

THE PADDINGTON SOCIETY INCORPORATED

1. Name

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

1A. Interpretation

The area encompassed by the term “Paddington” where used herein shall 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 shall 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 these Rules, except in so far as the context or subject matter otherwise indicates or requires:

Commissioner means the Commissioner of the Office of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the Society, as referred to in Rule 28(2).

secretary means:

- (a) the person holding office under these Rules 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 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

- (2) In these Rules:

- (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.

- (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 made under the Act.

2. Objects

The objects for which the Society is established are:

- (a) To preserve and maintain all features of Paddington having beauty architectural and/or historical value and to preserve all existing open spaces and where possible to increase same for the health and enjoyment of the community in general and to promote harmony with the existing architectural patterns in the case of new building construction and to prevent where possible all disfigurement of premises, streets and open places by advertisements, poles, wire and other conflicting structures and to introduce programmes to protect residents from smoke, noise and other nuisances detrimental to the quiet enjoyment of their homes.
- (b) To enhance the existing amenities and introduce additional amenities of and to Paddington and to develop cultural activities and compile and record the history of the area and to do all lawful things to ensure the safety and convenience of pedestrians and vehicles using the streets of Paddington.
- (c) To subscribe to, become a member of and co-operate with any other Society, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society, provided that the Society shall not subscribe to or support with its funds any Society, association 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 Rule 3 of the Rules.
- (d) In furtherance of the objects of the Society 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.
- (e) 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 shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (f) 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.
- (g) 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.

- (h) 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.
- (i) 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, carry out, alteration or control thereof.
- (j) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law.
- (k) 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.
- (l) To make, draw, accept, endorse, discount, execute and issue promissory notices, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) In furtherance of the objects of the Society 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.
- (n) 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.
- (o) 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 (e) of this Clause 2.
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.

- (r) In furtherance of the objects of the Society 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.
- (s) In furtherance of the objects of the Society 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.
- (t) To make donations for patriotic or charitable purposes.
- (u) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (v) To take over the funds and other assets and liabilities of the present incorporated association known as The Paddington Society A.C.N. 000 927 793
- (w) 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

- (a) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society set out in Rule 2 in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.
- (c) No portion of the income or property of the Society shall be paid or transferred, directly or indirectly to the members of the Society. Provided that nothing herein shall prevent 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 shall 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 shall be given by the Society to any member of the committee except repayment of out-of-pocket expenses or interest and rent as aforesaid.

- (d) The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and such other sources as the committee determines.
- (e) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account, provided that a deduction may be made where authorised by two members of the committee in writing.
- (f) The Society shall, 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. Liability of members

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, 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 Rule 11.

Membership

5. Membership qualifications

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

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act, or
- (b) the person is a natural person who:
 - (i) has applied for membership of the Society as provided by Rule 6, and
 - (ii) has been approved for membership of the Society by the committee of the Society.

6. Application for membership

- (1) An application by a person for membership of the Society:
 - (a) shall be made by a member of the Society in writing in the form set out in Appendix 1 to these Rules, and
 - (b) shall be accompanied by payment of the sum payable under Rule 11 as entrance fee, if any, and annual subscription
 - (c) shall be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.

- (3) Where the committee determines to approve or reject an application for membership, the secretary shall, as soon as practicable after that determination notify the applicant of that determination and in the case of acceptance of the application for membership forward a receipt for any membership or other fee received and in the case of rejection of the application refund any membership or other fee received.
- (4) The secretary shall, on acceptance of the application for membership by the committee and payment by the applicant of the amounts referred to in Rule (11) enter the applicant's name in the register of members and, upon 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
- (b) resigns that membership;
- (c) is expelled from the Society; or
- (d) his or her subscription is in arrears for 2 months.

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

- (1) A member of the Society is not entitled to resign that membership except in accordance with this Rule.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Society ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date upon which the member ceases to be a member.

10. Register of members

- (1) The public officer of the Society shall establish and maintain a register of members of the Society specifying the name and 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 shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

11. Fees and subscriptions etc.

- (1) A member of the Society shall, upon admission to membership, pay to the Society a fee of such amount, if any, as determined by the committee from time to time.
- (2) In addition to any amount payable by the member under clause (1), a member of the Society shall pay to the Society an annual membership fee of such amount, if any, as determined by the committee from time to time:
 - (a) except as provided by paragraph (b), before 1st September in each calendar year, or
 - (b) where the member becomes a member on or after 1st September in any calendar year – upon becoming a member and before 1st September in each succeeding calendar year.

12. Disciplining of members

- (1) Where the committee is of the opinion that a member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society.the committee may, by resolution:
 - (c) expel the member from the Society; or
 - (d) suspend the member from membership of the Society for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this Rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the committee and the grounds on which it is based;

- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall;
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 13.
- (6) A resolution confirmed by the committee under clause (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms that resolution pursuant to Rule 13(4).

12A. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13. Right of appeal of disciplined member

- (1) A member may appeal to the Society in general meeting against a resolution of the committee which is confirmed under Rule 12(4), within

7 days after notice of the resolution is served upon the member by lodging with the secretary a notice to that effect.

- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the Society convened under clause (2):
 - (a) no business other than the question of the appeal shall be transacted, and
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

General meetings

14. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Society, the Society shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Society.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

15. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Society shall, subject to the Act and to Rule 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 shall be:
 - (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 members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall 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 shall, 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) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may be hand written, typed or printed by facsimile transmission or other electronic means and 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) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

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 shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, hand delivery, facsimile or other electronic means to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (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 shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 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 shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

18. **Procedure**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present in person (being members entitled under these Rules 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 if convened upon the requisition of members, shall be dissolved and in any other case, shall stand adjourned to the same day in the following week at the 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 not less than 3) shall constitute a quorum.

19. **Presiding member**

- (1) The president shall preside as chairman at every general meeting of the Society or if there is no president, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the vice-presidents shall be the chairman or if both of the vice-presidents are not present or are unwilling to act, then the members present shall elect one of their number to be chairman of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall 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 clauses (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 shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter shall be taken to be the resolution of the meeting on that matter.

22. **Special resolution**

A resolution of the Society is a special resolution:

- (a) if it is passed by a majority which comprises not less than three-quarters of such members of the Society as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or

- (b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commissioner.

23. **Voting**

- (1) Upon 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 shall be entitled to vote at any general meeting if his annual subscription shall be 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 shall 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 these Rules.

The committee

27. **Qualification**

Any member of the Society who resides or conducts a business, craft or profession in the area encompassed by the term Paddington as defined in the Rules shall be eligible to be elected 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.

27(1) Powers of the committee

The committee is to be called the committee of management of the Society and, subject to the Act, the Regulations and these Rules and to any resolution passed by the Society in general meeting:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by a general meeting 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. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of:
 - (a) the office-bearers of the Society, and
 - (b) at least 5 and not more than 9 ordinary members,each of whom shall be elected at the annual general meeting of the Society pursuant to Rule 15.
- (2) The office-bearers of the Society shall be:
 - (a) the president
 - (b) the two vice-presidents
 - (c) the treasurer, and
 - (d) the secretary
- (3) Each member of the committee shall, subject to these Rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) 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 these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

29. Election of members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
 - (a) shall 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) shall be delivered to the secretary of the Society not less than 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 shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

30. **Secretary**

- (1) The Secretary of the Society shall, 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 shall 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) all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) 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**

For the purposes of these Rules, 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 Law,
- (e) resigns office by notice in writing given to the secretary,
- (f) becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental health, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

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 member**

- (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 clause (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. **Meetings and quorum**

- (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall 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.
- (4) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall 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.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

- (7) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president shall 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 shall 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 Rule 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 the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Rule, 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 Rule 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 Rule.
- (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 shall 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 Rule 35(5), the continuing members of the committee may act notwithstanding any vacancy in the Committee but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the committee the continuing member or members may act for the purpose of increasing the number of members of the committee to that number or of summoning a general meeting of the Society but for no other purpose.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

38. A member of the Committee shall 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 shall not be counted.

39. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held. 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 shall cause proper accounting and other records to be kept and shall 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 shall 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. The books, records and other documents of the Society shall be open to the inspection of members, free of charge, at any reasonable time by appointment.

42. *(deleted 26 February 2004)*

43. Audit

A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with these Rules and the Act.

44. Service of notices

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post,

by facsimile or other electronic means to the member at the member's address shown in the register of members.

- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

45. Indemnity

Every member of the committee, auditor, secretary and other officer for the time being of the Society shall 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

- (1) The Society shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

47. Alteration of objects and rules

The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Society.

48. Common seal

- (1) The common seal of the Society shall be kept in the custody of the public officer.
- (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 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

49. Custody of books etc

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 Society.

Appendix 1

(Rule 6 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

THE PADDINGTON SOCIETY INCORPORATED (the Society)(incorporated under the Associations Incorporation Act 1984)

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

of.....
(address)

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

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

Annual subscription:

Single \$

Family \$

Pensioner \$

Cheque enclosed for \$

.....
Signature of applicant

Date.....

POST TO:

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

Appendix 2

(Rule 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.