

THE PADDINGTON SOCIETY INCORPORATED CONSTITUTION

1. Name

The name of the association is “**THE PADDINGTON SOCIETY INCORPORATED**” (the Society).

1A. Interpretation

The area encompassed by the term “Paddington” where used herein is to include the suburb known as Paddington being that area bounded on the north by New South Head Road, on the east by Ocean Street, on the south by Moore Park Road and on the west by South Dowling and Boundary Streets and is to also include the area known as West Woollahra, being the area bounded on the east by Ocean Street, on the south by Oxford Street and on the west by Jersey Road.

1B. (1) In this Constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration or the person so designated under the Act.

ordinary committee member means a member of the committee who is not an office-bearer of the Society.

secretary means:

- (a) the person holding office under this Constitution as secretary of the Society, or
- (b) where no such person holds that office – the public officer of the Society.

Special general meeting means a general meeting other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this Constitution:

- (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, if the function is a duty, a reference to the performance of the duty.

(3) 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 made under the Act.

2A. Objects

The objects for which the Society is established are:

- (a) To conserve and maintain all features of Paddington having beauty, architectural, historic and social value.
- (b) To conserve all significant heritage fabric, both internal and external, to ensure changes to private property do not diminish the heritage value of the area.
- (c) To conserve and improve all elements of the public domain including open space, parks, streets, lanes and passageways and to ensure that any changes recognise the heritage value of the place and do not inhibit public pedestrian access and movement.
- (d) To promote Paddington as a sustainable, compact, pedestrian neighbourhood where the pedestrian has priority over motor vehicles.
- (e) To promote the improved governance of Paddington as a place with special urban and heritage attributes which require appropriate care and consideration.
- (f) To encourage improved traffic management and reduced traffic speeds through sympathetic urban design measures which are not detrimental to the heritage environment.
- (g) To discourage inappropriate structures and advertising signage which have a detrimental impact on the heritage environment.
- (h) To enhance existing amenities and introduce additional amenities, activities and facilities which serve to develop the Paddington culture and lifestyle.
- (i) To identify, conserve, record and archive matters and items of significance to the social, cultural and physical fabric of Paddington and to make them available to future generations.
- (j) To augment the sustainable form of Paddington by encouraging the introduction of appropriate technologies which reduce energy consumption without harmful effects upon the heritage environment.
- (k) To promote a friendly, sociable and safe living environment for use by people and families of all ages.
- (l) To educate residents, potential residents and visitors about the heritage background and significance of Paddington as a unique example of a successful inner urban village.

2B. Powers

In furtherance of the objects of the Society, it has the following powers:

- (a) To subscribe to, become a member of and co-operate with any other association, society or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society, provided that the Society must not subscribe to or support with its funds any association, society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 3 of this Constitution.
- (b) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Society or persons attending or frequenting any meeting held under the auspices of the Society.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Society provided that in case the Society is to take or hold any property which may be subject to any trusts the Society must only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Society's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society.
- (f) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Society or the dependents or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests and to contribute to, subsidise or otherwise assist and take part in the

construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (h) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law.
- (i) To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future) and to purchase, pay off or redeem any such securities.
- (j) To make, draw, accept, endorse, discount, execute and issue promissory notices, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- (l) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.
- (m) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Society but subject always to the proviso in paragraph (c) of this Clause 2B.
- (n) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient.
- (o) To print and publish any newsletters, newspapers, periodicals, brochures, books, leaflets or electronic communications that the Committee may think desirable for the promotion of the objects of the Society.
- (p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- (q) To transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- (r) To make donations for charitable purposes or to support community values and issues in line with the Society's objects.

- (s) To take over the funds and other assets and liabilities of the present incorporated association previously known as The Paddington Society A.C.N. 000 927 793 and subsequently incorporated as The Paddington Society Incorporated with incorporation number Y2057827 and ABN 99 885 076 141.
- (t) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

3. Funds – management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society set out in Clause 2 in such manner as the committee determines.
- (2) All cheques, direct debits, bank transactions, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by hand or electronically by any 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.
- (3) No portion of the income or property of the Society is to be paid or transferred, directly or indirectly to the members of the Society. Provided that nothing herein prevents the payment in good faith of reasonable and proper remuneration to any officer or employee of the Society or to any member of the Society in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding the rate for the time being which is or would be charged by the Society's bankers for money lent to the Society or reasonable and proper rent for premises let by any member to the Society but so that no member of the committee is to be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth must be given by the Society to any member of the committee except repayment of out-of-pocket expenses or interest and rent as aforesaid.
- (4) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting such other sources as the committee determines.
- (5) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account or other deposit-taking institution account., provided that a deduction may be made where authorised by two members of the committee in writing.
- (6) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt, provided that no receipt need be issued where impractical for entry fees for functions, sale of small items such as booklets and raffle tickets and other small amounts of a similar nature.

4. Members' liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Clause 11.

4A. Resolution of internal disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Society, and a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration

Membership

5. Membership generally

A person is qualified to be a member of the Society if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Associations Incorporation Act 1984 and has not ceased to be a member of the Society at any time after incorporation of the Society, or
- (b) the person is a natural person and:
 - (i) has applied for membership of the Society as provided by Clause 6, and
 - (ii) has been approved for membership of the Society by the committee of the Society.
- (c)
 - (i) a person qualified above having a dependent child or children; and
 - (ii) each individual, not exceeding two (2) in number, who ordinarily resides in the same household, whether or not having a dependent child or dependent children, is eligible as a joint and family member. A joint and family member is entitled to the same rights as an ordinary member.

6. Application for membership

- (1) An application by a person for membership of the Society:
 - (a) must be made in the form set out in Appendix 1 to this Constitution, and
 - (b) must be accompanied by payment of the sum payable by a member under Clause 11 as an annual subscription, and

- (c) must be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which must determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing, that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application for membership forward a receipt for any membership received and in the case of rejection of the application refund any membership received.
- (4) The secretary must, on acceptance of the application for membership by the committee and payment by the applicant of the amounts referred to in Subclause (1)(b) enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.

7. Cessation of membership

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns that membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual subscription fee under Subclause 11(2) within 7 months after the fee is due.

8. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates upon cessation of the person's membership.

9. Resignation of membership

.A member of the Society may resign from membership by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (1) If a member of the Society ceases to be a member under Subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date upon which the member ceased to be a member.

10. Register of members

- (1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Society, or
 - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
 - (b) any other purposes necessary to comply with a requirement of the Act or the Regulation

11. Fees and subscriptions etc.

- (1) A member of the Society must, before admission to membership, pay to the Society a fee of such amount, as determined by the committee as the annual membership fee.
- (2) In addition to any amount payable by the member under Subclause (1), a member of the Society must pay to the Society an annual or triennial membership fee of such amount as is determined by the committee:
 - (a) except as provided by paragraph (b), before 1 September in each calendar year or if paying triennially in each third year, or
 - (b) if the member becomes a member on or after 1 September in any calendar year – on becoming a member and before 1 September in each succeeding calendar year or succeeding third year if paying triennially.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Society:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or

- (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Society; or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Clause 13.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms that resolution under Subclause 13(4).

12A. Resolution of internal disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or member and the Society, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration

13. Right of appeal of disciplined member

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under Clause 12, within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

- (2) 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.
- (3) On receipt of a notice from a member under Clause (1), the secretary must notify the committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Society convened under Subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member is to be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Society present at such meeting.

General meetings

14. Annual general meetings – holding of

- (1) The Society must hold its first annual general meeting within the period of 18 months after its registration under the Act.
- (2) The Society must hold its annual general meetings:
 - (a) within 6 months after the close of the Society’s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

15. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Society is, subject to the Act and to Clause 14, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year;
 - (c) to elect office-bearers of the Society and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

- (3) An annual general meeting must be specified as such in the notice convening it.

16. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

17. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting must be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Subclause 15(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

18. Quorum for general meetings

- (1) No item of business must be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
 - (a) if convened on the requisition of members, is dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 7) are to constitute a quorum.

19. Presiding member

- (1) The president or, in the president's absence, a vice-president is to preside as chairperson at each general meeting of the Society.
- (2) If the president and both of the vice-presidents are not present or are unwilling to act, then the members present must elect one of their number to be chairperson at the meeting.

20. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business must be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

21. Making of decisions

- (1) A question arising at a general meeting of the Society is to be determined by either
 - (a) a show of hands, or

- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

22. Special resolutions

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

- (1) A resolution is passed by the Society as a special resolution:
 - (a) at a meeting of the Society of which notice has been given to members no later than 21 days before the date on which the meeting is to be held, or
 - (b) in a postal vote conducted by the Society, or
 - (c) in such other manner as the Director-General may direct

if it is supported by at least three-quarters of the votes cast by members of the Society who, under this Constitution are entitled to vote on the proposed resolution.

23. Voting

- (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

24. No member or proxy is entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting.

25. A vote given in accordance with the terms of an instrument of proxy or attorney is to be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as foresaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

26. Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this Constitution.

26A. Postal ballots

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 13).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

The Committee

27. Powers of the committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Society in general meeting, the committee:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society, 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 Society.

28. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Society, and
 - (b) at least 5 and not more than 9 ordinary committee members, each of whom must be elected at the annual general meeting of the Society pursuant to Clause 29.
- (2) The office-bearers of the Society are as follows:
 - (a) the president
 - (b) the two vice-presidents
 - (c) the treasurer, and
 - (d) the secretary
- (3) Each member of the committee, subject to this Constitution, holds office until the conclusion of the annual general meeting following the date of

the member's election, but is eligible for re-election provided that the president is not entitled to hold office for more than three successive terms.

29. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
 - (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are deemed to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) Any member of the Society who resides or previously resided or who conducts or previously conducted a business, craft or profession in the area encompassed by the term Paddington as defined in this Constitution is eligible to be nominated as a candidate for election as an officer or committee member of the Society provided that such member is not an elected member of a local Government body or of the State or Commonwealth Parliament or is a candidate for such.

30. Secretary

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to 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, and
 - (c) all proceedings at committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

31. Treasurer

It is the duty of the treasurer of the Society to ensure that:

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

32. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Society,
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act of the Commonwealth, or
 - (d) is removed from office under Clause 34, or
 - (e) resigns office by notice in writing given to the secretary,
 - (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 5 consecutive meetings.
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director or a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

- 33.** The society may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or other members of the committee.

34. Removal of committee members

- (1) The Society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in Subclause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

35. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Meetings may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
- (3) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (4) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under Subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
 - (a) the president or, in the president's absence, a vice-president is to preside, or

- (b) if the president and both vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

36. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed upon the committee by the Act or by any other law.
- (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.
- (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.
- (4) Despite any delegation under this Clause, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

37. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting
- (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.
- (3) Subject to Clause 35(5), the committee may act despite any vacancy on the committee.
- (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.

38. Conflict of interests

A member of the Committee must not vote in respect of any contract or proposed contract with the Society in which he is interested or any matter arising thereout and if he does so his vote must not be counted.

38A. Disclosure of interests

- (1) If:
 - (a) a committee member has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting, and
 - (b) the interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter, the committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at a committee meeting.
- (2) A disclosure by a committee member at a committee meeting that the committee member:
 - (a) is a member, or is in the employment, of a specified company or other body, or
 - (b) is a partner, or is in the employment, of a specified person, or
 - (c) has some other specified interest relating to a specified company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under Subclause (1).
- (3) Particulars of any disclosure made under this section must be recorded by the committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association on payment of the fee determined by the committee (but not exceeding the maximum fee prescribed by the regulations).
- (4) The book must be kept at the same address as the register of committee members.
- (5) After a committee member has disclosed the nature of an interest in any matter, the committee member must not, unless the committee otherwise determines:
 - (a) be present during any deliberation of the committee with respect to the matter, or

- (b) take part in any decision of the committee with respect to the matter.
- (6) For the purposes of the making of a determination by the committee under subsection (5), a committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - (a) be present during any deliberation of the committee for the purpose of making the determination, or
 - (b) take part in the making by the committee of the determination.
- (7) A contravention of this Clause does not invalidate any decision of the committee.

39. Resolutions in writing

A resolution sent to all the members of the Committee is to be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held if the majority of members of the committee agree in writing to the resolution. Any such resolution may consist of several documents in like form, each signed by one or more members of the committee.

40. Accounts

The committee must cause proper accounting and other records to be kept and must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereof as required by the Act provided, however, that the committee must cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.

41. Access to documents

- (1) The following documents must be open to the inspection, free of charge, by a member of the Society at any reasonable hour:
 - (a) records, books and other financial documents of the Society
 - (b) this Constitution
 - (c) minutes of all committee meetings and general meetings of the Society
- (2) A member of the Society may obtain a copy of any of the documents referred to in Subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. Financial Year

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 August, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 September and ending on the following 31 August.

43. Audit

A properly qualified Auditor or Auditors must be appointed and his or their remuneration fixed and duties regulated in accordance with this Constitution and the Act.

44. Service of notices

- (1) For the purpose of this Constitution, a notice may be served or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post, or
 - (c) by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purposes of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) personally, on the date on which it is received by the addressee, and
 - (b) by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) by electronic transmission on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Indemnity

Every member of the committee, auditor, secretary and other officer for the time being of the Society is to be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his Society office which is incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

Miscellaneous

46. Insurance

The Society must effect and maintain insurance.

47. Change of name, objects and Constitution

An application to the Director-General for registration of a change in the Society's name, objects and constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member and only pursuant to a special resolution of the Society.

48. Execution of documents and Common seal

- (1) The common seal of the Society must be kept in the custody of the public officer.
- (2) The Society may execute a document with the common seal if it fixed to the document by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.
- (3) The Society may execute a document without using the common seal if the document is signed by 2 of its authorised signatories.
- (4) The Society's authorised signatories are the public officer and 1 or more of the committee members ordinarily resident in Australia appointed by the committee. Such appointment is vacated on revocation by the committee, cessation as a committee member or as being ordinarily resident in Australia.

49. Custody of books etc

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

Appendix 1

(Subclause 6 (1))

APPLICATION FOR MEMBERSHIP OF THE PADDINGTON SOCIETY INCORPORATED (the Society)

(incorporated under the Associations Incorporation Act 2009)

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)

member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the Constitution of the Society for the time being in force.

Annual subscription:

Single \$

Family \$

Concession \$

(details of payment)

.....
Signature of applicant

Date.....

POST TO:

**The Secretary
The Paddington Society Inc
PO Box 99
PADDINGTON NSW 2021**

(or FAX to (fax number) or email (email address))

Appendix 2

(Subclause 26 (2))

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of
(address)

being a member of **THE PADDINGTON SOCIETY INCORPORATED** (the Society)

hereby appoint
(full name of proxy)

of
(address)

being a member of that incorporated Society, as my proxy to vote for me on my behalf at the general meeting of the Society (annual general meeting or special general meeting, as the case may be) to be held on the.....day of.....20.....and at any adjournment of that meeting.

- * My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- * to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Society.