beauty and other desirable civic amenities.</p>	

<p>The Trust was formally incorporated under the New South Wales Incorporation Act of 1984 on 5 December 1988.</p> <p>Beecroft 17 March 2005</p>	
<p>NAME</p> <p>The name of the association shall be the Beecroft - Cheltenham Civic Trust Incorporated (referred to in these rules as the Trust)</p>	
<p>OBJECTIVES</p> <p>(a) To preserve the existing village character, heritage values, and the natural beauty of the Beecroft and Cheltenham district.</p> <p>(b) To represent Beecroft and Cheltenham residents in appropriate quarters with regard to any proposed development in the district and to work with and assist local government for the betterment of the district.</p> <p>(c) To seek the co-operation of and maintain links with other community organisations, including</p> <ul style="list-style-type: none"> (i) the National Trust of Australia (NSW) (ii) the Royal Australian Historical Society, and (iii) flora and fauna protection societies. <p>(d) To -</p> <ul style="list-style-type: none"> (i) foster, maintain and encourage an interest in the history and heritage of the district, (ii) research, collect, record and publish oral and written history of the district, and (iii) collect, preserve and exhibit those objects which reflect the heritage of the district. <p>(e) To achieve the preceding objectives by various means, including -</p> <ul style="list-style-type: none"> (i) dissemination of information to residents, Councillors and others 	

<ul style="list-style-type: none"> (ii) public meetings, seminars, discussions and lectures (iii) exhibitions (iv) publications (v) guided walks (vi) social events (vii) public relations activities including news releases. 	
<p>PART I – PRELIMINARIES</p> <p>RULE 1 – DEFINITIONS</p> <p>1.1 In these rules, except insofar as the context or subject matter otherwise indicates or requires-</p> <ul style="list-style-type: none"> (a) "secretary" means the person holding office under these rules as secretary of the Trust. (b) "special general meeting" means a general meeting of the Trust other than an annual general meeting (c) "the Act" means the Associations Incorporation Act, 1984. (d) "the Regulation" means the Associations Incorporation Regulation, 1999. <p>1.2 In these rules:</p> <ul style="list-style-type: none"> (a) a reference to a function includes a reference to a power, authority and duty; and (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty. <p>1.3 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.</p>	<ul style="list-style-type: none"> c) "the Act" means the <i>Associations Incorporations Act 2009</i> d) "the Regulation" means the <i>Associations Incorporation Regulation 2010</i>
<p>PART II – MEMBERSHIP</p> <p>RULE 2 – MEMBERSHIP ADMISSION, QUALIFICATIONS & CATEGORIES</p>	

<p>Any resident of Beecroft or Cheltenham of or over the age of eighteen or any other person acceptable to the Committee, upon making application on a form suitable to the Committee and upon paying the appropriate subscription, may become an Ordinary Member of the Trust.</p> <p>The membership of the Trust shall consist of ordinary members, corporate members, honorary life members and honorary members.</p> <p>2.1 Ordinary Member There shall be two categories of Ordinary Membership:</p> <ul style="list-style-type: none"> (a) Single Membership; and (b) Family Membership, in which category the spouses/partners constituting the family shall each become ordinary members. <p>2.2 Corporate Member A Corporate Member:</p> <ul style="list-style-type: none"> (a) is any entity that is supportive of the Trust's objectives and which has been granted Corporate membership by the Committee (b) shall have no voting rights and shall not hold office. <p>2.3 Honorary Life Member An Honorary Life Member is a person who as an Ordinary Member has rendered outstanding service to the Trust and has been elected as an Honorary Life Member at an Annual General Meeting by at least two-thirds of the Members present.</p> <p>2.4 Honorary Member An Honorary Member is a person who, because of the person's status or for any other reason, has been granted honorary membership by the committee. Honorary members shall have no voting rights and shall not hold office.</p>	
<p>RULE 3 - MEMBERSHIP REGISTER</p> <p>3.1 The treasurer of the Trust shall</p>	

<p>establish and maintain a register of the members of the Trust specifying the name and address of each person who is a member together with the date on which that person became a member.</p> <p>3.2 The register of members shall be kept at the residence of the treasurer and shall be available for inspection by a member at any reasonable hour after making an appointment with the treasurer.</p>	
<p>RULE 4 – MEMBERSHIP SUBSCRIPTIONS</p> <p>4.1 An ordinary member of the Trust shall pay to the Trust the annual membership subscription as determined by the committee from time to time:</p> <ul style="list-style-type: none"> (a) on becoming a member; and then, (b) by way of renewal before 1 January in each calendar year. <p>4.2 A person who becomes an ordinary member after 30 September in any calendar year shall be deemed also to have paid the succeeding year’s annual membership subscription.</p> <p>4.3 Any variation in the annual membership subscription shall not take effect until the first of January in the calendar year after the meeting of the committee at which the variation was determined.</p> <p>4.4 A member may pay advance membership subscriptions for as many years as may be determined from time to time by the committee.</p> <p>4.5 Membership shall lapse if the subscription is unpaid six months after it is due.</p>	
<p>RULE 5 - MEMBERS’ LIABILITIES</p> <p>The liability of a member of the Trust to contribute towards the payment of the debts and liabilities of the Trust or the cost, charges and expenses of the</p>	

<p>winding up of the Trust is limited to the amount, if any, unpaid by the member in respect of membership of the Trust as required by Rule 4.</p>	
<p>RULE 6 - DISCIPLINING OF MEMBERS</p> <p>There are no specific procedures for disciplining of members. Any such case will be dealt with on its merits by the Committee acting as the committee of management of the Trust.</p>	<p>6.1 [existing provision]</p> <p>6.2 A member may appeal to the Trust in general meeting against any decision of the Committee to discipline that member within 7 days after notice of a resolution is served on the member, by lodging with the secretary a notice to that effect.</p> <p>6.3 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.</p> <p>6.4 On receipt of a notice from a member under subclause 6.2 the secretary must notify the committee which is to convene a general meeting of the Trust to be held within 28 days after the date on which the secretary received the notice.</p> <p>6.5 At a general meeting of the Trust convened under subclause 6.4</p> <p>(a) no other business other than the question of the appeal is to be transacted, and</p> <p>(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and</p> <p>c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.</p> <p>6.6 The appeal is to be determined by a simple majority of votes cast by members of the Trust.</p> <p><i>Schedule 1 cl 6 requires a mechanism for the resolution of disputes between members. The model provision is:</i></p> <p>Rule 6A</p>

	<p>6.1 A dispute between a member and another member (in their capacity as members) of the Trust, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the <i>Community Justice Centres Act 1983</i>.</p> <p>(2) If a 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</p> <p>(3) The <i>Commercial Arbitration Act 1984</i> applies to any such dispute referred to arbitration.</p>
<p>PART III - THE COMMITTEE</p> <p>RULE 7 - POWERS OF THE COMMITTEE</p> <p>7.1 The committee shall be called the committee of management of the Trust and, subject to the Act, the Regulation and these rules and any resolution passed by the Trust in general meeting –</p> <ul style="list-style-type: none"> (a) shall control and manage the affairs of the Trust, (b) may exercise all such functions as may be exercised by the Trust other than those functions that are required by these rules to be exercised by a general meeting of members of the Trust; and (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Trust. <p>7.2 Without limiting the generality of Rule 7.1, the Committee shall have power –</p> <ul style="list-style-type: none"> (a) to appoint a Patron or Patrons of the Trust; (b) to grant Corporate Membership of the Trust; (c) to grant Honorary Membership of the Trust. (d) to make appeals and solicit donations for carrying out the objectives 	

<p>of the Trust.</p> <p>(e) to open and operate a bank account or bank accounts;</p> <p>(f) to discipline members of the Trust including power to expel or suspend members and to refuse membership to previously expelled members otherwise eligible to join the Trust.</p>	
<p>RULE 8 - CONSTITUTION, MEMBERSHIP AND OPERATION OF COMMITTEE</p> <p>8.1 Ten committee members shall be elected at the annual general meeting. These ten members shall at their first meeting elect from among themselves a president, two vice-presidents, a secretary and a treasurer.</p> <p>8.2 All Committee Members shall hold office until the conclusion of the next annual general meeting but, at that meeting, shall be eligible for re-election.</p> <p>8.3 The committee may appoint no more than two members of the Trust as additional Committee Members.</p> <p>8.4 No president shall be eligible to hold office for more than three consecutive years.</p> <p>8.5 A quorum for a committee meeting shall be six.</p> <p>8.6 Committee meetings shall be held not less than once every second month.</p> <p>8.7 The president, vice-presidents, secretary and treasurer shall constitute the Executive which shall have power to act as necessary in the interests of the Trust in the intervening period between committee meetings. The quorum for an executive meeting shall be three.</p> <p>8.8 Not less than three committee members shall be residents of Beecroft and not less than three shall be residents of Cheltenham.</p> <p>8.9 For the purposes of these rules, a</p>	

<p>casual vacancy in the office of a member of the committee occurs if the member:</p> <ul style="list-style-type: none"> (a) dies, or (b) ceases to be a member of the trust; or (c) becomes an insolvent under administration within the meaning of the Corporations Law; or (d) resigns office by notice in writing given to the secretary; or (e) is removed from office under Rule 7.2(f); or (f) becomes a mentally incapacitated person; or (g) is absent without the consent of the committee from all meetings of the committee held during a period of three months. <p>8.10 The committee shall have the power to fill a casual vacancy on the committee and the person so appointed shall hold office until the conclusion of the next annual general meeting.</p> <p>8.11 The Committee may, at any meeting of which not less than forty-eight hours' notice has been given to Committee Members, by resolution passed by at least three-quarters of the Committee members at the meeting, remove any member of the Committee from that office before the expiration of the Member's term of office.</p>	
<p>RULE 9 – SECRETARY</p> <p>9.1 The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the Trust of his or her address.</p> <p>9.2 The secretary shall keep minutes of:</p> <ul style="list-style-type: none"> (a) all appointments of office-bearers and members of the committee; (b) the names of members of the committee present at a committee meeting or a general meeting; and (c) all proceedings at committee meetings and general meetings and ensure that such minutes are signed by the person presiding at the meeting or by the person presiding at the next 	

<p>succeeding meeting.</p>	
<p>RULE 10 – TREASURER</p> <p>10.1 The treasurer shall ensure –</p> <ul style="list-style-type: none"> (a) that all monies due to the Trust are collected and received and that all payments authorised by the Trust are made; and (b) that correct books and accounts are kept showing the financial affairs of the Trust, including full details of all receipts and expenditure connected with the activities of the Trust. <p>10.2 The Treasurer shall act as public officer and as membership officer of the Trust.</p>	
<p>RULE 11 – DELEGATION BY COMMITTEE TO SUB-COMMITTEE</p> <p>11.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Trust as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:</p> <ul style="list-style-type: none"> (a) this power of delegation; and (b) a function which is a duty imposed on the committee by the Act or by any other law. <p>11.2 A function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.</p> <p>11.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.</p> <p>11.4 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the</p>	

<p>same force and effect as it would have if it had been done or suffered by the committee.</p> <p>11.5 The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.</p> <p>11.6 A sub-committee may meet and adjourn as it thinks proper.</p>	
<p>RULE 12 – VOTING AND DECISIONS</p> <p>12.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.</p> <p>12.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.</p> <p>12.3 Subject to Rule 8.5, the committee may act despite any vacancy on the committee.</p> <p>12.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.</p>	
<p>PART IV - GENERAL MEETINGS</p> <p>RULE 13 – CONDUCT OF</p> <p>13.1 An annual general meeting shall be held in or about March of each year, among other things, to receive the</p>	<p><i>Schedule 1 cl 11 requires a provision as to the kind of resolutions that may be voted on by means of a postal ballot.</i></p> <p>13.5 No postal or proxy votes shall be allowed at any general meeting of the Trust.</p>

<p>committee's report and the auditor's report and to elect members of the committee and to appoint an honorary auditor or auditors who shall not be members of the committee.</p> <p>13.2 The committee may, whenever it thinks fit, convene a special general meeting of the Trust and shall give at least seven days notice of such meeting to all members. Special general meetings of the Trust shall be convened on the written requisition of at least ten members.</p> <p>13.3 The quorum at any general meeting of the Trust shall be thirty ordinary members.</p> <p>13.4 Only ordinary members and honorary life members shall be entitled to vote at general meetings of the Trust.</p> <p>13.5 No proxy votes shall be allowed at any general meeting of the Trust.</p>	
<p>PART V – MISCELLANEOUS</p> <p>RULE 14 – INSURANCE</p> <p>14.1 The Trust shall effect and maintain an appropriate level of Public Liability insurance.</p>	<p><i>Is it the case that only public liability insurance is presently or into the future held?</i></p> <p>14.1 The Trust may effect and maintain insurance.</p>
<p>RULE 15 – FUNDS SOURCE</p> <p>15.1 The funds of the Trust shall be derived from the annual subscriptions of members, donations and, subject to any resolution passed by the Trust in general meetings, such other sources as the committee determines.</p> <p>15.2 All money received by the Trust shall be deposited as soon as practicable and without deduction to the credit of any Trust bank account.</p> <p>15.3 The Trust shall, on request, issue a receipt for any monies received.</p>	

<p>RULE 16 - FUNDS – MANAGEMENT</p> <p>16.1 Subject to any resolution passed by the Trust in general meeting the funds of the Trust shall be used in pursuance of the objects of the Trust in such manner as the committee determines.</p> <p>16.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the members of the Committee being authorised to do so by the Committee.</p> <p>16.3 The accounts of the Trust shall be audited before each annual general meeting.</p>	<p><i>Schedule 1 cl 16 requires that the financial year as agreed be specified.</i></p> <p>Rule 16A – Funds – Financial Year</p> <p>The financial year of the Trust is each period of 12 months commencing on 1 January and ending on the following 30 December.</p>
<p>RULE 17 - CUSTODY OF BOOKS. ETC.</p> <p>Except as otherwise provided by these rules, the public officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Trust.</p>	<p><i>There may not be current compliance with this provision ?</i></p> <p>Except as otherwise provided by these rules, (a) the secretary shall keep all minutes and correspondence as held by the secretary and (b) the public officer shall keep all other records, books and other documents relating to the Trust in his or her custody, or under his or her control.</p>
<p>RULE 18 - INSPECTION OF BOOKS, ETC</p> <p>The records, books and other documents of the Trust shall be open to inspection, free of charge by a member of the Trust at any reasonable hour after making an appointment with the public officer.</p>	
<p>RULE 19 - ALTERATION OF OBJECTS AND RULES</p> <p>The statement of objects and rules may be altered or added to by special resolution (at least three-quarters of the members present and entitled to vote) passed at a general meeting held not less</p>	

<p>than seven days after written notice has been given to all members specifying the intention to propose the resolution as a special resolution.</p>	
<p>RULE 20 - COMMON SEAL</p> <p>20.1 The common seal of the Trust shall be kept in the custody of the public officer.</p> <p>20.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.</p>	