

Friends of Carrick Hill Incorporated

Constitution

1. Name

- 1.1 The name for the incorporated association is 'The Friends of Carrick Hill', referred to herein as 'The Friends'.

2. Definitions

- 2.1 The Committee means the committee of control and management of The Friends.
- 2.2 A general meeting means an Annual General Meeting or a Special General Meeting convened in accordance with these rules.
- 2.3 A month means a calendar month.
- 2.4 The Act means the *Associations Incorporation Act 1985*.
- 2.5 A poll means a secret ballot.
- 2.6 A natural person means an individual human being as opposed to a private or public organisation (ie a legal or artificial person).

3. Objects

- 3.1 The object of The Friends is to promote activities and programs which support and stimulate interest in Carrick Hill, its ongoing maintenance and any further development in accordance with the policies of the Carrick Hill Trust.

4. Roles

- 4.1 The roles of The Friends are:
 - 4.1.1 To promote and/ or organise such social, educational and other activities relating to any section of property at Carrick Hill or its collection.
 - 4.1.2 To attract members from the community or elsewhere and stimulate and sustain members' interest and support for Carrick Hill.
 - 4.1.3 To assist Carrick Hill through The Friends' activities and programs to extend its role and influence in the community and elsewhere.
 - 4.1.4 To raise and maintain funds from membership subscriptions and other activities to:
 - 4.1.4.1 assist the ongoing maintenance and any further development of Carrick Hill in any way that is in accordance with the policies of the Carrick Hill Trust. This may include the raising of funds to enable The Friends to make donations to Carrick Hill for its painting, sculpture, antique or other collections, and for projects and activities in any relevant fields (including cultural, artistic, antique, botanical, musical, theatrical, environmental or public recreation) that are undertaken or supported by Carrick Hill; and
 - 4.1.4.2 finance the running of The Friends.

- 4.1.5 To help and support Carrick Hill, its volunteers, interested persons and organisations in the ongoing maintenance and any further development of the property, its collections, grounds, activities and programs.
- 4.1.6 To foster positive and cordial links with other groups and organisations having similar objectives or roles to The Friends, whether local, interstate or overseas.
- 4.1.7 To review, from time to time and when appropriate, the role of The Friends.

5. Membership

- 5.1 Categories of membership of The Friends shall be as follows:
 - 5.1.1 Any person who is accepted for membership of The Friends under one of the categories defined in the membership application form (excluding 'Corporate') shall be classified as an ordinary member.
 - 5.1.2 Any corporate body which is accepted for membership of The Friends shall be classified as a corporate member.
 - 5.1.3 Any person who provides regular voluntary services to The Friends and Carrick Hill and its activities, and any person who the Committee at its absolute discretion deems appropriate to admit from time to time, shall be classified as an honorary member.
- 5.2 Life membership shall be at the discretion of the Committee.
- 5.3 Any person or corporate body who notifies their name and address to the Membership Officer, and who pays the appropriate subscription, shall, upon acceptance of such candidature by the Committee, become a member of The Friends in the appropriate category.
- 5.4 In a written notice to The Friends (signed by the Secretary or other proper officer of the corporation), a corporate member shall appoint a natural person as its nominee. By a written notice, such an appointment may also be revoked. Such nominee during the tenure of the appointment shall have the same rights, privileges and responsibilities as provided in these rules as an ordinary member of The Friends, including the right to one vote at any general meeting of The Friends.
- 5.5 Subject to these rules, an honorary member or a life member of The Friends shall have the same rights, privileges and responsibilities as an ordinary member of The Friends, including the right to one vote at any general meeting of The Friends.
- 5.6 The Committee may limit the membership of The Friends (or any category of membership) to any number the Committee thinks fit.

6. Subscriptions

- 6.1 The Committee shall from time to time determine rates of subscription for each category of membership (other than honorary and life members).
- 6.2 The Committee shall fix the time at which a subscription is payable and the period in respect of which it is payable.
- 6.3 Subscriptions shall be payable in advance.

- 6.4 The Committee may, where a person or corporate body becomes a member during any period in respect of which the subscription is payable, waive a proportion of the amount of the subscription for that period.

7. Resignation and Cancellation of Membership

- 7.1 A person or corporate body may tender, in writing at any time, their resignation as a member of The Friends to the Committee.
- 7.2 Any honorary member who resigns as a volunteer will immediately cease to be a member of The Friends and hence lose any associated privileges and voting rights.
- 7.3 Any person or corporate body whose subscription remains unpaid for three calendar months after the due date may be declared by the Committee to be no longer a member of The Friends.
- 7.4 The Committee may by resolution suspend the membership of any person or corporate body for such period as the Committee thinks fit, or expel any member, because of conduct which, in the opinion of the Committee, is detrimental to the interests of The Friends. No such resolution for suspension or expulsion shall be passed unless the Committee has given the member an opportunity to be heard.
- 7.5 Any person or corporate body ceasing to be member shall have no right or claim upon The Friends, its property or funds.
- 7.6 The Committee may reinstate the membership of any person or corporate body whose membership has been suspended, or who has ceased to be a member, as from such day and upon such terms or conditions as the Committee thinks fit.

8. Register of Members

- 8.1 The Committee shall establish and keep up to date a register of members containing the following details on each member of The Friends: name, address, telephone number(s), email address where applicable and membership category (ordinary, corporate, honorary or life).
- 8.2 The register of members shall be tabled at each Annual General Meeting.

9. Property

- 9.1 The Friends shall have the power to acquire and dispose of any property of any kind.
- 9.2 All property of The Friends shall vest in the incorporated body.
- 9.3 The surplus funds of The Friends may be invested in such a manner as the Committee thinks fit, whether in trustee investments or otherwise.
- 9.4 The Committee shall have the power to vary or transpose any investment.
- 9.5 The Committee shall have the power to borrow and to give security.

10. Finance

- 10.1 Monies of The Friends shall be banked in such bank or banks as the Committee shall, from time to time, determine.

- 10.2 Payments made from The Friends' bank account(s) may be made through electronic funds transfer or by cheque.
- 10.3 All cheques shall be signed by a member of the Committee and one other such person as may be determined, from time to time, by the Committee.
- 10.4 The Committee may authorise the Treasurer, or such other person or persons as it may determine, to make payments by electronic funds transfer.
- 10.5 The financial year of The Friends shall operate from the first day of July to the following 30th day of June.
- 10.6 The Friends shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Friends in accordance with the Act.

11. The Committee

Powers and Duties

- 11.1 The control and management of The Friends, its funds and property shall be vested in a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of The Friends, and are not by the Act or by these rules required to be done by The Friends in a general meeting.
- 11.2 The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of The Friends on which these rules are silent.

Appointment

- 11.3 The Committee shall consist of elected and ex-officio members. The elected members shall be four officers (President, Vice-President, Secretary and Treasurer) and up to 12 ordinary members who must be financial or honorary members of The Friends.
- 11.4 The Director of Carrick Hill shall be an ex-officio member of the Committee.
- 11.5 A member of the Committee shall be a natural person.
- 11.6 The President, Vice-President, Secretary, Treasurer and ordinary members of the Committee shall be elected annually by members of The Friends at the Annual General Meeting.
- 11.7 All candidates for membership of the Committee shall be nominated and seconded in writing. Written consent by the candidate to act, if elected, shall be included with the nomination. All nominations should be submitted to the Secretary of The Friends one month before the Annual General Meeting.
- 11.8 The Committee shall have the power to fill any casual vacancy until the next Annual General Meeting of The Friends.
- 11.9 The Committee may, in its absolute discretion, co-opt any person, who need not be a member of The Friends, to serve on the Committee for such purpose as the Committee deems appropriate.
- 11.10 The validity of the acts of the Committee shall not be affected by any vacancy among its members or by any defect in the appointment of any member.

- 11.11 The Committee shall have the power to appoint sub-committees. The terms and powers of any sub-committee shall be determined by the Committee.
- 11.12 The Committee shall define the duties of the officers of the Committee from time to time.

Disqualification of Committee Members

- 11.13 The office of a committee member shall become vacant if the committee member is:
- 11.13.1 disqualified from being a committee member by the Act;
 - 11.13.2 expelled as a member under these rules;
 - 11.13.3 permanently incapacitated by ill health; or
 - 11.13.4 absent without apology from two or more meetings in a financial year.

Proceedings of the Committee

- 11.14 The Committee shall meet for the dispatch of business at least monthly (except for the months of July and January during which a meeting of the Committee is optional).
- 11.15 A quorum of any meeting of the Committee shall be one half of the number of members of the Committee plus one.
- 11.16 Meetings of the Committee shall be chaired by the President of the Committee. If the President is unable to be present, the meeting shall be chaired by the Vice-President, or in their absence, such other committee member as the majority of the Committee present shall nominate.
- 11.17 Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equal votes being cast, the chairperson shall have a casting vote as well as a deliberative vote.
- 11.18 The Committee shall keep accurate minutes of its proceedings.
- 11.19 The Committee shall keep accurate accounts of The Friends' finances, shall arrange for an annual audit and shall furnish appropriate reports and a balance sheet to the Annual General Meeting of The Friends.
- 11.20 A member of the Committee who has any direct or indirect pecuniary interest in a contract or proposed contract with The Friends:
- 11.20.1 must disclose the nature and extent of that interest to the Committee as soon as they become aware of it;
 - 11.20.2 shall not take any part in the decision of the Committee with respect to that contract; and
 - 11.20.3 must disclose the nature and extent of their interest to the next Annual General Meeting of The Friends.
- 11.21 The Committee may delegate any of its powers to any member of the Committee or to a sub-committee.
- 11.22 The Committee shall have the power to make by-laws to supplement these rules. No by-law shall be inconsistent with these rules. Any by-law(s) may be disallowed

by the Carrick Hill Trust or by the members of The Friends at the Annual General Meeting.

- 11.23 Subject to these rules, the Committee may regulate its business and proceedings in any manner as it thinks fit.

12. General Meetings of The Friends

Timing of General Meetings

- 12.1 An Annual General Meeting of The Friends shall be held on a day within five months after the end of each financial year, at a time and place determined by the Committee.
- 12.2 A Special General Meeting of The Friends may be called by the Committee at any time and held at a time and place determined by the Committee.
- 12.3 Upon a requisition in writing signed by at least seven members of The Friends and stating the purpose of the meeting, the Committee shall convene a Special General Meeting for the purpose specified in the requisition, at a time and place determined by the Committee. Such a Special General Meeting should be held within one month of the receipt of the requisition.

Notice of General Meetings

- 12.4 Notice of a general meeting shall be given to members of The Friends at least 14 days before the meeting. The notice shall set out the time and place of the meeting and the nature of business to be transacted.
- 12.5 Notice of a general meeting may be given by an advertisement in a daily newspaper or by a written notice posted or transmitted electronically to all members of The Friends.
- 12.6 Any general meeting shall not be invalidated by any accidental failure to give notice to any member.

Proceedings at General Meetings

- 12.7 A quorum at a general meeting shall be 15 financial members (ordinary and corporate), honorary members and/ or life members who are present in person or by proxy.
- 12.8 Any member of The Friends shall be entitled to appoint in writing a natural person who is also a member of The Friends to be their proxy, and to attend and vote at any general meeting of The Friends.
- 12.9 A general meeting shall be chaired by the President of the Committee. If the President is unable to be present, the meeting shall be chaired by the Vice-President of the Committee, or in their absence, by such other member of the Committee as the majority of the Committee present shall nominate.
- 12.10 Ordinary business at an Annual General Meeting shall include:
- 12.10.1 confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - 12.10.2 consideration of a report from the President;
 - 12.10.3 consideration of a report from the Treasurer, including the balance sheet;

- 12.10.4 appointment of an auditor; and
- 12.10.5 election of officers and ordinary members of the Committee.
- 12.11 For the duration of the election of officers and ordinary members of the Committee, proceedings at the Annual General Meeting shall be chaired by the Director of Carrick Hill or in their absence, by the Director's nominated representative.
- 12.12 If any member of The Friends desires to bring up any special business for consideration at the Annual General Meeting, they shall give notice thereof to the Committee before the expiration of two months after the end of the financial year. However, the Committee may accept notice given subsequently if, in the opinion of the Committee, it would not cause unreasonable expense or inconvenience to do so.
- 12.13 Accurate minutes of all proceedings of any general meeting shall be kept by the Committee and confirmed by members of The Friends at the next Annual General Meeting.

Voting at General Meetings

- 12.14 Each financial member (ordinary and corporate), honorary member and life member of The Friends shall be entitled to one vote at any general meeting of The Friends.
- 12.15 Subject to these rules, all questions for decision at a general meeting shall be decided by a majority of members who vote in person or by proxy at that meeting.
- 12.16 Unless a poll is demanded by at least seven members, a question for decision at a general meeting must be determined by a show of hands.
- 12.17 If at least seven members demand a poll, it shall be conducted in a manner determined by the chairperson and the result of the poll is the resolution of the meeting on that question.
- 12.18 Where the number of nominations for ordinary membership of the Committee exceeds the maximum number fixed by these rules, a poll shall be conducted at the Annual General Meeting in a manner determined by the chairperson. If the number of nominations does not exceed the maximum, the chairperson shall declare the persons nominated to be elected. Officers of the Committee shall be elected in the same manner.
- 12.19 An ordinary resolution is a resolution passed by a simple majority of members present and voting at a general meeting.
- 12.20 A special resolution is a resolution which, under these rules, must be passed by a majority of three quarters of the members present and voting.

13. Seal Holders and Public Officer

- 13.1 The Committee shall be the Seal Holders.
- 13.2 The seal of The Friends shall not be affixed to any document except pursuant to a resolution of the Committee, two of whom shall sign the document.
- 13.3 The Committee shall appoint a public officer as required by the Act.

14. Auditor

- 14.1 An auditor of The Friends shall be appointed at each Annual General Meeting and their report shall be embodied in the Treasurer's annual statement.
- 14.2 If an auditor is not appointed at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

15. Dissolution

- 15.1 At any general meeting, a special resolution may be passed for the dissolution of The Friends by a majority of three quarters of the members present and voting.
- 15.2 All liabilities of The Friends shall be discharged.
- 15.3 Any residue of the property of The Friends shall be distributed in such a manner as the general meeting determines for any purpose or object consistent with the Act, the *Carrick Hill Trust Act 1985* and as ratified by the Carrick Hill Trust.
- 15.4 Subject to clauses 15.1 – 15.3, The Friends shall thereupon be dissolved.

16. No Distribution of Income or Assets to Members

- 16.1 The income and assets of The Friends shall be applied exclusively to the promotion of its objects.
- 16.2 No portion of The Friends income and assets shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for legitimate services rendered or expenses incurred on behalf of The Friends.

17. Alteration of the Rules

- 17.1 These rules may be altered by a resolution passed by the majority of members present and voting at a general meeting.