

CONSTITUTION OF

CASTLECRAG CONSERVATION SOCIETY INCORPORATED

OBJECTS

The objects of the Society are set out under the headings of Aims and Objectives listed below.

AIMS

1. To preserve the biodiversity of the natural heritage of Castlecrag by means of conservation and proper management of the natural bushland, wetlands and aquatic ecosystems for their intrinsic value to present and future generations.
2. To protect and promote the non-living resources of Castlecrag such as historic sites, geological features, views and other features of landscape significance.
3. To ensure that air, land, water and noise pollution, light controls in the City of Willoughby, and hence of Castlecrag, are of a sufficiently high standard and are adequately implemented to prevent harm to human health or the natural environment.
4. To represent locally the wider matters expressed in Australia and internationally for the protection of the natural environment, and where appropriate take action to express support for such concerns.
5. To uphold the principles of the Griffin Conservation Area.

OBJECTIVES

1. To prevent alienation of natural bushland on public land, or of waterways, or of foreshores by private ownership, control or use.
2. To promote, where appropriate, transfer of bushland from private to public ownership.
3. To conserve all remaining bushland under public ownership by means of planned management consistent with the principles contained in State Environmental Planning Policy No 19 - Bushland in Urban Areas (SEPP 19) and consistent with the Objects of the Society.
4. To encourage private landowners to manage their bushland areas subject to their care and control, in a manner consistent with SEPP 19.
5. To promote the use of integrated catchment management principles for the management of Upper Middle Harbour.
6. To encourage community interest in and an appreciation of the natural ecosystems, plants and wildlife.
7. To promote the use of locally indigenous vegetation for the landscaping of parklands, streets and private gardens to so provide additional habitat and wildlife corridors for native fauna.
8. To promote the use of solar and other alternative energy and to protect solar access whilst preserving native vegetation.
9. To promote energy and water conservation, waste minimisation, and recycling, with particular reference to the reduction of Greenhouse gas emissions and non-renewable resource consumption.
10. To take action to prevent unacceptable stress to fauna from noise and light pollution from any source.
11. To promote the development of public transport systems for both people and goods consistent with the environmental principles outlined in the Aims of this Society.

12. To take action to ensure that any construction/development activity that is likely to be detrimental to the environmental values of the area, be consistent with the Aims of the Society.
13. To take action to prevent pollution from construction works.
14. To support a policy of limiting Australia's population to a level consistent with ecological sustainability.
15. To promote the active participation of members of the Society on committees and organisations which have objects, together or in part, similar to those of the Society, and also in any proceedings or enquiries relating to environmental matters.
16. To promote community interest through environmental education and public awareness of the Aims of the Society; to publish booklets, information sheets, maps etc; to conduct conferences, seminars and meetings, and to lobby people in public office or those able to act upon and/or disseminate this information.
17. To co-operate and exchange information with other groups dedicated to environmental protection, and where appropriate to seek membership of such organisations.
18. To promote community and candidate awareness of environmental issues in elections for governments at all levels.
19. To raise funds by way of fees, subscriptions, levies, donations, street stalls, legacies or other means for carrying out the Aims of the Society.
20. To invest and deal with monies of the Society in authorised bank accounts, investment accounts, trusts, securities and investments.
21. To employ persons on a contractual basis for the purpose of preparing submissions, publicity or educational material, carrying out research or at any other activity consistent with the Aims of the Society.

RULES

PART 1: PRELIMINARIES

NAME

- i. The name of the Association shall be the Castlecrag Conservation Society Incorporated.

1 INTERPRETATION

- i. In these Rules and Objects in so far as the context or subject matter otherwise indicates or requires Association shall be synonymous with Society where referred to in the Rules & Objects.

“Special General Meeting” means a meeting of the Society other than an annual or general meeting, called to discuss some specific business which shall be nominated at the calling of the specific general meeting.

“Member” means a member of the Society who has been approved as a member in accordance with Rules 2 & 3.

“Biodiversity” is defined as the interactive biological complex of genes, species, habitats, communities and ecosystems which, in the form of ecological and evolutionary processes, comprise the biosphere.

“Bushland” is defined as all areas of naturally occurring vegetation whether on public or private land, independent of size; the term applies to the whole ecosystem which encompasses not only the vegetation but also the surface and subsurface soils, leaf litter, the seed bed and any rocks stones or pebbles, this definition being consistent with State Environmental Planning Policy No

19 - Bushland in Urban Areas, and includes waterways, creeks, ponds and lakes and other aquatic systems.

“Parkland” is defined as Public Open Space which may contain locally indigenous vegetation but which is essentially grassed and maintained for the primary purpose of public recreation rather than nature conservation objectives.

“The Act” means the Associations Incorporation Act 1984.

“The Regulation” means the Associations Incorporation Regulation 1985.

- ii. 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.
- iii. The provisions of the *Interpretation Act, 1987*, apply to and in respect to these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

PART 11: MEMBERSHIP

2 MEMBERSHIP QUALIFICATIONS

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

- i. has applied for membership of the Society as provided by Rule 3; and
- ii. has been approved for membership of the Society by the Committee of the Society; and
- iii. any member who, in the opinion of the Society, has made a significant contribution to the objectives of the Society may, at a General Meeting of the Society, be elected as an Honorary Life Member of the Society with full voting rights.

3 APPLICATIONS FOR MEMBERSHIP

- i. Members of the Society shall be any person(s) who agree(s) with the Aims and Objectives of the Society and who shall apply in writing for membership.
- ii. As soon as practicable after receiving an application for membership, the Secretary or Treasurer shall refer the application to the Committee which shall determine whether to approve or to reject the application. The Committee is not obliged to give reasons for rejection of an application.
- iii. Where the Committee determines to approve an application for membership, the Secretary or Treasurer shall, as soon practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.
- iv. The Treasurer shall, on receipt of the amounts referred to in Clause (iii) within the period referred to in that Clause, enter the applicant's name in the register of membership of members and, upon the name being so entered, the applicant become a member of the Society.

4 CESSATION OF MEMBERSHIP

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

- i. dies;
- ii. resigns that membership; or
- iii. is expelled from the Society.

5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- i. is not transferable to another person; and
- ii. terminates upon cessation of the person's membership.

6 RESIGNATION OF MEMBERSHIP

- i. A member of the Society is not entitled to resign that membership except in accordance with this Rule.
- ii. 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 one month's notice 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.
- iii. Where a member of the Society ceases to be a member pursuant to Clause (iii), 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 on which the member ceased to be a member.

7 REGISTER OF MEMBERS

- i. 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.
- ii. 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 Association at any reasonable hour, but shall not be copied in any manner.

8 FEES, SUBSCRIPTIONS, ETC

- i. A member of the Society shall, upon admission to membership, pay to the Society an annual subscription as determined from time to time by the Committee.
- ii. Annual subscription fees shall become payable on January 1 of each year.

9 MEMBERS LIABILITIES

The liability of a member or office bearer of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses or the winding up of the Society is limited to the amount, if any, unpaid by the member or office bearer in respect of membership of the Society as required under Rule 8.

10 DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them, may do so only at the next general meeting of the Society.

PART III: THE COMMITTEE

11 POWERS, ETC of COMMITTEE

The Committee shall be called the Executive Committee of the Society and, subject to the Act, the Regulations and these Rules and to any resolution passed by the Society in general meeting:

- i. shall control and manage the affairs of the Society;
- ii. may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by a general meeting of members of the Society; and
- iii. 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.

12 CONSTITUTION AND MEMBERSHIP

- i. Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee shall consist of:
 - a. the president;
 - b. the vice president;
 - c. the treasurer;
 - d. the secretary;
 - e. five ordinary members
- ii. 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.
- iii. 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.
- iv. The committee shall have power to co-opt more committee members.
- v. All positions are honorary and no remuneration or benefit in money shall be paid apart from reimbursement for out of pocket expenses approved by the committee and reasonably incurred in carrying out his/her duties.

13 ELECTION OF OFFICE BEARERS

- i. Nomination of candidates for election of office bearers of the Society or as ordinary members of the Committee shall be made at the Annual General Meeting by two members and with the consent of the nominee.
- ii. Candidates nominated for election as office bearers of the Society must have been members of the Society for a minimum of six months and have attended at least two meetings.
- iii. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected.

- iv. If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- v. 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.
- vi. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- vii. 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.

14 SECRETARY

- i. The Secretary of the Society shall, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his/her address.
- ii. 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.
- iii. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15 TREASURER

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

- i. all money due to the Society is collected and received and that all payments authorised by the Society are made; and
- ii. 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.
- iii. all monies are deposited as defined in Clause 31 & 32 of these Rules.

16 CASUAL VACANCIES

For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- i. dies;
- ii. ceases to be a member of the Society;
- iii. becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- iv. resigns office by notice in writing given to the Secretary;
- v. is removed from office under Rule 17;
- vi. becomes of unsound mind or a person or estate liable to be dealt with in any way under the law relating to mental health;
- vii. is absent without the consent of the Committee from all meetings of the Committee held during a period of three (3) months.

17 REMOVAL OF A MEMBER

- i. The Society in a General Meeting may by resolution remove any member of the Committee 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.
- ii. Where a member of the Committee to whom a proposed resolution referred to in Clause (i) 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 President may send a copy of the representations to each member of the Society or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

18 MEETINGS AND QUORUM

- i. The Committee shall meet at least four (4) times in each period of twelve (12) months at such place and time as the Committee may determine.
- ii. Additional meetings of the Committee may be convened by the President or any other member of the Committee.
- iii. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the Meeting.
- iv. Notice of a Meeting given under Clause (iii) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- v. Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- vi. No business shall be enacted 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 a place and time to be nominated.
- vii. 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.
- viii. 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 the Vice President 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.

19 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- i. 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. the power of delegation; and
 - b. functions which are a duty imposed on the Committee by the Act or by any other law.
- ii. 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.
- iii. 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.

- iv. Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
- v. 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.
- vi. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- vii. A Sub-Committee may meet and adjourn as it thinks proper.
- viii. The committee shall appoint a convener or secretary for each sub-committee, who shall report to the committee.
- ix. President of the Society shall be ex-officio of each sub-committee and in his/her absence the vice-president shall act in his/her stead.

20 VOTING AND DECISIONS

- i. 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.
- ii. 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.
- iii. Subject to Rule 18 (v) the Committee may act notwithstanding any vacancy on the Committee.
- iv. 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.
- v. A quorum at a subcommittee meeting shall be half plus one (1).

PART IV: GENERAL MEETINGS

21 ANNUAL GENERAL MEETINGS - HOLDING OF

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

22 ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- i. The Annual General Meeting of the Society shall, subject to the Act and to Rule 21, be convened on such a date and at such place and time as the Committee thinks fit.
- ii. 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 Annual General Meeting and of any Special General Meeting held since that meeting;
 - b. to receive from the Committee reports upon the activities of the Society during the last financial year;

- c. to elect office bearers of the Society and ordinary members of the Committee; and
 - d. to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act;
- iii. An Annual General Meeting shall be specified as such in the notice convening it.
 - iv. A quorum for an Annual General Meeting shall be ten (10) members.

23 GENERAL & SPECIAL GENERAL MEETINGS - CALLING OF

- i. The Committee may, whenever it thinks fit, convene a general meeting of the Society.
- ii. The Committee shall, on the requisition in writing of not less than five (5) members, convene a special general meeting of the Society.
- iii. A requisition of members for a Special General Meeting:
 - a. shall state the purpose of the meeting;
 - b. shall be signed by the members making the requisition;
 - c. shall 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.

24 NOTICE

- i. Except where the nature of the business to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least four (4) days before the date fixed for the holding of a general meeting, cause to be sent 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.
- ii. 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 twenty one (21) days before the fixed date for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (i) specifying in addition to the matter required under Clause (i), the intention to propose the resolution as a special resolution.

25 PROCEDURE

- i. 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.
- ii. Ten (10) members present in person (being persons entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

26 PRESIDING MEMBER

- i. The President or, in the President's absence, the Vice President, shall preside as chairperson at each general meeting of the Society.
- ii. If the President and the Vice president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

27 MAKING OF DECISIONS

- i. 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.
- ii. At a general meeting of the Society a poll may be demanded by the chairperson or by not less than three (3) members present in person at the meeting.
- iii. 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 deemed to be the resolution of the meeting on that matter.

28 SPECIAL RESOLUTION

A resolution of the Society is a special resolution if:

- i. 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 at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- ii. in situations where it is not possible or practical for a resolution to be passed as described in paragraph (i), a request may be made to the Commissioner for Consumer Affairs or other authority for the time being having the relevant function under the Associations Incorporation Act of regulations for permission to pass the resolution in some other way.

29 VOTING

- i. Upon a question arising at a general or special general meeting of the Society a member has one vote only.
- ii. In the case of equality of votes on a question at a general meeting, the chairperson is entitled to exercise a second or casting vote.
- iii. Voting shall be by members over the age of seventeen (17).
- iv. Proxy voting is not allowed.

PART V: MISCELLANEOUS

30 INSURANCE

- i. The Society shall effect and maintain insurance pursuant to Section 44 of the Act.
- ii. In addition to the insurance required under Clause (i), the Society may effect and maintain other insurance.

31 FUNDS

- i. The funds of the Society shall 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.

- ii. 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 or other investment accounts approved by the Committee.
- iii. The Society shall, as soon as practicable after receiving the money, issue an appropriate receipt.

32 FUNDS - MANAGEMENT

- i. 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 in such manner as the Committee determines.
- ii. All cheques, draft, bills of exchange, promissory notes and any other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Society being members or employees authorised to do so by the Committee.
- iii. Any allocation of funds or property to other organisations or persons will be made in accordance with the objectives of the Society and not be influenced by the expressed preference or interest of a particular donor to the Society.

33 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.

34 COMMON SEAL

- i. The common seal of the Society shall be kept in the custody of the Public Officer.
- ii. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer.

35 CUSTODY OF BOOKS ETC

Except as otherwise provided by these Rules, the Public Officer shall keep in his/her custody or under his/her control all records, books and other documents relating to the Society.

36 INSPECTION OF BOOKS ETC

The records, books and other documents of the Society shall be open to inspection by members of the Society free of charge, but not able to be copied in any manner by a member of the Society.

37 SERVICE OF NOTICES

- i. For the purpose of these Rules, a notice may be served on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- ii. Where the document is sent to a person by properly addressing, prepaying and posting to a 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.

38 PUBLIC STATEMENTS

Statements to the media shall only be made by the President except where the President has delegated his or her authority to the Vice President or Secretary.

39 EMPLOYMENT OF PERSONS

Where persons are employed pursuant to Objective 21 such employment shall be subject to a written contract specifying the conditions of employment and endorsed by the Committee at a meeting of the Society.

40 SURPLUS PROPERTY

The Society may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Society should be wound up. The distribution of surplus property shall be accordance with Section 53 of the Act.

41 WINDING UP OF THE SOCIETY

- i. Apart from the provision in clause 40, any funds of the Society shall be passed to another environmental organisation with similar aims and objectives.
- ii. Records and documents of the Society shall be given to Local History Section of Willoughby City Library.