

CONSTITUTION

Updated 17 November 2020 (via SGM)

1. Name

The name of the association shall be the Epping Civic Trust, referred to in this Constitution as the Trust.

2. Objectives.

The objectives of the Trust shall be:

- 2.1 to preserve the natural beauty and vegetation of the area.
- 2.2 to initiate and support moves which will make the area a better and healthier place in which to live.
- 2.3 to protect the area from:
 - (a) environmental ugliness and bad planning
 - (b) all kinds of pollution and unnecessary noise
 - (c) destruction or vandalism by public or private organisations
 - (d) exploitation by developers
 - (e) excessive density housing
- 2.4 to encourage community spirit within the area.
- 2.5 to foster, maintain and encourage an interest in the history and heritage of the district

3. Area

The area to be served by the Trust will be Epping, North Epping and Carlingford, and those adjacent areas, where there exists sufficient support for the aims of the Trust.

4. Membership

- 4.1 Any resident of the Area, of or over the age of eighteen years or any other person acceptable to the committee, and having aims similar to those detailed in clause 2, upon making application on a form suitable to the committee and upon paying the appropriate subscription, may become an Ordinary Member of the Trust.
- 4.2 There shall be two categories of Ordinary Membership:
 - (a) Single Membership; and
 - (b) Family Membership, in which category the spouses/partners constituting the family shall each become ordinary members.

5. Membership Register

The treasurer of the Trust shall 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 at which that person became a member.

6. Membership Fees

- 6.1 Members of the Trust shall pay the annual membership fee as determined by the committee from time to time:
 - (a) on becoming a member, and then
 - (b) by way of renewal, fees become due on Jan 1 in each Calendar year.
- 6.2 A person who becomes a member after September 30 in each calendar year is deemed also to have paid the succeeding year's membership fee.
- 6.3 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.
- 6.4 Period of annual membership shall be from January 1 to December 31.
- 6.5 Membership will lapse if the fee is unpaid six months after it is due.

7. Members Liabilities

The liability of a Trust member to contribute towards the payments of the debts and obligations of the Trust or the costs, charges and expenses of the 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 Clause 6.

8. Disciplining of Members.

8.1 There are no specific procedures for disciplining of members or for resolving of disputes. Any such case will be dealt with on its merits by the Committee acting as the committee of management of the Trust.

9. The Committee.

9.1 Powers of the Committee

The committee will be called the committee of management of the Trust and, subject to the Act, the regulations and this constitution, and any resolution passed by the Trust in general meeting:

- (a) Shall control and manage the affairs of the Trust
- (b) May exercise and manage 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.

10 Composition, Membership and Operation of Committee

10.1 At the Annual General Meeting, the following officers of the Trust shall be elected:

President; up to two Vice-Presidents; Secretary, Treasurer, and any other officers as may be required. These officers shall be Committee members. One of these officers shall be elected by the Committee as Public officer.

10.2 In addition to the officers of the Trust, up to five additional Committee members shall be elected at the Annual General Meeting.

10.3 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.

10.4 The Committee may appoint no more than two additional members as additional Committee members.

10.5 No person shall be eligible to be President for more than five consecutive years.

10.6 A quorum for a committee meeting shall be six.

10.7 Committee meetings will be held not less than once every second month.

10.8 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.

10.9 For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member :

- (a) dies
 - (b) ceases to be a member of the Trust
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law
 - (d) resigns office by notice in writing given to the secretary
 - (e) is removed from office under clause 8.
 - (f) becomes a mentally incapacitated person
 - (g) is absent without the consent of the Committee for three consecutive meetings of the committee.
- 10.10 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.
- 10.11 The Committee may, at any meeting of which not less than forty-eight hours' notice has been given to Committee members, by resolution of at least three-quarters of the Committee members at the meeting, remove any member of the committee from that office before the expiration of that term of office.

11 Secretary

11.1 The secretary of the association shall, as soon as practicable after being appointed secretary, lodge notice of his or her address.

11.2 The secretary shall keep minutes of:

- (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
- (c) All proceedings at committee meetings and general meetings and ensure such minutes are signed by the person presiding at the meeting, or by the person presiding at the next succeeding meeting.

12 Treasurer

- 12.1 The treasurer shall ensure
 - (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.
 - (c) the treasurer shall act as membership officer of the Trust.

13 Delegation by Committee to Sub-Committee

- 13.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Trust as it sees fit) the exercise of such functions of the committee as are specified by the instrument, other than:
 - (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.
- 13.2 A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 13.3 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.
- 13.4 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 13.5 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 13.6 A sub-committee may meet and adjourn as it thinks proper.

14 Voting and Decisions

- 14.1 Questions arising at a General or Special meeting of the Trust shall be determined by a majority of the votes of members present at the meeting. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 14.2 Questions arising at a meeting of the committee or any sub-committee appointed by the committee shall be determined by a majority of the votes of the members of the committee or sub-committee present at the meeting
- 14.3 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.
- 14.4 Subject to clause 10.6, the committee may act despite any vacancy on the committee.
- 14.5 Any act or thing done or suffered, or purported to have been done and 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.

15 Meetings

- 15.1 The annual general meeting shall be held in February of each year, in order, among other things, to receive the 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.
- 15.2 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 meetings to all members. Special general meetings of the Trust shall be convened on the written requisition of at least ten members. Such a meeting must be called within fourteen days of the lodging of the requisition.
- 15.3 The quorum for any general or special meeting of the Trust shall be twenty ordinary members.
- 15.4 Only financial members shall be entitled to vote at any general or special meeting.
- 15.5 No proxy votes will be allowed at any general or special meeting.

16 Insurance

The Trust shall effect and maintain an appropriate level of Public Liability Insurance

17 Funds

- 17.1 The funds of the Trust shall be derived from the Annual Subscription of members, donations, and subject to any resolution passed by the Trust in general meetings, such other sources as the committee determines.
- 17.2 All monies received by the Trust shall be deposited as soon as practicable and without deductions to the credit of any Trust bank account, or, if surplus to immediate needs, to an Authorised Trustee Investment, at the discretion of the committee.
- 17.3 The Trust shall, upon request, issue a receipt for any monies received.
- 17.4 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,
- 17.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorized by any two members of the committee, being authorised to do so by the committee.
- 17.6 The Trust shall not donate funds to any charity, association, body or person, except to an organisation that has similar aims and objectives as the Trust.

18 Custody of Books

- 18.1 Except as otherwise provided by this Constitution, 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
- 18.2 The records, books and other documents of the Trust shall be open for inspection, free of charge, by a member of the Trust at any reasonable hour after making an appointment with the public officer or the treasurer.

19 Financial Year

The financial year of the Trust shall be from January 1 to December 31

20 Change of name, objects or constitution

The statement of objects and this constitution may be altered or added to by special resolution, passed by at least three-quarters of members present and entitled to vote, at a general meeting held not less than seven days after written notice has been given to all members specifying the intention to propose the resolution as a special resolution.

21 Dissolution

21.1 That the committee will call a Special General Meeting of members to consider dissolution of the Trust. At that meeting, the members will consider the following:

- A motion to dissolve the Trust
- A motion to apply any remaining assets or funds (after payment of all outstanding expenses and liabilities of the Trust) to facilities and/or projects, within the Trust's area of operation (provided that no individual member/s shall profit or gain directly from such application). Examples include, but are not limited to:
 - Dedicated garden
 - Community garden
 - Community facility
 - Fountain
 - Artistic installation in a public open space or park
- A motion to establish a committee of at least three people, but preferably five (comprising of at least one current committee member, an accountant/auditor and a representative of the City of Parramatta Council) to oversee the disbursement of funds for this project

A two thirds vote of the ordinary financial members present at the SGM will be needed to carry any motions.

21.2 When the work is complete and all funds disbursed, the Trust Committee shall call a second special general meeting to consider a final financial report, and upon acceptance of that report the Trust shall be considered dissolved.

21.3 NSW Fair Trading shall be advised of the dissolution.

22 Definitions

In this constitution:

- (a) Ordinary committee member means a member of the committee who is not an office bearer of the association.
- (b) Secretary means the person holding office under this constitution as secretary of the Trust, or if no person holds that office, the public officer of the Trust.
- (c) The Act means the Associations Incorporation Act 2009
- (d) The regulation means the Associations Incorporation Regulation 2016
- (e) A reference to a function includes a reference to a power, authority and duty, and
- (f) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (g) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument under the Act.